

**STOUGHTON LAKE HOMEOWNERS ASSOCIATION, INC.**  
**RULES & REGULATIONS – EFFECTIVE MAY 1, 2003**  
(revised January 1, 2004)

Pennsylvania Fish & Boat Regulations must be observed. This includes the issuance of boat licenses, fishing licenses etc. For further information on these rules, their web site is [www.fish.state.pa.us](http://www.fish.state.pa.us).

**FISHING**

**Residents** – good standing:

May fish anywhere on the lake by boat, from their property or from the SLHO Assoc. common ground (Hanna Park, boat launch area).

Residents whose homes are not on the lake, may use the common ground to fish, launch or dock their boats.

Residents should not trespass on other residents' property without the owner's permission.

**ALL BASS SHOULD BE RETURNED TO THE LAKE UNLESS SEVERELY HOOKED.**  
Bent hook barbs will make this much easier.

**Guests** – of residents in good standing:

Residents can request two (2) registered guest passes to be used as follows:

1. Guest of residents (not on lake) but fishing at Hanna Park common ground
2. Guests of residents using the resident's boat on the lake

Guest passes are for **one day only** and must be returned to the resident. Residents issuing the passes are accepting responsibility for their guest. The homeowner is responsible for familiarizing the guest with the regulations on Stoughton Lake.

Guests using the resident's boat may also fish anywhere on the lake and from the shore at Hanna Park.

Guests may be asked to show the pass during their visit.

**Residents and Guests**

No trespassing or fishing on the dam breast or spillway.

No fishing from the old Stoughton Park area. The Lakeshore Drive side is private property.

**\*NO ICE FISHING BY NON-RESIDENTS OR GUESTS UNLESS ACCOMPANIED BY THE RESIDENT IN GOOD STANDING.**

**BOATING**

As per PA regulations (see above website), boats must contain an approved life preserver for each occupant. All water skiers must wear approved life preservers. Boat operators must be in proper position behind the wheel of the boat and occupants must be in a safe position when the boat is in operation.

No boat, vessel or device is to operate in excess of 'no wake speed' within thirty (30) feet of the shore line.

Boats pulling skiers must carry at least one occupant besides the operator (PA law).

Boats operated after sunset must display lights (PA law).

Due to the size of the lake and concern for water safety, jet skis are not permitted by homeowners or guests.

Residents will receive two (2) SLHO boat stickers for each boat or snowmobile they use.

Non resident boats are prohibited unless they are accompanied by a resident in good standing.

Non residents groups are not permitted to use the lake for recreational or training purposes, with the exception of the local fire company. Residents having groups as guests may receive an exemption from this rule by contacting a director prior to the event.

#### MISCELLANEOUS

Swimmers and floating devices are restricted to a maximum of thirty (30) feet from shore, unless accompanied by a boat immediately adjacent to the swimmer or float.

Storage of unregistered or junk vehicles is strictly prohibited.

Overnight camping is not permitted on Stoughton Lake common ground.

Hunting, sport trapping, target or recreational shooting is not permitted.

Use of Stoughton Lake roadways is restricted to the residents in good standing, invited guests of these residents, maintenance crews, deliveries, school buses and authorized utility personnel. Speed limit, as posted, will be enforced. Residents should advise guests and service providers to drive carefully and obey the speed limit.

Non resident use of ATV's, trail bikes and snowmobiles is not permitted on SLHO owned roads. Violators will be prosecuted for trespassing.

Excessive noise after 11:00 PM Sunday thru Thursday and after Midnight Friday, Saturday and holidays will not be tolerated on land or water. Some examples are loud music, fireworks, engines without mufflers, parties on the lake. Courtesy and consideration for all residents is important. Due to the number of children in the area, we also ask that residents and guests be cautious of their language. *Sound travels very well over water.*

Residents are asked to cooperate in maintaining the above rules and of advising their guests of these guidelines.

If someone unknown to you is trespassing, feel free to challenge this individual. If you do not feel comfortable doing so, call Somerset County non-emergency number (445-4133) or the State Police (445-4104).

**NOTE:** Some of the rules listed above are based on guidance from the Association's insurance carrier and some are designed to preserve a quality of life for all residents. The rules will be reviewed periodically and revised as needed.

SLHO Association Rules Committee

REC Book 2087 Page 318

**FIRST AMENDMENT TO DECLARATION OF COVENANTS,  
RESTRICTIONS, EASEMENTS, CHARGES  
AND LIENS FOR STOUGHTON LAKES**

This Amendment made this 16th day of December, 2008, by STOUGHTON LAKE HOMEOWNERS ASSOCIATION, INC., the ("Association").

