

**AMENDED AND RESTATED
BY-LAWS
of
MERRIMACK PARK RECREATION ASSOCIATION, INC.**
A Maryland non-stock, not-for-profit corporation
(the "Corporation")

(adopted April 8, 2013)

**ARTICLE I
(Membership)**

Section 1. Definition of Member.

A "Member" shall be a member of the Corporation as reflected in the books and records of the Corporation. A husband and wife as tenants by the entirety will constitute a single Member of the Corporation. The Secretary of the Corporation shall maintain the master list of Members. The Board of Directors of the Corporation ("Board") may, in its discretion, allow other persons to use the pool facilities on a seasonal basis under terms established by the Board. Such seasonal users are not Members and have none of the rights of Members.

Section 2. Eligibility for Membership.

a. Membership in the Corporation ("Membership") shall be open to qualified applicants in the following areas and order of preference:

i. Residents of the area bounded by Wilson Lane, MacArthur Boulevard, Goldsboro Road, and River Road, in order of date of application.

ii. If the desired number of Members is not obtained from the area specified in paragraph i, above, then membership may be opened to residents of such other areas and for such periods as the Board of Directors may from time to time determine, in order of date of application.

b. For purposes of this Section, "residents" shall mean persons who, at the time of admission to membership, own a house or have made a binding contract to purchase a house within the specified area. The Board may permit persons who are renting a Member's house to use the pool facilities on a seasonal basis under such terms and conditions as the Board may establish from time to time.

Section 3. Number of Members.

The number of Members shall be limited to 300, except that the Board may by majority vote increase the number of Members to 350 if the Board determines such an increase would be in the best interests of the Corporation. Any increase in the number of Members beyond 350 shall require approval of the Members as set forth herein.

Section 4. Admission to Membership.

a. The Board shall from time to time admit applicants as Members upon satisfaction of the criteria for admission to Membership set forth in Article I, Section 2, subject to the limitations in Article I, Section 3.

b. The Board shall determine annually, effective as of January 1 of each year, the amount of the initiation and the administrative fee required for admission to Membership (together, the "Membership Fee"). The amount of the Membership Fee as determined annually by the Board shall also be the amount paid by the Corporation to departing Members for termination of their Membership.

c. The Board shall admit qualified applicants to Membership upon payment of the Entry Fee applicable at the time of admission.

Section 5. Resignation from Membership.

a. A Member who wishes to resign from Membership shall inform the Secretary in writing. If the Member certifies that he or she is resigning due to the sale of his or her house, the Member shall have the right to transfer his or her Membership to the buyer of the house by providing to the Board written notice of such transfer and such other documents as the Board may reasonably request. Such transfer is subject to payment of all monies owed by the Member to the Corporation. No transfer request shall be honored with respect to a Membership interest that has an unpaid balance.

b. If a resigning Member does not transfer his or her Membership interest in accordance with Article I, Section 5.a, the Board may, at its election, pay the resigning Member the Membership termination amount as determined pursuant to Article I, Section 4.b., less any amounts owed by the Member to the Corporation. If the Board elects not to exercise this option, the Member is free to sell the Membership interest subject to the provisions of this Article.

Section 6. Expulsion from Membership.

a. A Member may be expelled from Membership upon a good faith determination by the Board that cause exists, including but not limited to non-payment of dues, by affirmative vote of two-thirds of the entire Board, provided that the procedures set forth in Article I, Section 6.b are followed.

b. Prior to any vote for expulsion, the Board shall cause to be served upon the Member a notice of expulsion describing the grounds for the proposed expulsion. Service of the notice of expulsion shall be made by sending the same by postage prepaid first class U.S. mail to the residence address of the Member as shown in the books of the Corporation. Within ten (10) days after mailing of the notice of expulsion or such additional time as the Board may specify, the Member may file with the Secretary a written reply to the notice of expulsion. The Member may also request and appear at a personal hearing before the Board. The Board's decision to expel a Member shall be final and may not be appealed.

c. Upon an affirmative vote of expulsion, the expelled Member's Membership shall terminate effective immediately, and the Corporation shall pay the Member the amount determined under Article I, Section 4.b., for termination of a Membership interest, less any monies owed to the Corporation by the Member.

Section 7. Membership Privileges.

Use of the pool facilities by Members shall be limited to the Member and to immediate family members and other persons living permanently in the Member's house. All Members, guests, and seasonal users are subject to the policies and procedures of the pool as established by the Board from time to time.

