

BYLAWS

OF

HARRISON POINTE HOME OWNERS' ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

1.1 Association: "Association" shall mean and refer to Harrison Pointe Home Owners' Association, Inc., a non-profit corporation organized and existing under the laws of the State of Georgia.

1.2 The Properties: The "Properties" or "Property" shall mean and refer to all such existing Properties and additions thereto as are subject to the Declaration or any Supplemental Declaration as described in the Declaration of Restrictions, Conditions, Limitations, Reservations, Easements, Rights, and Privileges as recorded in Deed Book \_\_\_\_\_, Page \_\_\_\_\_, in the office of the Clerk of Superior Court of Glynn County, Georgia, (the "Declaration" which is incorporated herein with all its definitions and terms) and as recorded on a plat of Harrison Pointe Subdivision recorded in Plat Drawer \_\_\_\_\_, Map # \_\_\_\_\_, Clerk's Office, Glynn Superior Court, and such other additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation, addition, merger or otherwise.

1.3 Common Properties: "Common Properties" and "Common Area" shall mean and refer to those areas of land shown on any recorded plat of the Properties and intended to be devoted to the common use and enjoyment of the owners of the Properties, including, but not limited to, open space recreation or park areas, streets, planting and landscaping areas, utilities, easement rights, structures and personal property incident thereto and further including any property conveyed by Developer or others and designated as Common Properties or dedicated or intended to be devoted to the common use and enjoyment of the owners of the property.

1.4 Address: The address of the registered office of the corporation shall be 200 Plantation Chase, St. Simons Island, Georgia 31522, and its registered agent at such address is M. Frank DeLoach, III.

1.5 Owner: "Owner" shall mean and refer to the record holder of the fee simple title to any Lot, whether one (1) or more persons or entities. The term shall not include those having an interest merely as security for the performance of an obligation.

1.6 Lot: "Lot" shall mean and refer to any plot of land shown upon any recorded plat map of The Properties with the exception of Common Properties as heretofore defined.

## ARTICLE II

### LOCATION

3.1 Membership: Every person or entity who is a record owner of a fee or undivided fee interest in any lot, which is subject by covenant of record to assessment by this corporation and/or directors, shall be a member of this corporation, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any lot.

3.2 Assessments: The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by Article VI of the Declaration of Restrictions, Conditions, Limitations, Reservations, Easements, Rights, Privileges to which The Properties are subject as recorded in the office of the Clerk of Superior Court of Glynn County, Georgia, in Deed Book \_\_\_\_\_, Page \_\_\_\_\_, and subsequent pages, dated \_\_\_\_\_, as the same now exists, or may hereafter be amended, which said provisions are incorporated herein and made a part hereof by reference thereto (the "Declaration").

3.3 Suspension: The membership rights of any person whose interest in The Properties is subject to assessment, whether or not he be personally obligated to pay such assessments, may be suspended by action of the directors during the period when the assessments remain unpaid; but upon payment of such assessments, his rights and privileges shall be automatically restored. If the directors have adopted and published the rules and regulations governing the use of the Common Properties and facilities and the personal conduct of any person thereon, as provided in Article IX, Paragraph 1 hereof, they may, in their discretion suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

## ARTICLE IV

### VOTING RIGHTS

4.1 Voting Rights: The Association shall have two classes of voting membership which shall be as follows:

4.2 Class A: Class A members shall be all those Owners as defined in Section 3.1. Class A members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership by Section 1 of this Article. When more than one person holds such interest or interest in any lot, all such persons shall be members and the votes for such lot shall be exercised as they,

among themselves, determine; but in no event shall more than one (1) vote be cast with respect to any such Lot.

4.3 Class B: The Class B members shall be Developer, his successor or assign. The right of Developer to assign Class B membership must be incident to a total assignment of all right, power and privilege, liability and obligation of Developer, which Developer retains at the time of assignment, and may not be assigned separately from such complete assignment. The Class B member shall be entitled to four (4) votes for each Class A member vote outstanding from time to time, PROVIDED, HOWEVER, the Class B membership shall cease to exist on the earlier of the following events: (a) Developer, its successor or assign, delivering a written termination of the Class B membership to the Association at any time; or, (b) At 11:59 P.M. on May 1, 2002. Upon such event of termination, the Class B membership shall terminate and no longer continue to exist unless by Amendment to this Declaration.

#### ARTICLE V

##### PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

5.1 Rights: Each member shall be entitled to the use and enjoyment of the Common Properties and facilities as provided by deed of dedication and Article V of the Declaration of Restrictions applicable to The Properties.

