

LIBER 5793 FOLIO 894

CERTIFICATION OF AMENDMENT

OF BY-LAWS

THE COUNCIL OF UNIT OWNERS OF

MUTUAL FOURTEEN--CONDOMINIUM OF ROSSMOOR, INC.

A CONDOMINIUM

This is to certify that the By-Laws of the Council of Unit Owners of Mutual 14--Condominium of Rossmoor, Inc., a Maryland Corporation, referred to in that Declaration, made by Rossmoor Corporation, recorded among the Land Records of Montgomery County, Maryland, in Liber 4866 at Folio 876, et. seq., (said By-Laws being attached to said Declaration as "Exhibit B") were duly amended at the special meeting of the membership of said corporation held on the 24th day of September; that said meeting was duly called pursuant to all requirements for notice so as to permit said amendments of the By-Laws; that said amendment was duly adopted at said meeting in accordance with all requirements for adoption of an amendment of said By-Laws; that the minutes of said meeting attached hereto as "Exhibit I" is a true and complete copy of the amendments so adopted; and that attached hereto as "Exhibit II" is a certificate of the persons specified in the By-Laws to count votes at the meeting of the council of unit owners that the amendment was approved by unit owners having the percentage of votes required by the By-Laws.

In witness whereof we hereunto set out hands and seals this 27th day of October, 1981.

Elliot French (SEAL)
The Council of Unit Owners of
Mutual 14--Condominium of Rossmoor, Inc.
Elliot French

ATTEST:

Marian Baldwin (SEAL)
The Council of Unit Owners
Mutual 14--Condominium of Rossmoor, Inc.
Marian Baldwin

MISC. 35.00
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CLERK'S OFFICE
MONTGOMERY COUNTY, MD

LIBER 5793 FOLIO 895

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

I HEREBY CERTIFY that on this 27th day of October, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared , who made oath in due form of law that he executed in his capacity as President of the Council of Unit Owners of Mutual 14--Condominium of Rossmoor, Inc., the foregoing document (Certification of Amendment of By-Laws, the Council of Unit Owners of Mutual 14--Condominium of Rossmoor, Inc.) for the purposes therein contained.

WITNESS my hand and notarial seal.

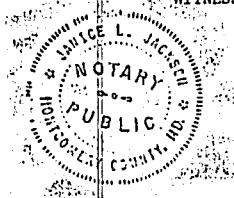


Janice L. Jackson
Notary Public
My Commission Expires: 7-1-82

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

I HEREBY CERTIFY that on this 27th day of October, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared , who made oath in due form of law that she executed in her capacity as Secretary of the Council of Unit Owners Mutual 14--Condominium of Rossmoor, Inc., the foregoing document (Certification of Amendment of By-Laws, the Council of Unit Owners Mutual 14--Condominium of Rossmoor, Inc.) for the purpose therein contained.

WITNESS my hand and notarial seal.



Janice L. Jackson
Notary Public
Janice C. Jackson
My Commission Expires: 7-1-82

Parcel I.D.# 3565765
1st Part: 3701 Rossmoor Boulevard
Silver Spring, Md. 20906
Property Address: Same as above
Title Insurance Company: N/A

LIBER 5793 FOLIO 896

EXHIBIT I

Mutual 14
9/24/81
Mtg. 7 (Special)
Res. 44 - 51

SPECIAL MEETING OF THE MEMBERSHIP
OF THE COUNCIL OF UNIT OWNERS OF
MUTUAL 14--CONDOMINIUM OF ROSSMOOR, INC.

Thursday, September 24, 1981--8:00 p.m.

The members of the Council of Unit Owners of Mutual 14--Condominium of Rossmoor, Inc., a Maryland Corporation, held a special meeting of the membership in the Ballroom of the Clubhouse, 3700 Rossmoor Boulevard, Silver Spring, Maryland, on September 24, 1981.

President French called the meeting to order at 8:00 p.m. A quorum was present: 92.168863% of the voting power of the Mutual, including 117 members in person and 60 by proxy.

1. President French introduced Vice President Goldstein, Treasurer Whitney, Secretary Baldwin, and Director Guarria; and General Manager Sullivan, Board Secretary Schuhmacher, and Executive Vice President for IDI Norman Dreyfuss.

President French thanked the members of the Special Committee on By-Laws and Regulations for their work. He also thanked the members of the Advisory Committee for their excellent campaign to promote participation in the special meeting. In addition he thanked the Social Committee for the delicious refreshments provided for the meeting.