WHEREAS, the Association executed the Declaration of Covenants, Restrictions, Easements, Charges and Liens for Stoughton Lakes on September 10, 2002, which was recorded on May 22, 2003, in the Office of the Recorder of Deeds in and for Somerset County, Pennsylvania, in Record Book Volume 1683, Page 127 ("Declaration"); and

WHEREAS, Exhibit B to the Declaration was a copy of the then current By-Laws of the Association and

WHEREAS, at the Association's annual meeting held on August 24, 2008, at which a quorum of members was present, the members approved unanimously to amend the By-Laws of the Association; and

WHEREAS, the Association desires to amend Exhibit B of the Declaration to place of record the amended and restated By-laws.

NOW this 16th day of December, 2008, the Association hereby amends Exhibit B of the Declaration to replace the current By-Laws with the By-Laws attached hereto and made a part hereof.

IN WITNESS WHEREOF, the Association has executed this Amendment the day and year first written above.

ATTEST:

ASSOCIATION  
STOUGHTON LAKE HOMEOWNERS  
ASSOCIATION, INC

By Gary McGuirk  
Gary McGuirk, Director of Stoughton Lake  
Homeowners Association, Inc.

Amended  
of 8/21/08

JENNERSTOWN BOROUGH

REC Book 2087 Page 319

STOUGHTON LAKE HOMEOWNERS ASSOCIATION, INC.

## BY-LAWS

ARTICLE I  
DEFINITIONS

Section I. All definitions as set forth in the Declaration of Covenants, Conditions and Restrictions dated Sept 10, 2002 ("Declaration") are incorporated herein.

ARTICLE II  
OFFICE

Section I. The principal office of the Association shall be located at 109 Providence Drive, Clairton, PA 15122.

Section 2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of three (3) Directors who need not be residents of this Commonwealth but who shall be Members of the Association. The initial Board of Directors shall consist of three (3) Directors ("Initial Directors") who shall be appointed by the Declarant and who shall hold office until their death, permanent disability, resignation or removal for cause. Successors to the Directors shall be elected by the Members ("Elected Directors"). Elected Directors shall hold office for the term of five (5) years, or until their successors are duly elected and qualified at a regular annual meeting of the Members, if later. Initial Directors may only be removed for cause.

Section 2. If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors. Any such Director so elected shall hold office during the unexpired term of his predecessor.

Section 3. Elected Directors shall be at least twenty-one (21) years of age.

Section 4. Elected Directors may be removed without cause by the affirmative vote of Members entitled to cast at least a majority of the votes at a meeting of the Members at which all Members present would be entitled to cast a vote for the election of Directors.

REC Book 2027 Page 320

Section 5. A director of the Association shall stand in a fiduciary relation to the corporation and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (1) One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented.
- (2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
- (3) A committee of the board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

REC Book 2027 Page 321

(1) The director has breached or failed to perform the duties of his office under this section; and

(2) The breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

(1) The responsibility or liability of a director pursuant to any criminal statute; or

(2) The liability of a director for the payment of taxes pursuant to local, State or Federal law.

#### ARTICLE IV NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations for election to the Board of Directors may be made by any Association Member in good standing, and must be presented to the Executive Committee at least ten (10) days before the annual membership meeting and posted on the Soughton Lake Homeowners Association website.

Section 2. Only Members of the Association in good standing and physically present (or their proxies who are physically present) at an annual membership meeting of the Association may vote for the election of the Board of Directors.

Section 3. All elections to the Board of Directors shall be made by a voice vote of the Members (or their proxy) attending the annual membership meeting, and the results shall be recorded in writing by the recording secretary of the meeting. In the event a Member (or their proxy) objects or challenges the results of the voice vote at the annual meeting, the Member (or their proxy) objecting or challenging the result of the voice vote may call for the vote to be taken in writing at the same meeting. If no objection or challenge is raised by any Member (or their proxy) at the annual meeting to the voice vote results of the election for the Board of Directors, no subsequent objection or challenge to the results may be made by any Member or their proxy (regardless of whether such Member or their proxy attended the annual membership meeting or not).

