

BY-LAWS
OF NEWBEGUN LAND ASSOCIATION, INC.

As created on November 4, 1988
And amended on July 16, 2005 and December 15, 2016

ARTICLE I
Names and Offices

Section 1. Name.

The Name of the Corporation shall be Newbegun Land Association, Inc.

Section 2. Offices.

The principal office of said Association shall be at Newbegun Land Subdivision, Nixonton Township, Elizabeth City, Pasquotank County, North Carolina. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Association may require.

ARTICLE II
Definitions

The following words when used in these by-laws (unless the context shall otherwise require), shall have the following meanings:

- (a) The "Association" shall mean Newbegun Land Association, Inc, its successors and assigns.
- (b) The "Development" shall mean the real property described in various declarations of Restrictive Covenants on file in the Pasquotank County Registry and any amendments thereto recorded in the Office of the Register of Deeds of Pasquotank County, North Carolina.
- (c) The "Common Area" shall mean those areas of land, including the facilities being constructed thereon, owned by the Association or dedicated to the common use and enjoyment of the Association.
- (d) "Owner" shall mean any person or entity holding title to any lot or lots in Newbegun Land Subdivisions but shall not mean or refer to any mortgagee or subsequent holder of a mortgage, unless and until such mortgagee or holder has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure. Where any lot or lots is/are owned as Tenancy in Common or as a Tenancy by the Entirety, or other form of multiple ownership, said tenants shall constitute one "Owner".
- (e) The "Developer" shall mean Carolina Dunes, Inc and/or Newbegun Land Partnership, their successors and assigns.
- (f) "Member" shall mean and refer to every person or entity who holds membership in the Association.
- (g) "Lot" shall mean and refer to Lots in all sections of the Newbegun Development within delineated boundary lines as shown on the recorded plats of the Newbegun

Land Subdivision and lots within any added property pursuant to the Declarations of Restrictive Covenants as amended.

- (h) The "Declarations" shall mean the Subdivision Declaration of Restrictive Covenants at the Pasquotank County Registry and any amendments thereto recorded in the Office of the Register of Deeds of Pasquotank County, North Carolina.

"Declarations" shall also include subdivision Declaration of Restrictive Covenants for any added property pursuant to (b) and (g) above.

ARTICLE III Mission Statement

The purpose of the Newbegun Land Homeowners Association (HOA) is to retain and improve the property values and quality of life within the Newbegun Land Subdivision. The HOA will pursue the transfer and management of land and amenities that contribute to the quality of life within the subdivision. The HOA will actively seek to include all homeowners within the Newbegun Land Subdivisions as voting members of the association.

Objectives

- (a) To acquire, construct, maintain and operate the Common Areas so designated.
- (b) To enforce any and all covenants, by-laws, restrictions, agreements, and regulations applicable to the Common Areas and the Lots in the Development for which same may apply, particularly the Declarations or similar Declarations as may be made with respect to the Development, and which hereafter may be recorded in the Office of the Register of Deeds of Pasquotank County, North Carolina. Due attention and diligence must be given by the HOA to those Declarations that require HOA enforcement and those that may allow HOA enforcement dependent on the Owner's request for Membership.
- (c) To make and perform any contracts and do any acts or things, and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any of the objectives enumerated herein.

ARTICLE IV Membership and Voting Rights in the Association

Section 1. Membership.

Every person or entity which holds title of any lot in the Newbegun Land Subdivision or any lots added pursuant to the Declarations which require those persons or entities to be included in the Newbegun Land Homeowners Association shall be a member of the Association. Every person or entity which hold title of any lot in the Newbegun Land Subdivision or any lots added pursuant to the Declarations which allow, permit or encourage Membership in the Newbegun Land Homeowners Association may be a member of the Association. Persons or entities in the latter category that desire to be Members must apply for membership, and agree to abide by those Declarations and By-Laws which govern the operation of the Newbegun Land Homeowners Association.

Section 2. Voting Rights.

Each "Owner" as same is heretobefore defined who is a member in good standing shall be entitled to one vote and each vote shall be expressed by "Owner" in person or by proxy.

Section 3. Suspension of Membership.

The rights of membership are subject to the payment of annual and special assessments levied by the Association.

The obligation for payment of assessments is imposed upon each "Owner" who is a Member of the Association.

The obligation for payment of assessments of all "Owners" subject to those Declarations that require membership in the Association (or the assessment of any supplement thereto) becomes a lien upon the Lot or Lots held by "Owner" against which such assessments are made as provided by the Declarations.

Those "Owners" who have voluntarily become "Members" pursuant to the Declarations which allow, permit or encourage Membership in the Newbegun Land Homeowners Association shall not be subject to a lien upon the Lot or Lots which they own.

However, if any "Owner" who holds "Mernbership11 in the Association fails to make payment of any annual or special assessment levied by the Association within thirty days after same shall become due and payable, the voting rights of such "Owner" and such "Owner's" right (including any and all tenants making up said "Owner") to the use of the Association's facilities may be suspended by the Board of Directors until such assessment has been paid.

Such rights of an "Owner" (including any and all tenants making up said "Owner") may also be suspended after notice and hearing, for violation of any rules and regulations established by the Board of Directors governing the use of common areas.

No "Owner" may waive or otherwise escape liability for the assessments provided for herein by no-use of the Common Area or abandonment of his lot.

Section 4. Matters Requiring Member Approval.

Notwithstanding any other provision in these By-laws, Member approval at an Annual or Special meeting pursuant to Article VI of these By-laws shall be required on any of the following matters before same shall become effective and otherwise enforceable by the Association and its Board of Directors:

- (a) Any acquisition or material change in the present use or physical condition of any Common Area must be approved by an affirmative vote of a two-thirds majority of Members or Owners represented at the meeting at which a quorum is present as provided by Section 5 of Article VI of these By-laws.
- (b) The adoption, repeal, or material change of any policy and/or procedure of the Association regarding assessment collection and enforcement policies and procedures pursuant to the Declarations, these By-laws, or Chapter 47F of the N.C. General Statutes, to the extent applicable, must be approved by an affirmative vote of a majority of Members or Owners represented at the meeting at which a quorum is present as provided by Section 5 of Article VI of these By-laws.

ARTICLE V
Assessments

Section 1. Annual Assessments

Each "Owner" as those terms are defined hereinabove who is required or has volunteered to be a member, shall pay one annual assessment or charge as levied by the Association from time to time in accord with the Declarations. The Board of Directors shall have the right to increase or decrease the annual assessment to reflect the actual cost for providing maintenance, management and other services. The annual assessment shall commence as to each "Owner" on the first day of the month following the conveyance of a subdivision lot or lots to said "Owner".

The first annual assessment shall be adjusted according to the number of months remaining in the calendar year and shall be paid on the first day of the calendar month after the conveyance. At least thirty (30) days before January 1 of each year, the Board of Directors shall fix the amount of the annual assessment for each "Owner" and at least fifteen (15) days before January 1 of each year, shall send written notice of each assessment to every "Owner" subject thereto. The Board of Directors shall establish the due date for the payment of the annual assessment.

Section 2. Special Assessments

In addition to the annual assessment authorized above, the Association may levy against each "Owner" who is required or has volunteered to be a member in any assessment year, a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, the cost of any construction, repair or replacement of a capital improvement upon the common area, if any, including roads, piers, fixtures and personal property related thereto.

The Board of Directors will establish the amount of any Special Assessment to be levied in any given year and will notify the membership not less than two (2) or more than three (3) months before the date of the Annual or Special Meeting during which a vote by the membership shall be taken.

Approval of a Special Assessment requires a two-thirds majority vote of all voting "Owners" before being levied.

ARTICLE VI
Meetings

Section 1. Annual Meetings.

The annual meeting of Members for the election of directors, the presentation of the annual financial report of the Association and for the transaction of such other business as the Board of Directors may determine, shall be held at locations determined by the Board during September of each year, or at such other time and place as may be fixed by the Board of Directors, but in no event later than December 31.

Section 2. Special Meetings.

Special meetings of Members for any purpose may be called at any time by (1) the President of the Association, or (2) any three (3) directors of the Association, and (3) shall be called by the Secretary of the Association forthwith upon receipt of the written request of "Owners" of the Association entitled to cast one-third of all votes of the entire Membership.

Special meetings shall be held solely for such purpose or purposes as are set forth in the notice or waiver of notice of the meeting.

Section 3. Special Meetings for the Election of Directors.

(a) If for a period of one (1) month after the date fixed herein for the annual meeting of Members, there is a failure to elect a sufficient number of directors to conduct the business of the Association, the Board of Directors shall call a special meeting for the election of directors. If such special meeting is not called by the Board within two (2) weeks after the expiration of such period or if it is called but there is a failure to elect such directors for a period of two (2) months after the expiration of such period, "Owners" entitled to cast ten (10) votes or ten (10%) percent of the total number of votes entitled to be cast in an election of directors, whichever is less, may, in writing, demand the call of a special meeting for the election of directors specifying the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such written demand. The Secretary of the Association upon receiving the written demand shall promptly give notice of such meeting, or, if he fails to do so within five (5) business days thereafter, any "Owner" signing such demand may give such notice. The meeting shall be held at the principal office of the Association or at such other place as may be fixed in the notice of meeting.

(b) At any such special meeting called on the demand of "Owners", notwithstanding the provisions of these by-laws, "Owners" attending, in person or by proxy, and entitled to vote in an election of directors shall constitute a quorum for the purpose of electing directors, but not for the transaction of any other business.

Section 4. Notice and Waiver of Notice of Annual and Special Meetings.

Notice of the time, place and purpose or purposes of every meeting of the Members shall be served (except as provided in Section 3, Article VI of these by-laws), either personally or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, upon each person who appears upon the books of the Association as a Member and if mailed, such notice shall be directed to the Member at his address as it appears on the books of the Association, unless he shall have filed with the Secretary of the Association a written request that notices intended for him be mailed to the address designated in such request. The notice provided for herein is not indispensable and any meeting of Members shall be deemed validly called for all purposes if all "Owners" are represented thereat in person or by proxy, or if a quorum is present and waivers of notice of the time, place and purpose of such meeting shall be duly executed in writing either before or after said meeting by those "Owners" not so represented or not given such notice. The attendance of any "Owner" at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 5. Quorum.

At any meeting of Members the presence in person or by proxy of thirty 30% percent of "Owners" entitled to vote thereat shall be necessary to constitute a quorum for the transaction of business, except as otherwise expressly provided by law, by the Articles of Incorporation of the Association, the Declarations, or elsewhere in these by-laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of "Owners" entitled to vote present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent "Owner". At any adjourned meeting at which a quorum shall be present, any business may be transacted which might be transacted at the meeting as originally scheduled.

Section 6. Voting.

If a quorum is present the affirmative vote of a majority of "Owners" represented at the meeting shall be the act of all "Owners", unless the act of a greater number is expressly required by law or by the Articles of Incorporation of the Association, the Declarations, or elsewhere in these by-laws. Any "Owner" may vote either in person or by proxy appointed by an instrument executed in writing by such "Owner" or his duly authorized attorney-in-fact and delivered to the secretary of the meeting. No proxy shall be valid after the expiration of eleven months from the date of its execution unless the "Owner" executing it shall have specified therein its duration. Every proxy shall be revocable at the pleasure of the person executing it, or his personal representatives or assigns. Upon direction of the presiding officer or upon demand of an "Owner", the vote upon any business before a meeting shall be by ballot, but otherwise any such vote need not be by ballot.

Section 7. Action Without a Meeting.

Whenever "Owners" are required or permitted to take any action by vote, such action may be taken without a meeting on written consent setting forth the action so taken, signed by all "Owners" entitled to vote thereon.

Section 8. Inspectors of Election.

The board of Directors in advance of any meeting of Members may appoint one or more inspectors of election to act at the meeting or adjournment thereof. If inspectors are not so appointed, the person presiding at a Membership meeting may, and on the request of any "Owner" entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability, and the oath so taken shall be signed by the inspector before the person presiding at the meeting and shall be filed with the Secretary of the Association. No director, or candidate for director at a meeting, one of the purposes of which is to elect directors, shall act as inspector thereat.

ARTICLE VII Board of Directors

Section 1. Management of the Affairs of the Association.

Except as otherwise provided in Section 4 of Article IV, the management of the affairs of the Association shall be vested in a Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation of the Association, or by the Declarations, or by these by-laws directed or required to be exercised or done by the members and/or Owners.

Section 2. Election of Directors.

The Board of Directors shall consist of not less than five(5) nor more than nine (9) directors. The number of directors may be changed from time to time by the members of the Association as set forth in Section 3 below, but shall always consist of an odd number of directors of not less than five (5) nor more than nine (9). Except as otherwise provided by law or in these by-laws, the directors shall be elected at each annual meeting of Members by a majority of votes cast by "Owners" who are present or represented by proxy.

Section 3. Term of Office.

Continuity is important, and directors are expected to serve a minimum of three years. One-third of the Board will be elected each year. Consequently, the directors, at their first official meeting after the election held during the special meeting in July 2005, will designate one-third of the directors to serve for one year, one-third to serve for two years, and one-third to serve for three-year initial terms. Those selected for a one-year term will face reelection in 2006, etc. Elected directors shall take office on 1 January of the year following the annual meeting at which they were elected except that those elected at the July 2005 special meeting shall begin their terms in September 2005.

Section 4. Vacancies.

Vacancies in the Board of Directors resulting from death, resignation or removal may be filled without notice to any Members by a vote of a majority of the remaining directors present at the meeting at which such election is held, even though a quorum is not present, which election may be held at any regular meeting of the Board of Directors or any special meeting thereof called for such purpose. A director elected to fill a newly created directorship shall serve in office during the unexpired portion of the term of his predecessor and until his successor is elected and qualified.

Section 5. Nomination of Directors.

Not later than four (4) weeks prior to the date set for each annual meeting of Members, the President of the Association shall appoint a committee of Members to nominate candidates for election as directors at the annual meeting. The recommendations of the nominating committee, together with a brief description of each candidate, shall be transmitted to the membership at the same time the notice of annual meeting of Members is distributed. Additional nominations may be made from the floor by any Member at the annual meeting.

Section 6. Meetings. The first meeting of the Board of Directors following the annual meeting of Members shall be held not later than one (1) week after the annual meeting of Members. Thereafter, regular meetings of the Board of Directors shall be held not less than quarterly. Meetings may be held upon such notice, or without notice, and at such time and place, as shall be determined by the Board. Special meetings of the Board of Directors may be called by the President, at such time and place as he shall determine, on five (5) days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of three (3) directors. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except where otherwise required by law or by these by-laws. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business except as otherwise expressly provided by law or by the Articles of Incorporation of the Association, or by the Declaration or elsewhere in these by-laws. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Incorporation of the Association, or by the Declarations or elsewhere in these by-laws. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At all meetings of the Board of Directors, each director shall be entitled to one vote.

Section 7. Resignation and Removal.

Any director may resign at any time by written notice delivered or sent by certified or registered mail, return receipt requested, to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein and unless specifically requested, acceptance of such resignation shall not be necessary to make it effective. Any director may be removed from office by Members of the Association at a meeting duly called for that purpose. The Board, with cause, by majority vote may remove a Director.

Section 8. Compensation.

No director shall receive compensation or salary for any service as a Director they may render to the association. However, a Director may be reimbursed for actual expenses incurred in the performance of their duties. This does not preclude a Director who is involved with a business providing services under contract to the Association being compensated for those services.

Section 9. Executive Committee.

The Board of Directors may, by resolution adopted by a majority of the entire Board, appoint from among its members an executive committee consisting of three {3} or more persons, which shall have and may exercise during the intervals between the meetings of the Board all powers vested in the Board, with the exceptions of those forbidden by law. The Board may at any time change the members of and fill vacancies in the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings and shall report same to the Board of Directors when required. The Executive Committee may make rules for the conduct of its business and may appoint any sub-committees and assistants it considers necessary. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 10. Other Committees.

From time to time the Board of Directors may appoint, from among the directors, members and other persons, other committees for any purpose or purposes with such powers as are conferred by the resolution of appointment and as are permitted by law. The President of the Association shall be an ex-officio member of all committees so appointed.

Section 11. Annual Report.

The Board of Directors shall present at the annual meeting of Members a report of financial and other affairs of the Association during the preceding year.

ARTICLE VIII Officers

Section 1. Election.

The Board of Directors, at its first meeting after new directors take office during January of each year, shall elect from their number a President and Vice President, and shall elect a Secretary and Treasurer. Each officer will hold office until the meeting of the Board of Directors following the next annual or special meeting of Members and until their successors are elected and qualified. The Board may from time to time appoint such other officers as it considers desirable to hold office at the pleasure of the Board. Any two of such offices, except those of President and Secretary, may be held by the same person.

Section 2. Assistants.

The Board of Directors may at any time or from time to time appoint one or more Assistant Secretaries and one or more Assistant Treasurers to hold office at the pleasure of the Board. Such assistants, if any, in order of their seniority or in any other order determined by the Board of Directors shall, in the absence or disability-of the Secretary or Treasurer, as the case may be, perform the duties and exercise the powers of the Secretary or Treasurer, as the case may be, and shall perform such other duties as the Board of Directors or the Secretary or Treasurer, as the case may be, shall prescribe.

Section 3. Qualifications, Removal and Vacancies.

Officers must be Members of the Association. Any officer elected or appointed by the Board of Directors pursuant to the provisions of Sections 1 and 2 of this Article VIII may be removed by the Board of Directors by a majority vote with cause. Vacancies occurring in any office may be filled by the Board of Directors at any time.

Section 4. Duties of President and Vice President.

The President shall be the executive and operating Officer of the Association and shall preside at all meetings of the Members and of the Board of Directors. The President or the Vice President may sign the name of the Association on all certificates and contracts and other instruments which are authorized from time to time by the Board of Directors. The President, subject to the control of the Board of Directors, shall have general management of the affairs of the Association and perform all duties incidental to the office. If the President is absent from the State of North Carolina or is unable to act, the Vice President shall have the powers and perform the duties of the President.

Section 5. Duties of Treasurer.

Subject to the control of the Board of Directors, the Treasurer shall have the care and custody of all funds and securities of the Association, and all books and records relating thereto and shall deposit such funds in the name of the Association in such bank or trust companies as the Board of Directors may determine, and he shall perform all other duties incidental to this office. If so required by the Board of Directors, he shall, before receiving any such funds, furnish to the Association a bond with a surety company as surety, in such form and amount as the Board of Directors from time to time shall determine. The premium upon such bond shall be paid by the Association.

Section 6. Duties of Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the meetings of the Members. He shall attend to the giving and serving of all notices of the Association, and shall be empowered to affix the corporate seal to all written instruments authorized by the Board of Directors or these by-laws. He shall also perform all other duties incidental to his office. He shall cause to be kept a record book containing the names, alphabetically arranged, and addressed, of all Members and the date they became such. The Secretary shall also act as Inspector of Election as provided by Article VI, Section B.

Section 7. Compensation.

No officer shall receive compensation or salary for any service as an officer they may render to the association. However, an officer may be reimbursed for actual expenses incurred in the

performance of their duties. This does not preclude an officer who is involved with a business providing services under contract to the Association being compensated for those services.

