

BY LAWS
of
SHIPCARPENTER SQUARE ASSOCIATION, INC.
Lewes, DE 19958

ARTICLE I. AUTHORITY AND OFFICE

SECTION I

The By Laws shall be in accordance with the Declaration and Restrictions for Shipcarpenter Square which have been recorded and accompany the deed to each lot in the Shipcarpenter Square Subdivision. In case of conflict between the Bylaws and the Declaration and Restrictions, the Declaration and Restrictions shall prevail.

SECTION II

The office of the corporation shall be at the address of the President of the Board of Trustees.

ARTICLE II. BOARD OF TRUSTEES

SECTION I

The number of trustees elected by the Association to the Board of Trustees (hereinafter "Board") shall be three (3) or five (5), (at the discretion of the Association). Each trustee shall be a member in good standing as defined in the Declaration and Restrictions of Shipcarpenter Square, and shall serve until a successor shall be elected and shall qualify.

The Board shall meet as a majority as the trustees decide, or upon petition of sixty (60%) percent of the lot owners of Shipcarpenter Square.

At all times, two (2) of the trustees shall be permanent year-round residents of Shipcarpenter Square.

ARTICLE III. ELECTION OF TRUSTEES

SECTION I

Commencing with the first annual election in 2004 following the 2003 recording of the Declaration and Restrictions for Shipcarpenter Square, members of the Board of Trustees shall be elected in accordance with the rules specified in Para. 5A of the recorded Declaration and Restrictions for Shipcarpenter Square. Any vacancies on the Board shall be filled in accordance with procedures described in Para. 5A.

ARTICLE IV. OFFICERS

SECTION I

The Association shall elect three (3) officers from among the trustees, based upon a sixty (60%) vote of all homeowners represented at the annual meeting and in accordance with the procedures described in Para. 5D of the Declaration and Restrictions for the Shipcarpenter Square Homeowners Association. These officers shall consist of a President, Vice-President, and Secretary/Treasurer. The duties of the President include generally supervising the business of the corporation, and presiding over meetings of the Board and its members. The duties of Vice-President include assisting the President and the Secretary/Treasurer in performing their duties. The duties of the Secretary/Treasurer include keeping minutes of Board and members' meetings, maintaining corporate records, maintaining a list of eligible voting members, collecting dues and disbursing funds as directed by the Board, maintaining the books and bank accounts and other financial records, and making an annual financial report to the Board and members of the Association.

ARTICLE V. MEETING OF MEMBERS

SECTION I

There shall be one annual meeting of lot owners of Shipcarpenter Square to be held during the last week of June. Additional meetings may be called by the Board or at the request of sixty (60%) percent of all lot owners. A lot owner is considered to be in attendance at the meeting if he or she is physically present at the meeting or has given a proxy to another person who is physically present at the meeting.

ARTICLE VI. AMENDMENTS

SECTION I

These Bylaws may be altered and repealed, and additional Bylaws adopted by a sixty (60%) affirmative vote of all lot owners of Shipcarpenter Square.

Amended September 9, 2003.