Section 4. The Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

REC Book 2087 Page 322

**ARTICLE V  
POWERS AND DUTIES OF THE BOARD DIRECTORS**

**Section 1. The Board of Directors shall have the power:**

- A. To call special meetings of the Members whenever it deems necessary and in such other instances as provided herein.
- B. To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or Director of the Association in any capacity whatsoever.
- C. To establish, levy and assess and collect the assessments or charges referred to in the Declaration.
- D. To adopt and publish rules and regulations governing the use of the Common Facilities and the personal conduct of the Members and their guest thereof and to establish penalties for any violation thereof.
- E. To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the Members.
- F. To enter into contracts for services or work of the Association.
- G. To implement resolutions passed by the majority of the whole board, designate one or more committees, each of such committees to consist of at least three (3) members, which to the extent provided in said resolution shall have and may exercise the powers of the Board of Directors in the management of the business affairs of the Association and may have the power to sign all papers which may be required, provided the resolution shall specifically so provide. Committees established by the Board of Directors shall keep regular minutes of their proceedings and shall report the same to the Board of Directors as required.

**Section 2. It shall be the duty of the Board of Directors:**

- A. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- B. To prepare a roster of all properties within and assessments or charges applicable thereto which shall be kept in the office of the Association.

REC Book 2087 Page 323

C. To fix the amount of the assessment or charge against each Unit for each assessment period at least thirty (30) days in advance of such date or period and, at the same time, send written notice of each assessment or charge to every Owner subject thereto, all as otherwise more fully provided herein and in the Declaration.

D. To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment or charge has been paid. A reasonable charge may be made by the Board for the issuance of the certificate. Such certificate shall be conclusive evidence of any assessment or charge therein stated to have been paid.

E. To procure and maintain liability insurance covering the Association, its Directors, officers, agents and employees and to procure and maintain such hazard insurance on such of the Association's real and personal properties as deemed appropriate by the Board.

F. To provide for the maintenance of all Common Facilities, and for such other services as may be provided for herein, in the Articles of Incorporation or the Declaration.

G. To furnish to all Members and to those present at the annual meeting and when called for by a vote of the Members at any special meeting of the Members, a full and clear statement of the business conditions and affairs of the Association.

#### ARTICLE VI DIRECTORS' MEETINGS

Section 1. A regular meeting of the Board of Directors shall be held at least annually on such date and at such time and place as determined by the Board. The annual meeting of the Board of Directors may be held during and contemporaneously with the annual meeting of the Members of the Association.

Section 2. Notice of such regular meeting shall be posted on the Association's website at least ten (10) days before such meeting.

Section 3. Special meetings of the Board of Directors shall be held when called by the president of the Association or by any two (2) Directors after not less than three (3) days notice in writing to all Directors which shall be delivered personally, mailed, or emailed to the Directors at their addresses or email addresses appearing on the Association records. Notice by mail shall be deemed given at time of mailing or the sending of the email notice.

Section 4. A majority of the Board of Directors shall constitute a quorum thereof and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise

REC Book 2087 Page 324

specifically provided by statute or by the Declaration, the Articles of Incorporation or by these By-Laws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

Section 5. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written or verbal approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting the Directors and, if taken by a voice vote, shall be recorded in writing by the Secretary of the Association.

Section 6. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

## ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. The officers shall be a president, a vice president, a secretary, a treasurer and such other officers as the Board may deem appropriate to create by resolution. The president shall be a member of the Board of Directors. Two or more offices may be held by the same person.

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. All officers shall hold office for such terms as designated by the Board of Directors and may be relieved of office at any time as may be determined by the Board.

Section 4. The president shall be the chief executive officer of the Association, shall see that orders and resolutions of the Board of Directors are carried out, shall be an ex-officio member of all standing committees, shall have general and active management of the business of the Association, shall see that all orders and resolutions of the Board are carried into effect, shall sign such documents as determined by resolution of the Board of Directors, shall have such other powers and duties as usually vested in the office of President of a corporation organized under the Non-Profit Corporation Law.

Section 5. The vice president shall act in all cases for and as the president in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.

Section 6. The secretary shall be, ex-officio, the secretary of the Board of Directors as well as the Association, and shall record the votes and keep the minutes of all proceedings of the Board and the membership meetings in a book to be kept for that

REC Book 2027 Page 325

purpose and perform like duties for the standing committees when required. The secretary shall keep the records of the Association and shall record in an appropriate book the names of all Members of the Association together with their addresses and email addresses as registered by such Members. The secretary shall give or cause to be given, notice of all meetings of Members and special meetings of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors or the President under whose supervision the secretary shall be.

Section 7. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. All checks and notes of the Association shall be prepared and signed as determined by resolution of the Board of Directors.