ARTICLE IX Financial Matters

Section 1. Depositories.

The Board of Directors shall select such depositories as it considers proper for the funds of the Association. All checks and drafts against such deposited funds shall be signed and countersigned by persons specified by the Board.

Section 2. Contracts.

The Board-of Directors may authorize any officer or officers, agent or agents, in addition to those specified in these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 3. Fiscal Year.

The fiscal year of the Association shall be determined by the Board of Directors of the Association.

ARTICLE X Indemnification of Directors, Officers and Employees

Section 1. Right to Indemnification.

Any person made a party to any action, suit or proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director or officer of the Association, shall be indemnified by this Association, to the extent permitted and in the manner provided by law, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his duty to the Association under the Laws of the State of North Carolina, but such indemnification shall in no case include:

- (1) Amounts paid in settling or otherwise disposing of a threatened action, or a pending action, suite or proceeding, which is settled or otherwise disposed of without court approval.
- (2) Expenses incurred in defending a threatened action, suit or proceeding, or a pending action, suit or proceeding, which is settled or otherwise disposed of without court approval.

Any person, made, or threatened to be made, a party to an action, suit or proceeding other than one by or in the right of the Association to procure a judgment in its favor, whether civil or criminal, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, which any director or officer of the Association served in any capacity at the request of the Association, or served such other corporation in any capacity, shall be indemnified by this Association against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted, in good

faith, for a purpose which he reasonably believed to be in the best interests of the Association and in criminal actions or proceedings, in addition, had not reasonable cause to believe that his conduct was unlawful. The termination of any such civil or criminal action, suite or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith, for a purpose which he reasonably believed to be in the best interest of the Association, or that he had reasonable cause to believe that his conduct was unlawful.

Section 2. Other Rights; Payment.

Any such right of indemnification as set forth in Section 1 of Article X of these by-laws shall not be deemed exclusive of any other rights to which any such director or officer may be lawfully entitled apart from the provisions of Laws of the State of North Carolina. Any amount payable by reason of indemnity under this Article shall be determined and paid in accordance with the Laws of the State of North Carolina or in any other lawful manner.

ARTICLE XI
Dissolution

In the event the Association is dissolved in accordance with the provisions of the Association's Articles of Incorporation and the assets, both real and personal, of the Association are dedicated to a governmental authority, the covenants and restrictions contained in the Declarations, other than those applying to assessments, shall remain in full force and effect. It shall be a requirement of the Association, prior to its dissolution, to establish an appropriate authority or corporation for enforcing said covenants and restrictions.

In the event that such dedication to a governmental authority is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In such event the covenants and restrictions contained in the Declarations, including those applying to assessments, shall remain in full force and effect. No such disposition of the Corporation's properties shall be effective to divest or diminish any right or title of any member vested in him under the Declarations and deed applicable to his property unless made in accordance with the provisions of the Declarations and deed.

ARTICLE XII
Construction

In the case of any conflict between the Articles of Incorporation of the Association and these by-laws, the Articles of Incorporation of the Association shall control; and in the case of any conflict between the Declarations and these by-laws, the Declarations shall control.

ARTICLE XIII
Amendments

After being ratified during the July 2005 special meeting, these by-laws may be amended by the affirmative vote of the majority of the members present or represented by proxy at any regular or special meeting, provided, that a quorum is present at any such meeting. Amendments may be proposed by the Board of Directors or by a petition signed by at least fifty-one percent (51%) of the members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon. These by-

laws may not be amended insofar as such amendment would be inconsistent with the recorded restrictions of the property.

Adopted this the 4th day of November, 1988.

S//Carolyn R. Davis
Secretary
(signature on file in Corporate Documents)

Adopted this the 16th day of July, 2005.

S//Marian Helleu
Secretary
(signature on file in Corporate Documents)

Adopted this the 15th day of December, 2016.



Barry Benedict
Secretary

Note: The additions made to these Bylaws in 2016 are highlighted on pages 3 and 6 in red.