

Estates at Farmington Maintenance Corporation - Bylaws

Parcel Id. Nos. 11-031.30-001 to 042, and
11-031.30-132 to 142, and
11-035.20-001 to 009, and
11-035.20-011 to 016, and
11-036.10-012 to 131, and
11-036.10-133 to 151, and
11-036.10-153, and
11-036.30-024 to 027.

Prepared by/Return to:
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**AMENDED AND RESTATED BYLAWS OF
FARMINGTON MAINTENANCE CORPORATION**
Revised November 2025

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Farmington Maintenance Corporation, hereinafter referred to as the "Corporation".

The principal office of the Corporation shall be located at the home of the acting President of the Corporation, but meetings of members and directors may be held at such place within the State of Delaware, County of New Castle, as may be designated by the Board of Directors.

The name and address of the Corporation's registered agent in the State of Delaware as is set forth in the Articles of Incorporation of Farmington Maintenance Corporation.

**ARTICLE II
CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the corporation and the year of its incorporation.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. First Meeting of the Members. The first meeting of the members was held 03/25/2019.

Section 2. Annual meetings. After the first Board of Directors comprised of homeowners is elected, each subsequent regular annual meeting of the members shall be held in the month of February.

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Section 3. Special meetings. Special meetings of the members may be called at any time by the President and must be called on the request, using communication as defined in Article XV Definitions, by the vote of the majority of the Directors of the Corporation. A special meeting may be called by the Members if at least twenty percent (20%) of the Members entitled to vote, request such a meeting.

Section 4. Notice of meetings. Except as otherwise noted herein, notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by (i) mailing a copy of the notice, at least fifteen (15) days, and no more than sixty days (60), before the meeting to each member entitled to vote at the meeting, addressed to the member's address last appearing on the books of the corporation, or supplied by the member to the corporation for the purpose of notice, or (ii) hand-delivery to the property address or to the member personally, or (iii) electronic delivery where the owner has given the Corporation prior written authorization to deliver notice by electronic address. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. No change in the time or place of a meeting for the election of Directors, as fixed by these Bylaws, shall be made within ten (10) days next before the day on which such election is to be held. In case of any change in such time or place for such election of Directors, notice thereof shall be given to each member entitled to vote in person, or mailed to his or her last known post office address, at least ten (10) days before the election is held. Perhaps use the website and email instead of mailings.

Section 5. List of members. The Secretary shall prepare a complete list of members entitled to vote at each election, arranged in alphabetical order. This list shall include each member's name, mailing address (or property address, if applicable), and voting status as recorded in the Corporation's official records. The list shall be made available for inspection by any member at the principal office of the Corporation, during regular business hours, for a period of at least ten (10) calendar days prior to the election and at the place of election during the election process.

In the case of a virtual or hybrid election, the list shall also be made accessible in a secure, digital format (e.g., password-protected online portal or emailed upon request) for the same ten (10) day period and during the election.

Access to the list shall be restricted to members and used solely for purposes related to the election. Unauthorized distribution or use of the information shall be grounds for disciplinary action as determined by the Board.

Section 6. Proxies. Each member entitled to vote shall be entitled to one (1) vote per lot owned within the Farmington Maintenance Corporation. Votes may be cast in person or by proxy.

A proxy must be **in writing, signed by the member**, and shall be valid for **no more than one (1) year from its date**, unless it explicitly provides for a longer period. All proxies shall be **revocable** and shall automatically terminate upon the **conveyance of the lot** to which the membership is tied.

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In the event a lot is held by more than one member—whether as tenants by the entirety, joint tenants, or tenants in common—only **one (1) vote** may be cast for that lot.

If multiple co-owners attempt to vote in conflicting ways, the vote for that lot shall be recorded as a **fractional vote** (e.g., half a vote for each position, if two owners disagree).

The right to vote is subject to the Board of Directors' authority to **close the transfer books** or to **fix a record date** for determining voting eligibility. If the Board does not fix such a record date, no member who acquires membership within **ten (10) days** of the election shall be eligible to vote in that election.

Section 7. Quorum. A quorum for any meeting of the members shall consist of members entitled to cast, or proxies entitled to cast, thirty percent (30%) of the total votes of the Corporation. For quorum purposes, only one vote per lot shall be counted, regardless of the number of individuals holding title to that lot.

If a quorum is not present at any meeting, the members present in person or by proxy may adjourn the meeting to a future date, time, and place, without additional notice other than an announcement made at the meeting, until a quorum is obtained, except as otherwise provided in the Articles of Incorporation, the Maintenance Declaration, or these Bylaws.

ARTICLE IV BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The property and business of the Corporation shall be managed and controlled by its Board of Directors, consisting of not fewer than two (2) and not more than eight (8) Directors. All Directors must be members of the Corporation.