5.2 Delegation: Any member may extend his rights of enjoyment in the Common Properties and facilities to any of his tenants who occupy any portion of the property. Such member shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Section 3.3 of these Bylaws to the same extent as those of the member.

#### ARTICLE VI

##### ASSOCIATION PURPOSE AND POWERS

6.1 Purposes: The Association has been organized for the following purposes: To promote the health, safety and welfare of the residents within The Properties and for this purpose to: own, acquire, build, operate and maintain common areas, recreation facilities, streets, parking areas, utilities, security structures, including buildings, structures, personal property incident thereto, hereinafter referred to as the "Common Properties"; (b) provide exterior maintenance for lots and improvements within the "Properties"; (c) provide garbage and trash collection; (d) to provide fire, police and security protection; (e) to maintain

Unkept lands or trees; (f) to supplement municipal services and to provide or acquire utility services; (g) to fix, levy, collect and enforce assessments (or charges) to be levied against the property owners; (h) enforce all covenants, restrictions, and agreements applicable to the property; (i) to pay taxes, if any, on the "Common Properties" and facilities; (j) to grant licenses and easements to governmental agencies and utility companies or other companies; (k) to provide a vehicle for owners to advance ideas, proposals, express opinions, and make recommendations concerning problems of the members; (l) to provide architectural control of the lots and structures constructed thereon; (m) to regulate traffic and other activities or matters; and (n) insofar as is permitted by law, to do any other thing, act or undertaking, as in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the Owner of the "Properties."

6.2 Addition: Addition to the property described in Article III of the Articles of Incorporation may be made only in accordance with the provision of the recorded covenants and restrictions applicable to said Properties. Such additions, when properly made, under the applicable covenants, shall extend the jurisdiction, functions, duties and membership to the corporation to such properties and their owners. Additions shall be added by the same vote as required for mergers.

6.3 Mergers: Subject to the provisions of the recorded covenants and restrictions applicable to the Properties described in Section 1.2, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall be the assent of 75% of a quorum of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members thirty (30) days in advance and shall set forth the purpose of the meeting.

6.4 Dedication: The corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

## ARTICLE VII

### BOARD OF DIRECTORS

7.1 Number: The affairs of the corporation shall be controlled, administered and managed by the Board of Directors hereinafter referred to as "Directors") which shall be composed of not less than three (3) nor more than nine (9) Directors, who need not be members of the corporation. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors for the term of one (1) year. The

number of directors shall be increased in accordance with the provisions for amending these Bylaws as hereinafter set forth.

7.2 Vacancies: Vacancies in the Board of Directors shall be filled by the remaining Directors, any such appointed Director to hold office until his successor is elected by the members, who make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose.

## ARTICLE VIII

### ELECTION OF DIRECTORS

8.1 Method of Election: Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to The Properties. The names receiving the largest number of votes shall be elected.

8.2 Nominations: Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the Standing Committees of the Association.

8.3 Nominating Committee: The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting.

8.4 Method of Nomination: The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members as the Committee in its discretion shall determine. Nominations shall be placed on a written ballot as provided in Section 8.5 and shall be made in advance of the time fixed in Section 8.5 for the mailing of such ballots to members.

8.5 Ballots: All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for a write-in vote by the members for each vacancy. Such ballots shall be prepared by and mailed by the Secretary to the members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections).

B.6\_Voting\_Method: Each member shall receive as many ballots as he has votes. Notwithstanding that a member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and the members shall be advised that, because of the verification procedures of Section B.7, the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if the member or his proxy is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the ballot or ballots contained therein. The ballots shall be returned to the Secretary at the following address: 200 Plantation Chase, St. Simons Island, Georgia 31522.

B.7\_Election\_Committee: Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the annual or other special meeting at which the elections are to be held. On that day, the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an Election Committee which shall consist of five members appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall:

(a) establish that the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the member or his proxy identified on the outside envelope containing them; and

(b) that the signature of the member or his proxy on the outside envelope is genuine; and

(c) if the vote is by proxy that a proxy has been filed with the Secretary as provided in Section 14.2, and that such proxy is valid.

Such procedure shall be taken in such manner that the vote of any member or his proxy shall not be disclosed to anyone, even the Election Committee.

The outside envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the members present, the ballots and outside envelopes shall be destroyed.

ARTICLE IX

POWERS AND DUTIES OF  
BOARD OF DIRECTORS

9.1 Powers: The Board of Directors shall have power:

(a) To call special meeting of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (¼) of the voting membership, as provided in Section 13.2.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments or charges referred to in Section 3.2.