Section 8. The treasurer shall keep proper books of account and shall cause a compilation financial statement, or other financial statement deemed to be appropriate in the judgment of the treasurer, of the Association books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget for adoption by the Board and an annual balance sheet statement and the budget and the balance sheet statement shall be presented to the membership at its regular annual meeting.

Section 9. In addition to those specific duties listed above in this Article, each officer shall perform such other duties as the Board of Directors may, by resolution, determine to be appropriate.

#### ARTICLE VIII COMMITTEES

Section I. The Committees of the Association shall be appointed as necessary by the Board of Directors, one of which shall be an Executive Committee, which shall consist of at least three (3) members, which to the extent provided by the Board shall have and may exercise the powers of the Board of Directors in the management of the business affairs of the Association and shall have the power to sign all papers which may be required, unless the whole board has specified to the contrary in writing. Committees established by the Board of Directors shall keep regular minutes of their proceedings and shall report the same to the Board of Directors as required.

REC Book 2087 Page 326

## ARTICLE IX MEETINGS OF MEMBERS

Section 1. There shall be an annual meeting of the Members held at such time and place within Somerset County, Pennsylvania, as determined by the Board of Directors.

Section 2. Special meetings of the Members may be called for any purpose at any time by the President or by any two (2) or more Members of the Board of Directors, or upon written request of the Members who have a right to vote one-fourth (1/4) of the total votes of all classes of Members or who have a right to vote one-fourth (1/4) of the total votes of the Class A & B Members.

Section 3. Notice of any meeting, regular or special, shall be given to the Members by, or at the direction of, the Secretary. Notice may be given to a Member either personally, or by sending a copy of the notice through the mail, postage prepaid, to his address appearing on the books of the Association. Each Member shall register his address and email address (if any) with the secretary, and notices of meetings shall be mailed or emailed to him at such address. Notice of any meeting, regular or special, shall set forth the general nature of the business to be transacted and shall be mailed, emailed, or personally delivered not less than ten (10) days in advance of the meeting unless such other notice requirements be set forth in the Articles of Incorporation, Declaration or these By-Laws.

Section 4. Unless otherwise provided in these By-Laws, the Articles of Incorporation or the Declaration, the presence at any meeting of Members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the total votes of all classes of Members shall constitute a quorum for any action governed by these By-Laws. If the required quorum

REC Book 2087 Page 327

is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in Section 3 of this Article, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. When a quorum is present at any meeting of Members, the vote of a majority of the votes of all classes of members present in person or by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Declaration, Articles of Incorporation or elsewhere within these By-Laws a different vote is required, in which case such express provision shall govern and control the decision of such question. All votes at a meeting of the Members shall be made by a voice vote of the Members (or their proxy) attending the meeting, and the results shall be recorded in writing by the recording secretary of the meeting. In the event a Member (or their proxy) objects or challenges the results of the voice vote at the meeting, the Member objecting or challenging the result of the voice vote may call for the vote to be taken in writing at the same meeting. If no objection or challenge is raised by any Member (or their proxy) at the meeting to the voice vote results of the decision to be made by the Members at the meeting, no subsequent objection or challenge to the results may be made by any Member or their proxy (regardless of whether such Member or their proxy attended the annual membership meeting or not).

Section 6. At all meetings of Members, each Member may vote in person or by proxy.

Section 7. All proxies shall be in writing and filed with the secretary prior to any

REC Book 2087 Page 328

action to be taken by the proxy, in order for such action by the proxy to be valid. No proxy may extend beyond a period of eleven (11) months, and every proxy shall automatically cease and terminate upon sale or transfer by the Member of his home or other interest Association.

#### ARTICLE X ASSESSMENTS & FINANCES

The creation of lien and personal obligation of assessment, the purpose of assessments, the due dates of assessments and the effect of non-payment of assessments shall be governed by Article V of the Declaration of Covenants, Restrictions, Easements, Charges and Liens.

#### ARTICLE XI WRITTEN BALLOT IN SPECIAL CASES

Whenever the vote of Members is required to be taken by written ballot under the provisions of these By-laws, the Articles of Incorporation or Declaration, all Members shall vote in person or by proxy upon such written ballot.

#### ARTICLE XII MISCELLANEOUS

Section 1. The fiscal year of the Association shall begin on January 1st and end on December 31st of every year, except that the first fiscal year shall begin on the date of incorporation.

REC Book 2087 Page 329

Section 2. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member.

Section 3. The Association shall have a seal in circular form having inscribed within its circumference the full name of the Association, the year of its organization and the words "Corporate Seal, Pennsylvania".