2. Statement of New General Manager. President French requested Mr. Sullivan to address the membership. Mr. Sullivan greeted the members and thanked them for their warm welcome.
3. Agenda. Mr. French announced that only the items included in the official notice of the meeting could be discussed, according to the by-laws. Therefore, he reminded members not to propose any other matters.
4. Proof of Notice of Meeting. The notice of the special meeting of the Corporation was mailed to all unit owners of record on September 4, 1981. The notice precedes these Minutes in the corporate Minute Book.
5. Inspectors of Election. Mr. French stated that, at the last Board meeting held September 4, 1981, the Board approved William Terry (Chairman), Peter Guarria, and Mildred Grady as the three Inspectors of Election.

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6. Presentation of Amendments to the By-Laws. Mr. French requested Mortimer D. Goldstein, Vice President of Mutual 14 and Chairman of the Mutual's Special Committee on By-Laws and Regulations, to explain the eight resolutions recommended by the Special Committee and by the Board of Directors and to respond to comments and questions from the floor. The eight resolutions were then discussed, one by one in the order of their presentation in the memorandum attached to the official notice of meeting of September 4, 1981. The text of the resolutions presented to the meeting for action corresponded exactly to the text given in that memorandum except for an editorial change to clarify the final two phrases of resolution #47 below (fourth resolution) to amend section 5 of Article V. At the conclusion of the discussion, secret ballots were cast on the eight resolutions as follows:

First Resolution: To amend section 9 of Article IV of the By-Laws by changing "one vote" to "three votes."

Resolution #44 (9/24/81)

Second Resolution: To amend section 11 of Article IV of the By-Laws by adding after "as follows" the words "except as the unit owners may otherwise decide."

Resolution #45 (9/24/81)

Third Resolution: To amend section 1 of Article V of the By-Laws by changing "five (5) natural persons" to "seven (7) natural persons."

Resolution #46 (9/24/81)

Fourth Resolution: To amend section 5 of Article V of the By-Laws by adding the following sentence before the last sentence of that section: "If, at any annual meeting, two or more Directors are to be elected, not all for the same term of office, the term of each Director elected shall be determined according to a method (including the drawing of lots) decided by the unit owners prior to the casting of ballots."

Resolution #47 (9/24/81)

Fifth Resolution: To add to Article X of the By-Laws the following new section: "Section 8. Authority of the Board of Directors. Notwithstanding any other provision of these By-Laws, no rule or regulation adopted or promulgated by the Architectural and Environmental Control Committee, or by any other committee performing the functions and responsibilities encompassed by this Article, shall become effective without the express approval of the Board of Directors; and nothing in these By-Laws shall prevent the Board of Directors from assigning to any committee or person the functions and responsibilities encompassed by this Article."

Resolution #48 (9/24/81)

Sixth Resolution: To amend section 1 of Article XVII of the By-Laws by changing "seventy-five percent (75%)" to "sixty-six and two-thirds percent (66-2/3%)."

Resolution #49 (9/24/81)

Seventh Resolution: To amend paragraph (c) of section 3 of Article IX of the By-Laws by adding at its end the following sentences: "The procedures and other provisions of section 11-111 of the Real Property Article of the Annotated Code of Maryland do not apply to the adoption, amendment, or repeal of rules by the Board of Directors. Instead, the Board shall send (which, for purposes of this section, means mail or otherwise deliver) to each owner and lessee (if any) of a unit of the Condominium, a copy of any proposal for the adoption, repeal, or amendment of any rule, together with the text of the rule or amendment and with notice of the date by which the recipients may comment in writing. That date may not be less than 15 days after the date the notice is sent. After considering any such comments, the Board shall act to adopt the proposal with any modifications it may determine, or to withdraw it. The Board shall send to all unit owners and lessees a report of its action, including (except in the case of withdrawal of the proposal) the text of any rule or amendment it adopts. The report shall also specify an effective date for the rule, repeal, or amendment to which it relates, which may not be less than 10 days after the date on which the report is sent."

Resolution #50 (9/24/81)

Eighth Resolution: To add to Article IX of the By-Laws the following new section: "Section 3A. Enforcement of Rules. The provisions of subsection (b) of section 11-113 of the Real Property Article of the Annotated Code of Maryland (relating to imposition of fines and other penalties for violation of rules) do not apply to enforcement of the house rules or any other rules of the Board of Directors. Instead, if the Board of Directors decides that any of its rules may have been violated:

"(a) It shall send (which, for purposes of this section, means mail or otherwise deliver) to the alleged violator written demand to cease the alleged violation which shall--

"(1) state the alleged violation;

"(2) state the action required to abate the violation; and

"(3) (i) if the violation is a continuing one, specify a time period of not less than 10 days during which the violation may be abated without sanction, and the sanctions that may be imposed if it is not so abated, or (ii) if the violation is not a continuing one, state the sanction that will be imposed for the violation, or state that any further violation of the same rule may result in imposition of sanctions, and what the sanctions may be.

"(b) Within 12 months of the demand if the violation continues past the period allowed for abatement without penalty, or if the same rule is violated subsequently, or if the Board proposes to impose a sanction for a violation that has occurred, the Board shall send to the alleged violator written notice of an opportunity for a hearing, to be held by the Board, containing:

"(1) a description of the alleged violation or violations;

"(2) the place of the hearing and its time, which may not be less than 10 days after the date the notice is sent; and

"(3) the sanctions that may be imposed.

"(c) At the hearing the alleged violator shall (1) be informed of the evidence of the alleged violation, and (2) be given an opportunity to explain or justify the alleged violation or to present evidence as to its nonexistence. Within 15 days after the date on which the hearing ends (or within 15 days after the date set for the hearing if the alleged violator does not take advantage of the opportunity for a hearing), the Board shall render a decision on the alleged violation and shall promptly send a copy thereof to all parties to the proceedings.

"(d) The owner of a unit and its lessee (if any) shall each be treated as a full party to proceedings under this section even though such owner or such lessee is not the alleged violator, if the alleged violator was, at the time of the alleged violation that is the subject of such proceedings, an occupant of that unit or a guest of the owner, lessee, or other occupant of the unit.

"(e) If the Board's decision under this section is against the alleged violator, the Board may take any one or more of the following actions against any one or more of the following persons: impose a fine on, assess damages against, suspend the voting privileges of, or otherwise limit the rights of the alleged violator and (if different) the owner, lessee, or other occupant of a unit, if the alleged violator was, at the time of the alleged violation that is the subject of the proceedings under this section, an occupant of that unit or a guest of such owner, lessee, or other occupant. In addition, the legal remedies specified in subsection (c) of section 11-113 of the Real Property Article of the Annotated Code of Maryland (relating to law suits because of noncompliance with law, declaration, bylaws, or a decision under that section) apply to any such decision of the Board to the same extent as they apply to decisions under that section."

Resolution #51 (9/24/81)

It is noted, at the request of a unit owner, that subsection (c) of section 11-113 of the Real Property Article of the Annotated Code of Maryland, referred to in the last sentence of the eighth resolution, reads as follows: "If any unit owner fails to comply with this title, the declaration, or bylaws, or a decision rendered pursuant to this section, the unit owner may be sued for damages caused by the failure or for injunctive relief, or both, by the Council of Unit Owners or by any other unit owner. The prevailing party in any such proceeding is entitled to an award for counsel fees as determined by court."

7. Statement of Mr. Dreyfuss. Mr. Norman Dreyfuss spoke about the history of IDI, his background, and IDI's future plans for Leisure World. He also thanked the members for inviting him to their special meeting.
8. Results of the Voting. Mr. French announced that the membership had passed all of the amendments by the necessary majority of 75 percent. As certified by the Inspectors of Election, the following list shows the percentage of the total voting power of the Mutual cast in favor of each resolution:

<u>Resolution No.</u>	<u>Percentage</u>
First (#44)	87.99
Second (#45)	92.17
Third (#46)	91.62
Fourth (#47)	91.62
Fifth (#48)	89.54
Sixth (#49)	92.17
Seventh (#50)	90.66
Eighth (#51)	90.66

The foregoing figures have been rounded from the actual computation, which was carried to six decimal places.

The meeting was adjourned at 9:15 p.m.

Elliott French
Elliott French, President

ATTEST:

Marion Baldwin
Marion Baldwin, Secretary

EXHIBIT I

Resolution #59
Action Without A Meeting
10/13/81

MINUTES OF ACTION WITHOUT A MEETING
OF THE BOARD OF DIRECTORS OF
THE COUNCIL OF UNIT OWNERS OF MUTUAL 14--CONDOMINIUM OF ROSSMOOR, INC.

The undersigned being the Directors of the Council of Unit Owners of Mutual 14--Condominium of Rossmoor, Inc., a Maryland Corporation, hereby exercises the powers residing by law in the Directors of said Corporation as follows:

1. All actions taken herein are taken by written consent of the Board of Directors of the Corporation without a meeting as authorized by the provisions of Section 14 of Article V of the By-Laws duly adopted by this Corporation, November 5, 1976.
2. The following resolution is hereby adopted:

It was agreed:

That in view of Resolution No. 46, approved by the membership of Mutual 14 at its special meeting of September 24, 1981, to amend By-Laws of the Mutual, the Articles of Incorporation of Mutual 14, dated November 5, 1976, shall be amended by changing "five (5)" to "seven (7)" in the first sentence of Article IX so that the first clause of that sentence shall read: "The number of Directors of this Corporation shall be an uneven number of not less than (3) nor more than seven (7)"

DATED: October 13, 1981

Resolution #59 (10/13/81)

Elliott French
Elliott French, President

Mortimer D. Goldstein
Mortimer Goldstein, Vice President

Marion Baldwin
Marion Baldwin, Secretary

Maynard Whitney
Maynard Whitney, Treasurer

Peter Guarria

CLERK'S NOTATION
Document submitted for record
in a condition not permitting
satisfactory photographic
reproduction.

EXHIBIT II

OATH OF INSPECTORS OF ELECTION

STATE OF MARYLAND)
) S. S.
COUNTY OF MONTGOMERY)

The undersigned, duly appointed Inspectors of Election of Mutual 14 being severally and duly sworn, do solemnly swear, that we will fairly and impartially perform our duties as Inspectors of Election at the meeting to be held on September 24, 1981, for amendments to the Bylaws of the Corporation, and will faithfully and diligently canvass the votes cast at such election and honestly and truthfully report the results of said election.

William C. Terry
Inspector William C. Terry

Peter M. Guarna
Inspector Peter M. Guarna

Mildred F. Grady
Inspector Mildred F. Grady

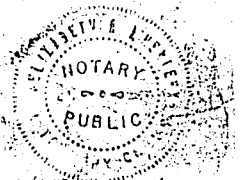
SUBSCRIBED AND SWORN TO before me this 24 day of September, 1981.

Elizabeth A. C. Hester
Notary Public Elizabeth A. C. Hester

My commission expires July 1, 1982

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MONTGOMERY COUNTY CIRCUIT COURT (Land Records) HMS 5793, p. 0902, MSA_CE63_5751. Date available 07/01/2005. Printed 11/29/20



CERTIFICATE AND REPORT
OF
INSPECTORS OF ELECTION

The undersigned, duly appointed Inspectors of Election of the Council of Unit Owners of Mutual 14--Condominium of Rossmoor, Inc., do hereby certify as follows:

- (A) That a meeting of the members of the Corporation was held on the 24th day of September, 1981, pursuant to due notice.
- (B) That before entering upon the discharge of our duties we were severally sworn, and the oath so taken by us is annexed hereto.
- (C) That we inspected the signed proxies used at the meeting, if any, and found the same to be in proper form.
- (D) That member representing at least fifty-one percent of the total value of the project were present at the meeting, either in person or by proxy.
- (E) That we received the votes by the members by ballot for the amendment of the Bylaws of the Corporation and that the following amendments received the number of votes set opposite its summary, said votes representing the percentages of the total value of the project set opposite their respective summary.

		Cordoba .422740	Monte Carlo .481970	Riviera .515649	Capri .544684	Inverrary .579525	Saint Andrews .637593	Royal Aintree .637594	TOTAL
(1)	YES		.481970	—	1.089368				1.571338
	NO		.96394	1.03128	2.178736				4.173979
(2)	YES		1.44591	1.03128	3.268104				5.745312
	NO		—	—	—				—
(3)	YES		1.44591	1.03128	2.72342				5.200652
	NO		—	—	.544684				.544684
(4)	YES		1.44591	1.03128	2.72342				5.200652
	NO		—	—	.544684				.544684
(5)	YES		.96394	.515649	1.634052				3.113641
	NO		.481970	.515649	1.634052				2.631671
(6)	YES		1.44591	1.03128	3.268104				5.745312
	NO		—	—	—				—
(7)	YES		.481970	1.03128	2.72342				4.236672
	NO		.96394	—	.544684				1.508622
(8)	YES		.481970	1.03128	2.72342				4.236672
	NO		.96394	—	.544684				1.508622
(A)	YES	8.4548	19.7607	21.14602	21.242676	1.15905	10.201488	4.463158	84.48308
	NO								

William C. Terry
Inspector of Election
William C. Terry

P.M. Guarria
Inspector of Election
P.M. Guarria

Mildred F. Brady
Inspector of Election
Mildred F. Brady

REPORT OF INSPECTORS OF ELECTION

MEMBERS REPRESENTED AT ANNUAL MEETING

The undersigned, duly appointed and qualified Inspectors of Election at the Special Meeting of members of Unit Owners of Mutual 14--Condominium of Rossmoor, held on September 24, 1981, hereby certify that there were present in person or by proxy a total of 177 memberships of said Corporation, as follows, and that the same represented 92.16896370 percent of the membership of the Council of Unit Owners of Mutual 14--Condominium of Rossmoor, Inc.

Present 117 (in person)

Proxies 60

WITNESS our hand the year and day first above written.

William C. Terry
Inspector William C. Terry

Peter M. Guarria
Inspector Peter M. Guarria

Mildred F. Grady
Inspector Mildred F. Grady

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