Section 2. Election. Each February, at the annual meeting of the Corporation, the members shall elect the Directors for a one-year term. The Directors shall hold office until the next annual election and until their successors are elected and qualified.

Section 3. Removal. Any Director may be removed, with or without cause, by a majority vote of the members of the Corporation. A vacancy created by death, resignation, or removal may be filled by a majority vote of the remaining Directors, even if less than a quorum. The successor shall serve for the unexpired term of their predecessor.

Section 4. Compensation. Directors shall not receive compensation for their service. However, they may be reimbursed for actual and reasonable expenses incurred in the performance of their duties, subject to Board approval.

Section 5. Action taken without a meeting. The Board of Directors may take any action without a meeting, provided that all Directors consent in writing to the action. Such written consent shall be filed with the minutes of the Board proceedings and shall have the same force and effect as a unanimous vote taken at a meeting.

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ARTICLE V MEETING OF DIRECTORS

Section 1. Regular meetings. Following each annual election of Directors, the newly elected Directors shall meet for the purposes of organization, election of officers, and the transaction of other business. The time and place of this meeting shall be fixed either by the members at the annual meeting or by written consent of the Directors. If a majority of the Directors are present at the designated time and place, no additional notice of this meeting shall be required.

Section 2. Special meetings. Special meetings of the Board of Directors may be called by the President upon at least five (5) days' written notice, by acceptable communication, to each Director. The President shall also call a special meeting upon the written request of any two (2) Directors, using the same notice requirements.

A majority of the Directors shall constitute a quorum. If a quorum is not present, a lesser number may adjourn the meeting from time to time, without further notice, until a quorum is present.

ARTICLE VI POWERS AND DUTIES OF THE BOARD

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

- a. Adopt, publish and enforce rules and regulations governing the use of common properties and facilities, and the conduct of members and their guests, including establishing penalties for violations;
- b. Exercise all powers, duties, and authority vested in or delegated to the Corporation, except those reserved to the membership by these Bylaws, the Articles of Incorporation, or the Maintenance Declaration;
- c. Declare a director's office vacant if the Director is absent from three (3) consecutive regular meetings of the Board;
- d. Employ a manager, independent contractors, or other personnel as deemed necessary, and prescribe their duties;
- e. Close the membership rolls of the Corporation for a period not exceeding ten (10) days preceding the date of any meeting of members.

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

- a. Maintain a complete record of all acts and corporate affairs, and present a statement thereof to the members at the annual meeting, or at any special meeting upon written request by five (5) or more members of the Corporation;

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- b. Supervise all officers, agents, and employees of the Corporation to ensure that their duties are properly performed;
- c. As provided in the Maintenance Declaration:
 - 1. Determine and propose the amount of the annual assessment for each lot, subject to approval by a majority vote of the Corporation's members at least thirty (30) days prior to the start of each assessment period;
 - 2. Send written notice of the approved assessment to every Owner subject thereto at least thirty (30) days prior to the start of the assessment period;
- d. Issue, upon demand by any person, a certificate stating whether or not any assessment has been paid. A reasonable fee, not to exceed five dollars (\$5.00), may be charged for each certificate. If the certificate states that an assessment has been paid, it shall serve as conclusive evidence of such payment;
- e. Procure and maintain adequate liability and hazard insurance on property owned by the Corporation;
- f. Require bonding of all officers, employees, or independent contractors with fiscal responsibilities, as deemed appropriate;
- g. Ensure that all open space and common facilities are properly maintained in accordance with the Maintenance Declaration and applicable rules.

ARTICLE VII COMMITTEES

Section 1. Section 1. Committee Formation and Powers. The Board of Directors may, by resolution adopted by a majority of the entire Board, establish such committees as it deems necessary or desirable. Each committee shall consist of at least two (2) Directors.

Committees shall meet at scheduled times or upon notice provided to all committee members by any member of the committee. Each committee may adopt its own rules of procedure, subject to approval by the Board.

A majority of the committee members shall constitute a quorum, and the affirmative vote of a majority of the entire committee shall be required to take any action.

Each committee shall have and may exercise such powers of the Board of Directors as may be specifically delegated to it by resolution of the Board, subject to the limitations imposed by law and these Bylaws.

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ARTICLE VIII OFFICERS OF THE CORPORATION

The officers of the Corporation shall include a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may, from time to time, appoint additional officers as it deems necessary. The President and any Vice-Presidents shall be selected from among the members of the Board of Directors.

Officers shall serve until their successors are duly appointed and qualified, or until earlier resignation or removal. Any officer may be removed from their position as an officer, with or without cause, by a majority vote of the entire Board of Directors.

In the event of a vacancy in any officer position, the Board shall fill the vacancy by majority vote of the entire Board of Directors.

Section 1. Duties of the President. The President shall serve as the chief executive officer of the Corporation and shall be responsible for the overall supervision and management of its operations. The duties of the President shall include, but are not limited to, the following:

- a. **Presiding Officer:** To preside at all meetings of the members and the Board of Directors.
- b. **Operational Oversight:** To oversee the daily maintenance activities, service delivery, and general business operations of the Corporation, ensuring that services are performed in a timely and cost-effective manner.
- c. **Execution of Orders:** To ensure that all decisions, policies, and resolutions adopted by the Board of Directors are properly implemented and enforced.
- d. **Contractual Authority:** To execute all contracts, agreements, and other instruments in the name of the Corporation and to affix the corporate seal when authorized by the Board.
- e. **Supervision of Officers and Staff:** To supervise and direct all other officers, contractors, and personnel of the Corporation, and to ensure that their duties are performed in accordance with their roles and responsibilities.
- f. **Annual Reporting:** To submit a report of the Corporation's operations and maintenance activities for the preceding year:
 - (1) To the Board of Directors prior to the annual meeting of the members.
 - (2) To the members at their annual meeting.
- g. **Committee Participation:** To serve as an ex-officio member of all committees, offering guidance and oversight as needed.

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- h. **Additional Duties:** To perform such other duties and exercise such other powers as may be typically vested in the office of the President of a maintenance organization or as may be assigned by the Board of Directors.

Section 2. Vice-President. The Vice-President, or Vice-Presidents in the order designated by the Board of Directors, shall assume all the powers and perform all the duties of the President during the President's absence or inability to act. Each Vice President shall also perform such other duties as may be assigned by the Board of Directors.

Section 3. President Pro-Tem. In the event of the absence or disability of both the President and all Vice-Presidents, the Board of Directors may appoint one of its members to serve as Acting President. The Acting President shall perform the duties of the President until such time as the President or a Vice-President is able to resume their responsibilities or until the Board otherwise determines by a majority vote of the then available Directors, not including the Acting President.

Section 4. Secretary. The Secretary shall attend all meetings of the Corporation, the Board of Directors, and relevant committee meetings. They shall serve as clerk of the meetings and shall record the proceedings in a book or digital record maintained for that purpose. The Secretary shall issue proper notice of meetings of members and Directors and shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of all funds and financial assets of the Corporation. They shall maintain full and accurate records of all receipts and disbursements in the Corporation's financial accounts and shall deposit all monies and other assets in the name of and to the credit of the Corporation in depositories designated by the Board of Directors.

The Treasurer shall disburse funds only as authorized by the Board of Directors or the President, ensuring that all disbursements are supported by appropriate documentation. They shall provide the President and the Board, upon request, with a detailed account of all financial transactions and the Corporation's financial condition. A year-end financial report shall be presented at the regular Board meeting preceding the annual meeting of the members.

The Treasurer shall also maintain a record of members of the Corporation in accordance with policies set by the Board of Directors.

If required by the Board, the Treasurer shall furnish a bond in an amount and form, and with corporate surety, satisfactory to the Board, to ensure faithful performance of the duties of the office. In the event of death, resignation, or removal, the Treasurer shall return all corporate books, records, funds, and property in their possession. The cost of such bond, if required, shall be paid by the Corporation.

The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

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Section 6. Delegation of duties. In the event of the absence or disability of any officer of the Corporation, or for any other reason deemed sufficient by a majority of the Board of Directors, the Board may temporarily delegate that officer's powers and duties to another officer or to a director, until the original officer is able to resume their responsibilities or until the Board determines otherwise.

ARTICLE IX ASSESSMENTS

Section 1. Powers. Creation of the lien and personal obligation of assessments. Each Owner, by accepting a deed to a Lot within the Corporation's jurisdiction, is deemed to covenant and agree to pay to the Corporation:

- a. Annual assessments or charges; and
- b. Special assessments for capital improvements.

All such assessments, together with interest, costs of collection, and reasonable attorney's fees, shall be a charge on the land and shall constitute a continuing lien on the property against which the assessment is made. Each assessment shall also be the personal obligation of the Owner of the Lot at the time the assessment becomes due. This personal obligation shall not pass to a successor in title unless expressly assumed in writing.

Section 2. Purpose of assessments. Assessments levied by the Corporation shall be used exclusively to maintain and improve the private open spaces and common facilities within the Farmington Maintenance Corporation. This includes, but is not limited to, stormwater management systems, landscaping, and any other purposes described in these Bylaws, the Articles of Incorporation, or the Maintenance Declaration.

Section 3. Annual assessment. The amount of the annual assessment shall be determined by a majority vote of the members present in person or by proxy at the annual meeting, provided a quorum is met. Only members in good standing shall be eligible to vote.