Section 4. Every person who acts as a Director or officer of the Association shall be indemnified by the Association for any judgment or award obtained against him as well as expenses actually and necessarily incurred by him, including legal fees if counsel is not provided by the Association, in connection with the defense of any claim, action, suit or proceeding in which he is made a party by reason of his being or having been a Director or officer of the Association, except in relation to matters as to which he shall be adjudged or determined in such claim, action, suit or proceeding to have acted in bad faith and outside the scope of his authority or to have acted in a grossly negligent manner or willful misconduct. In the event any such claim, action, suit or proceeding is instituted against a Director or officer of the Association, the Association shall have the right to enter into such settlement or compromise in regard thereto as may be deemed advisable by the Board of Directors.

The right of indemnification provided in this Article shall be in addition to any rights to which any such Director or officer may otherwise be entitled by contract or as a matter of law. Further, nothing herein contained shall be deemed to restrict the right of the Association to indemnify the Directors, officers or any agents or employees of the Association in such cases as it deems appropriate even though not specifically provided in this Article.

REC Book 2087 Page 330

Section 5. The Association shall maintain a liability insurance policy with a company authorized to transact business in the Commonwealth of Pennsylvania. In the event said insurance policy provides a greater degree of protection to the Association Directors, officers, agents and employees, for example, to the extent of covering acts of gross negligence and willful misconduct, nothing in this Article shall be construed as prohibiting such additional protection and indemnification to said Directors, officers, agents and employees, or of relieving the insurance company of the duty to provide the full normal coverage of its policy to said Directors, officers, agents and employees.

Section 6. In the language set forth in these By-Laws, the singular shall include the plural, and the masculine and feminine and/or neither genders where appropriate.

Section 7. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Articles of Incorporation, these By-Laws and the Declaration, the Declaration shall control.

Section 8. The effective date of a notice is the date of delivery to the Unit in the case of actual delivery and a date two (2) days after deposit in the mail in the case of notice sent by mail or the date of sending in the case of notice sent by email.

Section 9. Each deed by which a Lot is conveyed or owned by a Member shall contain a provision whereby the grantee consents to the provisions of the Declaration, the By-Laws, and any and all future amendments or revisions thereto; if such deed does not presently contain such a provision, each Member hereby agrees to make all subsequent conveyances include the following language:

REC Book 2087 Page 331

UNDER AND SUBJECT to the By-Laws, and as said By-Laws may hereafter be amended in accordance with their terms or law, of said Stoughton Lake Homeowners Association and this deed, and any future deed, duly executed and delivered by the then owner in the chain of title to the then Grantee and recorded in the Somerset County Recorder of Deeds Office of Somerset County, Pennsylvania shall constitute a "Certificate of Membership" in the Stoughton Lake Homeowners Association, all prior deeds to the above described premises thereupon being null and void as a "Certificate of Membership" in said Stoughton Lake Homeowners Association, and the most recent duly executed deed being the then sole evidence of said membership, and the said "Certificate of Membership" shall and must always be transferred only by the execution, delivery and recording of a deed to the above described premises as set forth aforesaid, and the "Certificate of Membership" and/or the rights evidenced thereby shall not in any manner whatsoever by separated from nor transferred to any person, persons or organization other than the then Grantee as evidenced by said deed so that the ownership of the premises and easement and of the "Certificate of Membership", with all of the rights and obligations thereto appertaining, shall always be in exactly the same persons or persons or organizations and in the same capacity.

ARTICLE XIII  
AMENDMENTS

Section 1. These By-Laws may be altered, amended or repealed at a regular or

PRESIDENT

*Larry J. McQuirk* 9/10/02

REC Book 2087 Page 332

special meeting of the Board of Directors, by a vote of a majority of the Board, provided that any different voting and/or quorum requirements specified for any action under any provision of these By-Laws shall apply also to any amendment of such provision; and provided further that any matter stated herein to be or which is in fact governed by the Articles of Incorporation or by the Declaration may not be amended except as provided in such Articles of Incorporation or Declaration.

REC Book 2087 Page 333

COMMONWEALTH OF *PENNSYLVANIA* )  
COUNTY OF *ALLEGHENY* )

SS:

On this, the *16<sup>TH</sup>* day of *DECEMBER*, 2008, before me, the undersigned officer, personally appeared **GARY MCGUIRK**, who acknowledged himself to be a Director of Stoughton Lake Homeowners Association, Inc., and that he as such Director, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Director.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

*Jean M. Dougher* (SEAL)