(d) To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members and their guests thereon.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the covenants.

(f) To maintain the Book of Resolutions.

(g) In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

9.2 Duties: It shall be the duty of the Board of Directors:

(a) To 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 is requested in writing by one-fourth (¼) of the voting membership, as provided in Section 13.2.

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

(c) As more fully provided in Article VI of the Declaration of Restrictions applicable to The Properties:

(1) To fix 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, at the same time;

(2) To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and at the same time;

(3) To send written notice of each assessment to every owner subject thereto;

(4) To maintain the Book of Resolutions.

(d) To issue, or cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

## ARTICLE X

### DIRECTORS' MEETINGS

10.1 Regular Meeting: The regular meeting of the Board of Directors shall be held on the first Monday in the months of January, March, July and October, provided that the Board of Directors may by resolution change the day and hour of holding such regular meeting.

10.2 Notice: Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday, and no notice thereof need to given.

10.3 Special Meetings: Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two directors after not less than three (3) days' notice to each director.

10.4 Transaction of Business: The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present, and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.



10.5 Quorum: The majority of the Board of Directors shall constitute a quorum thereof.

## ARTICLE XI

### OFFICERS

11.1 Officers: The officers shall be a president, a secretary and a treasurer. The directors may elect a vice president. The president shall be a member of the Board of Directors.

11.2 Appointment: The officers shall be chosen by majority vote of the directors.

11.3 Term: All officers shall hold office during the pleasure of the Board of Directors.

11.4 President: The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

11.5 Vice President: The vice president, if any, shall perform all the duties of the president in his absence.

11.6 Secretary: The secretary shall be ex-officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members.

11.7 Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such fund as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the president or vice president.

11.8 Annual Audit: The treasurer shall keep proper books of account and cause an audit of the Association books to be made upon the request of the Board of Directors.

ARTICLE XII

COMMITTEES

12.1 Committees: The Standing Committees of the Association shall be:

The Nominations Committee  
The Maintenance Committee  
The Architectural Control Committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors for board contact. The committees shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

12.2 Nominations Committee: The Nominations Committee shall have the duties and functions as described in Article VIII.

12.3 Maintenance Committee: The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties and Facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

12.4 Architectural Control Committee: The Architectural Control Committee shall have the duties and functions as described in Article II of the Declaration applicable to The Properties. It shall watch for any proposals, programs, or activities which may adversely affect the value of The Properties and shall advise the Board of Directors regarding Association action on such matters.

12.5 Subcommittees: With the exception of the Nominations Committee and the Architectural Control Committee (but then only as to those functions that are governed by the Declaration of Covenants and Restrictions applicable to The Properties), each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

12.6 Duties: It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director, or officer of the Association as is further concerned with the matter presented.

## ARTICLE XIII

### MEETINGS OF MEMBERS

13.1 Annual Meeting: The regular annual meeting of the members shall be held on the Second Monday of January in each year, at the hour of 5:15 p.m. If the day for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

13.2 Special Meetings: Special meetings of the members for any purpose may be called at any time by the President the Vice President, the Secretary or the Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth (¼) of all the votes of the entire membership or who have a right to vote one-fourth (¼) of the votes of the Class A membership.

13.3 Notice: Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided, however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

13.4 Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifty (50%) percent of the votes of each class of membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties shall require a quorum as therein provided.

## ARTICLE XIV

### PROXIES

14.1 Proxy: At all corporate meetings of members, each member may vote in person or by proxy.

14.2 Form and Expiration: All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his home or other interest in The Properties.

ARTICLE XV

BOOKS AND PAPERS

15.1 Inspection: The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member or members.

ARTICLE XVI

CORPORATE SEAL

16.1 Seal: The Association shall have a seal in circular form, having within its circumference the words: "HARRISON POINTE DEVELOPMENT CO. Corporation Seal, Georgia"; and shall be in the following form:

ARTICLE XVII

AMENDMENTS

17.1 Amendments: These Bylaws may be amended, at a regular or special meeting of the members, by a vote of majority of a quorum of each class of members present in person or by proxy, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further, that any matter stated herein to be or which is in fact governed by the Covenants and Restrictions applicable to The Properties may not be amended except as provided in such Covenants and Restrictions.

17.2 Conflict: 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 Covenants and Restrictions applicable to The Properties referred to in Section 1 and these Bylaws, the Covenants and Restrictions shall control.

17.3 Indemnification and Compensation of Officers and Directors:

(a) Indemnification: Each Director and each Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses were incurred. However, no indemnification shall be paid to a director or officer who is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties.