

**BY-LAWS
OF
PINEVIEW ESTATES HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). The initial principal office of the corporation shall be located at 11 Hawks Far, White, Georgia, 30184 but meetings of members and directors may be held at such places within the State of Georgia, County of Bartow, as may be designated by the Board of Directors. The principal office may be changed by a vote of the Board of Directors.

**ARTICLE II
DEFINITIONS**

The words used in these By-Laws shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Pineview Estates Subdivision (the "Declaration") unless the context shall prohibit.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be set by the Board of Directors so as to occur no later than sixty (60) days after the close of the Association's fiscal year.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A 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 person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's 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 hour 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, one-tenth (1/10th) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the

members entitled to vote thereat shall have 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 represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV **BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

Section 1. Governing Body: Composition. The affairs of this Association shall be managed by a Board of Directors. Except as provided in Section 2 of this Article, the directors must reside in Bartow County and shall be members or spouses of such members; provided, however, no person and his or her spouse may serve on the Board at the same time.

Section 2. Directors Appointed by Developer. The Developer shall be the sole member of the Board of Directors and sole officer of the Association, unless Developer chooses to appoint other directors or officers, until such time as the first of the following events shall occur: (a) the expiration of seven (7) years after the date of the recording of the Declaration; or (b) the surrender by Developer in writing of the authority to appoint and remove directors and officers of the Association. If Developer chooses to appoint other directors or officers, said directors or officers need not be Owners or residents in Pineview Estates Subdivision.

Section 3. Number of Directors. Except as provided in Section 2 of this Article, the Board shall consist of three (3) members.

Section 4. Nomination of Directors. Elected directors shall be nominated from the floor and may also be nominated by a nominating committee, if such a committee is established by the Board. All candidates shall have a reasonable opportunity to communicate their qualification to the members and to solicit votes.

Section 5. Election and Term of Office. Owner-elected directors shall be elected and hold office as follows:

(a) After the Developer's right to appoint directors and officers terminates, the Association shall call a special meeting to be held at which Owners shall elect three (3) directors.

(b) At annual meetings of the membership thereafter, directors shall be elected by secret ballot. All eligible members of the Association shall vote on all directors to be elected, and the candidate(s) receiving the most votes shall be elected. Cumulative voting is not permitted.

Initially, the term of one (1) director shall be fixed at one (1) year, the term of one (1) director shall be fixed at two (2) years, and the term of one (1) director shall be fixed at three (3) years. At the expiration of the initial term of office of each respective Owner-elected member of the

Board of Directors, a successor shall be elected to serve for a term of two (2) years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

Section 6. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 7. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 8. Vacancies. A vacancy in any director seat may be filled by appointment by the Board. The director appointed to such vacancy shall serve for the remainder of the term of the director he replaces.

Section 9. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

- (a) adopt and publish rules and regulations governing the use of the Common Area, and the

personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities, if applicable, of a member during any period in which such member shall be in default in the payment of any dues levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) 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 By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

(a) 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 by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(iii) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;

(d) issue, or to cause an appropriate officer or 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 Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payments;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Area and any other areas located within the Properties which are the maintenance responsibility of the Association to be maintained.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. Except during the period in which the Developer has the right to appoint the officers of the Association under Article VI, Section 2 of these By-Laws, the officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. Except during the period in which the Developer has the right to appoint the officers of the Association under Article VI, Section 2 of these By-Laws, The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board 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 Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, 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 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. 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 8. Duties. The duties of the officers are as follows:

President

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

Vice-President

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

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notices of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association and keep proper books of account.

ARTICLE VIII
COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Notwithstanding any provision to the contrary herein, Developer shall have the right to appoint the Architectural Control Committee until such time as Developer relinquishes its right to appoint same in accordance with the Declaration.

ARTICLE IX
BOOKS AND RECORDS

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 of Incorporation and the By-Laws of the Association, where copies may be purchased at reasonable cost.

ARTICLE X
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: PINEVIEW ESTATES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE XI
AMENDMENTS

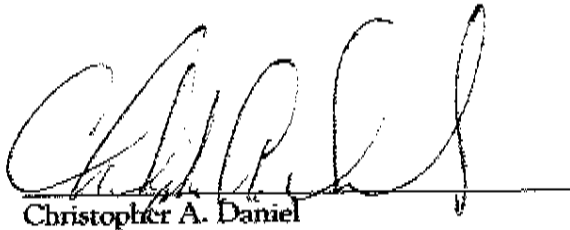
Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XII
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, I, being the director of the PINEVIEW ESTATES HOMEOWNER'S ASSOCIATION, INC., have hereunto set my hands this 14th day of October, 2004.



Christopher A. Daniel


CERTIFICATION

I, the undersigned, do hereby certify:

That I am the Incorporator of PINEVIEW ESTATES HOMEOWNER'S ASSOCIATION, INC., a Georgia corporation, and

That the foregoing By-Laws constitute the original By-Laws of said Association, and have been duly adopted.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association, this 14th day of October, 2004.


JEFFREY A. WATKINS

[Corporate Seal]

UNANIMOUS CONSENT IN LIEU OF ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC.

The undersigned, being the sole Director of PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC., a Georgia non-profit corporation (the "Corporation"), waives notice of the time, place and subject of the organizational meeting of the Board of Directors of the Corporation (the "Board"); and, pursuant to Section 14-3-107 of the Georgia Nonprofit Corporation Code, as amended, adopts the following resolutions:

RESOLVED, that the Articles of Incorporation and By-Laws of the Corporation as reviewed by the Board are accepted and adopted as the Articles of Incorporation and By-Laws of PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC. The Secretary of the Corporation is directed to place copies of those documents and the Certificate of Incorporation of the Secretary of State in the minute book of the Corporation;

BE IT FURTHER RESOLVED, that the Corporation's initial fiscal year shall commence on October 14, 2004, and end on December 31, 2004. Thereafter, the fiscal year shall commence on January 1 and end on the next following December 31 of each year;

BE IT FURTHER RESOLVED, that the following individuals are elected to serve in the corporate office(s) designated opposite his or her name for one (1) year and until his or her successor is duly elected and qualifies:

CHRISTOPHER A. DANIEL President
CHRISTOPHER A. DANIEL Secretary/Treasurer

BE IT FURTHER RESOLVED, that the seal inspected and reviewed by the Board (and affixed to this Consent) is adopted as the official seal of the Corporation;

BE IT FURTHER RESOLVED, that all such resolutions which may be required by banks hereafter selected by the Corporation dealing with the designation of such banks as depositories be and hereby are adopted as resolutions of the Board of Directors; and the Secretary of the Corporation may hereafter attest to and execute such bank resolutions and/or forms without additional action of the Board of Directors;

WRITTEN CONSENT OF THE INCORPORATOR OF
PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC.
TO THE ADOPTION OF CERTAIN ACTIONS AND RESOLUTIONS
IN LIEU OF THE INITIAL ORGANIZATIONAL MEETING

The undersigned, being the Incorporator of PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC., a Georgia non-profit corporation (the "Corporation"), waives notice of the time, place and subject of the initial organizational meeting; and, pursuant to Section 14-3-107 of the Georgia Nonprofit Corporation Code, as amended, adopts the following resolutions as of the 14th day of October, 2004.

Election of Board of Directors

RESOLVED, the following individual is hereby elected as Director of the Corporation and shall serve in accordance with the Bylaws of the Corporation:

CHRISTOPHER A. DANIEL

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the day and year first written above.


JEFFREY A. WATKINS
Incorporator

MINUTES OF THE ANNUAL MEETING OF THE MEMBERS
OF
PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC.

All of the Members of PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC. having consented to the time and place of the annual meeting, the meeting was held on February 8th, 2007 at 6:00 p.m.

The resignation of CHRISTOPHER A. DANIEL as Director of the Corporation has been presented;

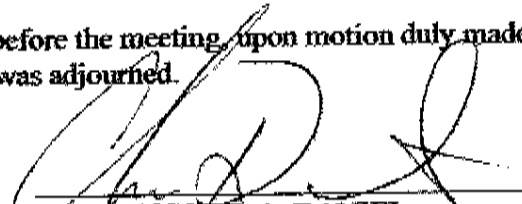
Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the resignation of the forenamed person be and is hereby accepted, effective immediately.

RESOLVED, FURTHER, that the following Directors of the Corporation were nominated and elected to serve as Directors of the Corporation until the next Annual Meeting of the Members of the Corporation:

Rene S. Shoults, 3 year term
Mike Tarkington, 2 year term
Veronica Zukowsky, 1 year term

No further business having been brought before the meeting, upon motion duly made, seconded and unanimously adopted, the meeting was adjourned.


CHRISTOPHER A. DANIEL
Secretary

**ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC. ADOPTING CERTAIN
ACTIONS AND RESOLUTIONS**

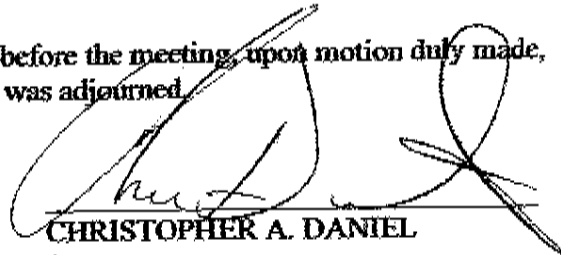
All of the Members of the Board of Directors of PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC. having consented to the time and place of the annual meeting, the meeting was held on February 8th 2007 at 6:00 p.m.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the following persons are hereby elected to the offices shown, to serve until the next Annual Meeting of the Board of Directors or until their respective successors are duly elected and qualified:

President
Vice President
Secretary
Treasurer

No further business having been brought before the meeting, upon motion duly made, seconded and unanimously adopted, the meeting was adjourned.



CHRISTOPHER A. DANIEL
Secretary

RELINQUISHMENT OF CONTROL BY DEVELOPER

Pursuant to Article IV of the ByLaws of PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC. and Article IV of the Declaration of Covenants, Conditions, Restrictions and Easements for PINEVIEW ESTATES SUBDIVISION, the Developer, Pineview Estates, LLC, hereby relinquishes its control of PINEVIEW ESTATES HOMEOWNERS ASSOCIATION, INC. and its right to appoint Directors.

This the 9th day of February, 2007.

"Developer"

PINEVIEW ESTATES, LLC



Christopher A. Daniel, Managing Member