Section 4. Special assessment for capital improvements. In addition to the annual assessments, the Corporation may levy a special assessment in any calendar year, applicable to that year only, for the purpose of defraying, in whole or in part, the costs of construction, reconstruction, unexpected repair, or replacement of any capital improvements to the open space or common facilities.

Such a special assessment must be approved by a majority vote of the members voting in person or by proxy at the annual meeting, or at a special meeting called specifically for that purpose, with proper notice and quorum as required by these Bylaws.

Section 5. Uniform rate. Annual and special assessments must be levied at a uniform rate for all Lots, unless otherwise provided in the Maintenance Declaration.

Section 6. Remedies for non-payment of assessments. Any assessment not paid within thirty (30) days of the due date shall be considered delinquent. Delinquent assessments

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shall bear interest as set forth annually by the board, which shall be equal to the Federal Reserve discount rate plus five percent (5%) (not to exceed 18%) per annum.

The Corporation may initiate legal action to recover delinquent assessments and may foreclose the lien against the Lot in accordance with applicable law. In either case, the Owner shall be responsible for all interest, court costs, and reasonable attorney's fees incurred in collection.

No Owner may waive or otherwise avoid liability for assessments by nonuse of the common area or abandonment of their Lot.

ARTICLE X BOOKS AND RECORDS

The books, financial records, and official papers of the Corporation shall be open for inspection by any member, upon reasonable notice and during normal business hours. This includes access to meeting minutes, financial statements, and governing documents.

The Maintenance Declaration, Articles of Incorporation, and these Bylaws shall be available for inspection at the principal office of the Corporation. Copies of these documents may be obtained by any member for a reasonable reproduction fee not to exceed five dollars (\$5.00) for all three (3) documents combined. The Board may adjust this fee from time to time to reflect actual costs, subject to member notice.

ARTICLE XI CORPORATE PAYMENTS

All checks, drafts, or orders for the payment of money shall be signed by the President and the Treasurer, or by such other officer or officers as may be authorized by resolution of the Board of Directors or approved by the members of the Corporation.

ARTICLE XII MEMBERS OF RECORD

The Corporation shall treat the titleholder(s) of record of any Lot in the Farmington Maintenance Corporation as the sole member(s) of the Corporation for all purposes. The Corporation shall not be required to recognize any equitable or other interest in such Lot or membership by any person other than the record titleholder, regardless of whether it has actual or constructive notice of such interest, except as expressly required by the laws of the State of Delaware.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December of each calendar year.

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ARTICLE XIV AMENDMENT

Section 1. Amendment. These Bylaws may be amended, altered, repealed, or supplemented at any regular meeting of the members, or at any special meeting called for that purpose, by the affirmative vote of at least two-thirds (2/3) of the members of the Corporation, provided that the proposed amendment has been included in the notice of the meeting.

Section 2. Expanded Duties. By the affirmative vote of at least two-thirds (2/3) of the members of the Corporation, the Corporation may expand its duties to include services beyond the maintenance of private open space and common facilities. However, adoption of any such expanded duties shall not impose any obligation on New Castle County to enforce these additional provisions.

ARTICLE XV DEFINITIONS

The following definitions are applicable hereto:

1. "Corporation" shall mean and refer to the "Maintenance Corporation", its successors and assigns, and to the proper-named corporate entity to be formed as provided hereunder.
2. "Lot" shall mean and refer to each lot as shown on the Record Major Land Development- of Farmington.
3. "Member" shall mean and refer to every person or entity who holds membership in the Corporation.
4. "Owner" shall mean and refer to the record owner of a fee simple title to a lot as shown on the said Plan of Farmington.
5. "Declarant" shall mean and refer to Frank E. Acierno, his heirs, executors, administrators, successors and assigns.
6. "Common Facilities" shall mean and refer to all private open spacedesignated on the record plan and also any common areas or common amenities that may be depicted on the record plan including, but not limited to, streets, unless accepted for dedication by De1DOT, curbs, sidewalks, storm water management facilities, parks, recreational facilities, fire hydrants, landscaping, parking areas, rights-of-way, easements, monuments and markets, and all improvements now and hereafter located thereon.
7. "Communication" shall be defined as email, text message, phone call, USPS, Video Conferencing and Social Media.

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**ARTICLE XVI
INCORPORATED BY REFERENCE**

All of the terms, conditions, matters and information contained and more fully set forth in the Articles of Incorporation and Maintenance Declaration are incorporated by referenced.

IN WITNESS WHEREOF, we, being all the Directors of the Farmington Maintenance Corporation have hereunto set our hands this _____ day of November, 2025.

Brian Newirth

Brenda Yates