

BY-LAWS OF SOUTHERN POINTE SHORES HOMEOWNER'S ASSOCIATION

ARTICLE I

The name of the Association is SOUTHERN POINTE SHORES HOMEOWNER'S ASSOCIATION, hereinafter the "Association: The registered office of the Association shall be located at 100 Isaacs Shore Drive, Milford, Delaware 19963, but meetings may be held at such place within the State of Delaware as may be designated by the Officers of the Association.

ARTICLE II

Section 1: "The Association" shall mean and refer to SOUTHERN POINTE SHORES HOMEOWNER'S ASSOCIATION, its successors and assigns.

Section 2: "The Property" shall mean and refer to real property described in the Declaration of Covenants, Restrictions and Easements for Southern Pointe Shores Subdivision recorded in the Office of the Recorder of Deeds of Sussex County, State of Delaware in Deed Book 03590, page 00268.

Section 3: "Lot" shall mean and refer to any plot of land intended for private individual residential use by subdivision as shown on any Record Plan of the property. The definition of "Lot" to be defined as shown on the revised record plan of the property dated July 10, 2006. Subsequent mergers or revisions do not change the definition for purposes of voting and dues assessment.

Section 3-1: "Southern Pointe Shores" shall mean all those lands on the recorded subdivision plan of Southern Pointe Shores, Sussex County, specifically the finalized survey dated July 10, 2006:

102 Isaacs Shore Drive	230-4.00-52.01
104 Isaacs Shore Drive	230-4.00-52.02
106 Isaacs Shore Drive	230-4.00-52.03
108 Isaacs Shore Drive	230-4.00-52.04
113 Isaacs Shore Drive	230-4.00-42.00
115 Isaacs Shore Drive	230-4.00-35.00
117 Isaacs Shore Drive	230-4.00-36.00
119 Isaacs Shore Drive	230-4.00-39.00
121 Isaacs Shore Drive	230-4.00-40.00
123 Isaacs Shore Drive	230-4.00-43.00 (Was 2 lots combined into 1: 2 votes)

Section 3-2: The following addresses and parcel numbers were not incorporated into the subdivision designated as Southern Pointe Shores at the time it was formed:

101 Isaacs Shore Drive	230-4.00-27.00
103 Isaacs Shore Drive	230-4.00-27.01
105 Isaacs Shore Drive	230-4.00-27.02

107 Issacs Shore Drive	230-4.00-44.00
109 Isaacs Shore Drive	230-4.00-45.00 & 46.00 (2 lots 2 votes)
111 Isaacs Shore Drive	230-4.00-28.00

These addresses may be included as HOA member lots by the declaration of the owners of those properties. Those lots are located northeast of and adjacent to the record plan of Southern Pointe Shores and are located along the private road inside the gated area.

Section 3-3: The following addresses and parcel numbers are owned by SPS HOA and are considered common areas and are not eligible for a vote:

100 Isaacs Shore Drive	230-4.00-52.00
110 Isaacs Shore Drive	230-4.00-48.00

Section 4: "Member" shall mean and refer to members of the Association, as defined in the certificate of incorporation.

Section 5: "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, or fee simple title to any Lot but shall not include any mortgage who has not obtained fee simple title.

Section 6: "Declarant" shall mean and refer to Southern Pointe Shores, its original successors and assigns. (Note: This definition was for the original owners and/or developers and is no longer used since all lots have been sold.)

Section 7: "Declaration" shall mean and refer to the Declaration of Covenants, Restrictions and Easements for Southern Pointe Shores, recorded in the Office of the Recorder of Deeds of Sussex County.

Section 8: "Developer" shall mean Southern Pointe Shores, its heirs and assigns. (Note: This definition was for the original owners and/or developers and is no longer used since all lots have been sold.)

ARTICLE III

Section 1: *Membership.* Qualifications for membership shall be as defined in the Certificate of Incorporation; which is "The membership of the association shall consist of all owners of record of any building site within the subdivision." Membership shall be appurtenant to and may not be separated from ownership of any lot.

Section 1-1: Membership is non-transferable, except that any membership automatically transfers with the sale or other transfer of ownership of any lot.

Section 1-2: Voting: Each member is entitled to the number of votes equal to the number of lots held by that member. When more than one person holds an ownership interest in any lot, all such persons shall be members, but only one person/vote is attributable to each lot.

Section 2: *Suspension of Membership.* During any period in which a member shall be in default for more than sixty (60) days in the payment of any annual or special assessment levied by the Association, the voting rights of such member may be suspended by the Officers until such assessment has been paid as verified by the Treasurer. Such rights of a member may also

be suspended, after notice and hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Officers governing the use of the System.

ARTICLE IV MEETINGS OF MEMBERS

Section 1: Annual Meetings. The annual meeting of the Association shall be held at a convenient time and place as designated by the Officers. Notice shall be sent to each Member of the time, date and place of such meeting. Meeting date and the setting of annual dues should be coordinated in advance of the collection of those dues by December 31st of each year.

Section 2: Special Meetings. Special meetings of the members may be called at any time by the President or by any Officer, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the entire membership.

Section 3: Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by emailing a copy of such notice, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's preferred email address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and year of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4: Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifty percent (50%) of the votes of total number of lots shall constitute a quorum for any action except as otherwise provided in the Certificate of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid, shall be present or be represented.

Section 5: Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing to the President and filed with the Secretary. Every proxy shall be in writing to the President and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot. Proxies will be emailed as an attachment with the annual or special meeting notice.-

ARTICLE V DEFINITION OF OFFICERS

Section 1: Enumeration: The officers of this Association shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be from time to time by resolution created.

Section 2: Nomination. Nominations for officers shall be solicited from the HOA members 30 days prior to the annual meeting. A list of nominees will be sent out with appropriate information on the nominees and which office is being filled during that yearly HOA meeting. Nominations may also be accepted from the floor at the annual meeting.

Section 3: Election. Election to an Officer position shall be by secret written ballot or by roll call of members at the annual meeting. At such election the members or their proxies may

cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Ballots can also be submitted to the secretary, preferably via email.

Section 4: Term: The officers of this Association shall be elected annually by the full HOA and shall hold office for one (1) year unless he / she shall sooner resign, or shall be removed, or otherwise disqualified or serve. There is no limit on the number of terms that may be served by an individual.

Section 5: Eligibility Restriction. Only 1 person representing 1 lot may serve as an Officer for any given term. In the case of multiple lot ownership, then only 1 person in that group may serve as an officer for a given term.

Section 6: Special Appointments. The Officers may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Officers may, from time to time, determine.

Section 7: Resignation and Removal. Any officer may be removed from office with or without cause by the Officers. Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8: Vacancies. A vacancy in any office may be filled in the manner provided for regular elections, or at the President's discretion, may appoint a person to fill a vacancy. The officer elected or appointed to such vacancy shall serve for the remainder of the term of the officer he / she replaces.

Section 9: Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 10: Compensation. No officer shall receive compensation for any service he may render to the Association. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE VI POWERS AND DUTIES OF THE OFFICERS:

Section 1: Powers. The Officers, as a group, shall have power to:

1.1 Adopt and publish rules and regulations governing the use of the System, consistent with the Declaration; including revision of these bylaws and deed restrictions.

1.2 Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Certificate of Incorporation, or the Declaration;

1.3 Declare the office of a member of the Officers to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Officers.

1.4 Employ a manager, an independent contractor, or such other employees as they deem necessary and as required by the Declaration and other agreements relative

to the operation of the system, and to prescribe their duties.

1.5 Make decisions for the Association but any action(s) that impact all the Members of the Association requires a vote of the full Association to be binding.

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

2.1 Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing.

2.2 Supervise all agents and employees of this Association, and to see that their duties are properly performed, assess the quality and completion prior to payment if applicable.

As more fully provided herein, and in the Declaration to:

2.3 Levy annual and special maintenance and capital assessments or charges in accordance with the Declaration of Restrictions and shall have all rights and remedies set forth therein to enforce collection of said assessments, as if said Restrictions were fully set forth herein.

2.3.1 Fix the amount of the annual assessment against each lot at the annual meeting. The annual payment shall commence in January of each year. In the event of any change in the annual assessments as set forth herein, the Officers of the Association shall fix the date of commencement and the amount of the assessment against each Lot for each assessment period at least thirty (30) days in advance of such date or period and shall, at that time, prepare a roster of the lots and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Owner;

2.3.2 Send a written notice (or bill) to every Owner within thirty (30) days following the annual meeting payable in full on or before January 31st of the year;

2.3.3 Foreclose the lien against any property for which assessments are not paid within thirty after the date due to bring an action at law against the owner personally obligated pay the same.

2.3.4 Issue, or to cause the appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Officers for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

2.4 Procure and maintain adequate liability and hazard insurance on property owned by the Association. Officers shall review and be advised on coverage and limits of coverage each year.

*ARTICLE VII
SPECIFIC DUTIES OF THE OFFICERS*

Section 1: Duties. The duties of the officers are as follows:

1.1 President. The President shall preside at all meetings of the Officers; shall see that orders and resolutions of the Officers are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes

1.2 Vice-President. The Vice-President shall act in the place and stead of the President in the event of his / her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Officers.

1.3 Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Officers and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Officers and of the members; keep appropriate current records showing the members of the Association, together with their addresses; shall send Owners notice of monthly and special assessments due, and shall perform such other duties as required by the HOA.

1.4 Treasurer. The Treasurer shall receive and deposit in the appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Officers; shall cosign all documents and promissory notes of the Association that require two signatures and keep proper books of account. The Treasurer shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. The Treasurer shall maintain all information required to inform each unit Owner of monthly and special assessments due, and shall be responsible for collection of all dues and assessments, and any other proceeds or reimbursements due the Association for the benefit of all Owners. Treasurer shall employ generally accepted accounting software for HOA purposes, and adhere to GAAP policies and procedures.

*ARTICLE VIII
LIABILITY OF OFFICERS*

Section 1: The Association and its members shall indemnify and hold harmless the Officers for any error of judgment, negligence or otherwise except for willful misconduct or bad faith, and are insured against such liability.

*ARTICLE IX
COMMITTEES*

Section 1: The Officers shall appoint such committees as deemed appropriate in carrying out the purposes of the Association.

Section 2: It shall be the duty of each committee to address specific functions as deemed appropriate or refer them to such other committee, director or officer of the Association with delegated authority in respect thereto. Committees may be delegated such authority to carry out their assigned functions as directed by the Officers, subject to approval by the Officers. Examples would be road maintenance, commons maintenance, and/or special projects.

*ARTICLE X
BOOKS AND RECORDS*

Section 1: The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles Incorporation and the Bylaws of the Association shall be available for inspection by any member. The records shall be kept at a location designated from time to time by the Officers. Copies may be purchased at reasonable cost. Original documents are available on the HOA website for member and public access.

Section 2: The officers will create and maintain a change log for any and all changes to the bylaws validated with a vote of the entire Association.

*ARTICLE XI
CORPORATE SEAL*

Section 1: The Association shall have a seal in the form hereinafter set forth.

*ARTICLE XII
AMENDMENTS*

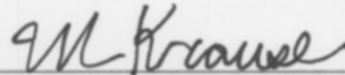
Section 1: These Bylaws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration of Deed Restrictions and these Bylaws, the Declaration shall control.

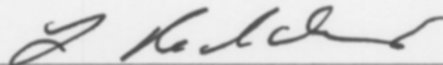
*ARTICLE XIII
MISCELLANEOUS*

Section 1: The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

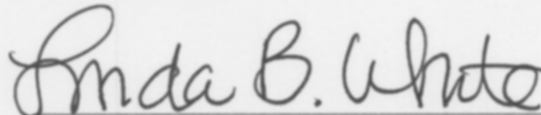
IN WITNESS WHERE OF, we being the Officers of SOUTHERN POINTE SHORES
HOMEOWNER'S ASSOCIATION, have hereunto set our hands this _6th___ day of January,
2021.



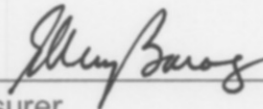
President



Vice President



Secretary



Treasurer

BY-LAWS OF SOUTHERN POINTE SHORES HOMEOWNERS ASSOCIATION

CHANGE LOG

08/2008 – Original Document created by David H. Rutt, Attorney

11/23/2008 – Meeting Minutes: Original Bylaws were duly adopted at a meeting of its membership thereof held on the 23rd day of November, 2008.

9/30/2017 – Meeting Minutes: The “Board of Directors” was deleted and replaced by “Officers” with similar responsibilities.

9/27/2020 – Bylaws reviewed in view of all original owners and developers no longer have any interest in Southern Pointe Shores. Bylaws and Deed Restrictions are open for revision after 75% of the lots are sold.

10/24/2020 – Revised Bylaws submitted for review.

11/30/2020 – Revised Bylaws approved by HOA members with 14 affirmative votes.

01/06/2021 – Revised Bylaws executed by HOA officers and distributed.