ARTICLE II
(Principal Office and Resident Agent)

Section 1. Principal Office.

The principal office of the Corporation shall be located at the address of the resident agent.

Section 2. Resident Agent.

The resident agent of the Corporation shall be the President, who shall live in Montgomery County, Maryland.

Section 3. Books and Records.

The books and records of the Corporation shall be kept at the principal office of the Corporation, or at such other place as may be designated by the Board.

Section 4. Registration of Principal Office and Resident Agent.

The mailing address of the principal office and the name and address of the resident agent shall be registered with the Maryland Department of Assessments and Taxation, and such registration shall be amended from time to time as required.

ARTICLE III
(Meetings of Members)

Section 1. Annual Meeting.

a. The annual meeting of the Members shall be held at a time and place to be designated by the Board. At such meeting, the Members shall elect Directors and transact such other business as may properly come before it.

b. The President shall send a notice of the annual meeting to the Members not less than fifteen (15) days prior to the meeting. The notice shall set forth the date, time and place of the meeting and an agenda, which shall include the names of the persons nominated by the nominating committee and of the persons, if any, nominated by petition, to fill the seats of those Directors whose terms are expiring.

Section 2. Special Meetings.

Special meetings of the Members of the Corporation may be called at any time by vote of the majority of the Board or by a written petition stating the proposed business to be transacted, signed by thirty (30) Members of the Corporation and delivered to the Secretary. Notice of the special meeting shall be given by the Secretary to the Members not less than fifteen (15) days prior to the meeting. No business shall be entertained or transacted other than that stated in the notice.

Section 3. Quorum.

A quorum shall consist of ten percent (10%) of the total number of Members.

Section 4. Proxies.

Any Member entitled to vote at a meeting of Members may authorize another person or persons to act for him or her by proxy. A proxy must be signed by the Member or the Member's duly authorized attorney-in-fact. A proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE IV
(Board of Directors)

Section 1. Number, Election, and Term of Office.

a. The business and property of the Corporation shall be managed and controlled by a board of nine (9) Directors. Directors must be Members of the Corporation. The Board shall elect a Chairman from among its members.

b. Directors shall be elected by majority vote of the Members present and voting at the annual meeting and shall serve three-year terms. Beginning in 2014, the terms of the Directors shall be staggered so that three (3) Directors are elected every year. However, a Director elected to fill a vacancy on the Board shall be elected only for the remaining portion of the term of the vacant position. If the number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as possible, and any additional Director of any class shall, subject to Section 2(c), hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of Directors shorten the term of any incumbent Director.

Section 2. Nomination of Directors.

a. Prior to the annual meeting, the President, with the approval of the Board, shall appoint a nominating committee, which shall nominate one or more candidates for each Director position to be filled at the next Annual Meeting and shall certify that those nominated will serve if elected.

b. Additional nominations may be made by (i) a petition signed by three (3) Members delivered to the Secretary in time for the name of the nominee to be included in the

notice of the annual meeting, or (ii) by any Member from the floor. In each case, the nominator(s) shall certify, or the nominee shall personally state, that the nominee will serve if elected.

- c. No Director may be nominated for or elected to a third consecutive term.

Section 3. Vacancies.

In case of a vacancy on the Board due to resignation or removal of a Director or any other reason, the remaining Directors may, by majority vote of such Directors, elect a successor to hold office until the next annual meeting.

Section 4. Removal of Director.

The Board, by a majority vote of its entire membership, may remove a Director who fails regularly to attend Board meetings without valid excuse or otherwise fails to perform his or her duties as a Board member.

Section 5. Meetings of Directors.

a. Regular meetings of the Board shall be held at a time, date, and place to be designated by the Chairman. Special meetings of the Board may be called at any time by the Chairman or by any two or more Directors. The Chairman or the Directors calling the meeting shall provide adequate advance notice of the meeting to all Directors.

b. Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, Directors may participate in a meeting of the Directors by means of telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

c. Members may attend Board meetings except when a majority of those Directors present declare an executive session. Information on the time and place of Board meetings may be obtained from the Secretary upon written request.

Section 6. Quorum.

A majority of the Board shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. If a quorum is present at the commencement of a meeting, a quorum will be deemed present throughout the meeting.

Section 7. Action Without a Meeting.

Any action required or permitted to be taken by the Board or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the

written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or of such committee.

Section 8. Compensation of Directors.

Directors shall not receive any compensation for their services as Directors and shall not otherwise be gainfully employed by, or provide services for compensation to, the Corporation.

Section 9. Removal of Directors.

Directors may be removed at any time by the Members in the manner provided by the corporation laws of the State of Maryland.

Section 10. Powers and Duties of the Board.

The Board shall have the authority, consistent with the Articles of Incorporation, these By-laws and applicable law, to take such actions and enter into such agreements (or elect to not do so), as the Board deems necessary and/or appropriate to carry out its duties and responsibilities.

ARTICLE V
(Officers)

Section 1. Officers.

The officers of the Corporation shall be as follows: President, Secretary, and Treasurer. Officers must be Members, and shall serve without compensation. Officers shall be elected for a one year term by the Directors at the first meeting of Directors following each annual meeting of Members. No person may hold more than one office at one time.

Section 2. Powers and Duties of the President.

The President shall preside at all meetings of the Members and at all meetings of the Board at which he or she is present. The President shall have power to sign and execute all contracts and instruments in the name of the Corporation, and to appoint and discharge agents and employees and to fix their compensation, within guidelines set from time to time by the Board. The President shall in general perform all acts incident to the office of president, subject to the control and oversight of the Board, and shall execute the mandates of the Board.

Section 3. Powers and Duties of the Secretary.

The Secretary shall keep the minutes of all meetings of the Board, all meetings of the Members of the Corporation, and any other meeting that the President requests the Secretary to attend. The Secretary shall attend to the giving and serving of all notices; shall maintain the master Membership list and such other books and records as the Board may direct; shall submit such reports to the Board as may be requested by it; and shall perform in general all the duties incident to the office of secretary, subject to the control of the Board.

Section 4. Powers and Duties of the Treasurer.

The Treasurer shall oversee all funds and securities of the Corporation. The Treasurer shall receive on behalf of the Corporation all dues, fees, assessments, and other payments and shall deposit the same to the credit of the Corporation in such bank or banks as the Board may designate. The Treasurer shall cause to be entered regularly in the books of the Corporation, to be kept for that purpose, a full and accurate account of the income, expenditures, and assets and liabilities of the Corporation and shall render a statement of the same to the Board when so requested. The Treasurer shall see that the expenses of the Corporation are paid on a timely basis, subject to the direction of the President and the Board, except that all checks and other obligations exceeding \$10,000 must be signed jointly by the President and one of the following: the Treasurer or the Secretary. The Treasurer shall in general perform all acts incident to the office of treasurer, subject to the control and direction of the Board.

ARTICLE VI
(Indemnification)

Section 1. Generally.

Unless otherwise prohibited by law, the Corporation shall defend and indemnify all of the Corporation's present and former Directors, officers, employees, volunteers, resident agents and attorneys (together, the "Indemnified Parties") from and against any and all claims arising from the Corporation's affairs or operations to the fullest extent permitted by and in accordance with applicable law. The Corporation shall also defend and indemnify any Indemnified Party who may have served at the Corporation's request as a director or officer of another corporation ("Affiliate"), whether for-profit or not-for-profit, from and against any and all claims arising from the Corporation's or the Affiliate's independent or combined affairs or operations, to the fullest extent permitted by and in accordance with applicable law. All of the Indemnified Parties shall be indemnified against any and all expenses and liabilities actually and necessarily incurred by the Indemnified Party or imposed on the Indemnified Party in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which the Indemnified Party may be or is made a party by reason of being or having been associated with the Corporation or Affiliate at the Corporation's request; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which such Indemnified Party shall be adjudged guilty of a criminal offense or liable to the Corporation for damages arising out of the Indemnified Party's own negligence or misconduct.

Section 2. Indemnifiable Expenses.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other professional fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, the Indemnified Party. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Indemnified Party; provided, however, that such Indemnified Party shall undertake to repay or to reimburse such expense if it should ultimately be determined that the Indemnified Party is not entitled to indemnification under this Article.

Section 3. Applicability.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

Section 4. Non-Exclusive Right.

The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Indemnified Party may be entitled under any applicable law, Articles of Incorporation, Bylaw, agreement, Board resolution, or otherwise, and shall not restrict the Corporation's power to make any indemnification permitted by law.

Section 5. Insurance.

The Board may authorize the purchase of insurance on behalf of any Indemnified Party covering any liability asserted against or incurred by an Indemnified Party which arises out of the Indemnified Party's relationship to the Corporation, whether or not the Corporation would have the power to indemnify the Indemnified Party against that liability under law.

Section 6. Limitations.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Code; provided, however, that the Board deems payment of any premium for insurance to cover the liability risks of the Indemnified Party as described in this Article to be payment of an expense reasonable and necessary to carrying on the Corporation's exempt purpose under Section 4941(d)(2)(E).

ARTICLE VII
(Annual Dues, Fees, and Assessments)

Section 1. Amount.

Dues and fees shall be determined by the Board and shall be announced at the annual meeting or in a notice sent by mail to the Members.

Section 2. Assessments.

a. An assessment to cover a deficit in the previous season's operations may be levied on the Members by the Board and, if levied, shall be announced in the same manner as the amount of annual dues for the current year.

b. A special assessment for any other purpose shall only be levied on the Members by a two-thirds vote of the Members present and voting at a meeting (annual or special) at which a quorum is present.

Section 3. Payment of Dues, Fees and Assessments.

Dues, fees, and assessments shall become due and payable on or before May 1 of each fiscal year unless otherwise specified in the notice of such dues, fees, or assessments. No Member or any person entitled to use of the facilities may use the facilities of the Corporation unless the Member has paid all dues, fees, and assessments then owing to the Corporation.

ARTICLE VIII
(Committees)

The Board may appoint such committees as it deems necessary to carry out the business of the Corporation. The Board may delegate to such committees such powers and responsibilities as may be appropriate, subject to the terms of the Articles of Incorporation, By-laws and applicable law.

ARTICLE IX
(Notices, Waivers, and Voting)

Section 1. Sending of Notices.

Whenever any notice is required to be given by law, the Articles of Incorporation, or these By-Laws, such notice shall be sent by e-mail or regular mail, postage prepaid, to the recipient at the address as shown on the books of the Corporation, and any notice so sent shall constitute good notice.

Section 2. Waivers of Notice.

Whenever any notice is required to be given by law, the Articles of Incorporation, or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to receipt of such notice unless such waiver is expressly prohibited by law.

Section 3. Voting.

At meetings of the Members of the Corporation, each Member listed in the books of the Corporation as of fifteen (15) days prior to any such meeting, may cast one vote. In the case of a Membership held by a husband and wife, either of the two may cast one vote. It shall be the duty of the Secretary to prepare, at least five (5) days before any annual or special meeting at which a vote will be taken, a complete list of Members of the Corporation entitled to vote, and such list shall be open for inspection by any Member and shall be produced at the time and place of such vote and kept there until the vote is concluded.

Unless otherwise set forth in the Articles of Incorporation, these By-laws or as required by applicable law, any matter on which the Members are entitled to vote shall be approved, if at all,

if a majority of Members present (in person or by proxy) at a meeting at which a quorum is present vote in favor of such matter.

ARTICLE X
(Amendment of By-Laws)

Section 1. Amendment.

These By-laws may be amended, new By-laws may be made, and By-laws may be repealed only by action of the Members in accordance with the procedure set forth in Article X, Section 2.

Section 2. Amendment Procedure.

Notice of any proposed amendment, repeal or new By-law shall be sent to each Member in accordance with Article IX, Section 1 at least fifteen (15) days prior to the meeting at which such proposal shall be considered. Action by the Members of the Corporation to amend, repeal, or add any By-law shall require a two-thirds vote of the Members present and voting at a meeting at which a quorum is present.

ARTICLE XI
(Miscellaneous)

Section 1. Corporate Books and Records.

The books and records of the Corporation shall be open to inspection by Members upon reasonable notice.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December in each year.

Section 3. Corporate Seal.

The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal" and "Maryland." The Corporate Seal shall be kept by the Secretary.

Section 4. Financial Statements.

a. At least fifteen (15) days in advance of the annual meeting, the Board shall cause financial statements for the past fiscal year and a budget for the current fiscal year to be prepared and transmitted to each Member. The financial statements shall disclose the financial condition of the Corporation and shall include a statement of income and expenses and a consolidated balance sheet showing the assets and liabilities of the Corporation.

b. The Board shall arrange for a review of the financial statements of the Corporation every year, the results of which shall be made available to the Members.

Section 5. Dividends.

There shall be no dividends or any distributions of income to Members.

Adoption of By-laws

The foregoing document is a true and correct copy of the Amended and Restated By-laws of the Merrimack Park Recreation Association, Inc. duly adopted by the Members of the Corporation on the 8th day of April, 2013.



President

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