

**AMENDED AND RESTATED
BYLAWS OF
WATERFALL PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I

IDENTIFICATION, OFFICES, SEAL, AND FISCAL YEAR

SECTION 1.1 – NAME

The name of the Corporation is Waterfall Property Owners Association, Inc., a Georgia nonprofit corporation formed pursuant to the provisions of the Georgia Nonprofit Corporation Code ("the Code").

SECTION 1.2 – OFFICES

The registered agent and office of the Corporation are Moore & Reese, 2987 Clairmont Road, Suite 350, Atlanta, Georgia 30329. The principal office of the Corporation is located at 1100 Northmeadow Parkway, Suite 114, Roswell, Georgia 30329. The Corporation may have such other agents and offices within the State of Georgia as the Board of Directors may determine from time to time.

SECTION 1.3 – SEAL

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the word "seal" enclosed in parentheses or scroll, shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or her or by his or her assistants on the membership certificates and other appropriate papers.

SECTION 1.4 – FISCAL YEAR

The fiscal year shall begin January 1 of each year and shall end on December 31 of each year.

ARTICLE II

MEMBERS

SECTION 2.1 - MEMBERSHIP

Every Owner shall automatically be a member of the Association and such membership shall terminate only as provided in these Bylaws or in the Declaration of Covenants, Conditions, and Restrictions for Waterfall at Lake Burton covering that Owner's property and recorded in the

Rabun County Records, now or as hereafter amended. "Owner" shall mean the record owner, whether one or more persons or entities, of the fee simple title to any Lot upon which a permanent home has been constructed and is occupied in accordance with the aforementioned Declaration of Covenants, Conditions, and Restrictions for Waterfall at Lake Burton; provided, however, that where fee simple title has been transferred and is being held merely as security for the repayment of a loan, the person or entity who would own the Lot in fee simple if such loan were paid in full shall be considered the Owner.

SECTION 2.2 - VOTING RIGHTS

Members shall be entitled to one vote for each Lot in which they hold the interest required for membership in Section 2.1. When more than one person holds such interest, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Voting rights shall be automatically suspended as to any Lot for which all membership assessments as provided in these Bylaws have not been fully paid within thirty days of the due date thereof.

SECTION 2.3 – CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which certificates if issued shall be in such form as may be determined by the Board. Such certificates if issued shall be signed by the President or a Vice-President and by the Secretary or an assistant Secretary, and shall be sealed with the seal of the Corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate is lost, mutilated or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

SECTION 2.4 – ISSUANCE OF CERTIFICATES

When a member has qualified for membership and has paid such assessment as may then be required, a certificate of membership may be issued in the member's name and delivered to the member by the Secretary.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 3.1 - ANNUAL MEETING

The annual meeting of members of the Corporation shall be on such date and time during the final quarter of the fiscal year of the Corporation as from time to time may be fixed by the Board of Directors.

SECTION 3.2 - PLACE OF MEETING

Annual or special meetings of members shall be held within the state of Georgia, at such place as may from time to time be fixed by the Board of Directors or as may be specified in the notice of said meetings.

SECTION 3.3 - SPECIAL MEETINGS

Special meetings of the members may be called at any time by the President, the Board of Directors, or any holder or holders of at least one-third of the outstanding voting rights of the Corporation upon not less than ten nor more than fifty days' notice, either mailed to the last known address or personally given to each member. Notice of a special meeting may be waived by instrument in writing executed before or after the meeting. Attendance at such meeting in person or by proxy shall constitute a waiver of notice thereof.

SECTION 3.4 - NOTICE OF PURPOSE OF SPECIAL MEETING

Notice of any special meeting of members shall state the purposes for which the meeting is called.

SECTION 3.5 - QUORUM

At all meetings of members, one-third of the outstanding voting rights shall constitute a quorum for the transaction of business, and no resolution or business shall be transacted without the favorable vote of the holders of a majority of the voting rights represented at the meeting and entitled to vote. A majority of the voting rights represented at the meeting may adjourn from day to day, and shall announce the time and place to which the meeting is adjourned if they do so adjourn the meeting.

SECTION 3.6 - CONSENT IN LIEU OF MEETING

Any action to be taken at a meeting of the members of the Corporation, or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 3.7 - PROXIES

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or its duly authorized agent or attorney in fact. No proxy shall be valid after 90 days from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV

DIRECTORS

SECTION 4.1 - MANAGEMENT VESTED IN BOARD OF DIRECTORS

Subject to these Bylaws, or any lawful agreement between the members, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Corporation to the full extent permitted by Georgia law.

In accordance with the Articles of Incorporation of the Corporation, the Board of Directors shall manage the affairs of the Corporation and have every right, power and privilege authorized or implied herein and under Georgia law to effectuate such responsibilities. Unless otherwise required by the Declaration of Covenants, Conditions, and Restrictions for Waterfall at Lake Burton or the Georgia Nonprofit Corporation Code, the Board of Directors may perform all of its responsibilities without a vote of the Corporation membership. The Board of Directors may delegate any and all of its functions, in whole or in part, to any other entity. Directors shall discharge their duties and their conduct shall be evaluated in accordance with the business judgment rule as set forth in the Georgia Nonprofit Corporation Code. In addition to the duties imposed by the Articles of Incorporation and these Bylaws, the Board of Directors shall have the power to do the following (by way of explanation and not limitation): prepare and adopt an annual budget and establish the contribution from each Owner to the Common Expenses as provided in the Declaration of Covenants, Conditions, and Restrictions for Waterfall at Lake Burton; establish the means and methods of collecting assessments and penalties for failure to pay assessments as provided in the Declaration of Covenants, Conditions, and Restrictions for Waterfall at Lake Burton; deposit Corporation funds in a financial depository or institution that the Board of Directors shall approve, or otherwise invest the proceeds in accordance with any limitations set forth in the Georgia Nonprofit Corporation Code, and use such funds to administer the Corporation; and to designate the signatories of all Corporation bank and other financial accounts.

SECTION 4.2 -NUMBER, TERMS, AND QUALIFICATION

The Board of Directors shall consist of not less than three nor more than seven members, as may specifically be decided from time to time by the Board of Directors, who shall be elected at an annual meeting of the members and serve for a term of one year and until their successors are elected and qualified.

The size of the Board of Directors may be increased by resolution of either the members of the Corporation or the Board of Directors. Upon the creation of new positions on the Board of Directors, said positions shall be filled by the body creating the positions. Directors elected to fill the positions will serve until the next annual meeting, or until their successors are elected and qualify.

A majority of the Directors shall be Owners of an existing home or home under construction within the Waterfall Subdivision.

SECTION 4.3 - DIRECTORS TO FILL VACANCIES ON THE BOARD

The Board of Directors may fill the place of any Director which may become vacant prior to the expiration of his or her term, and may appoint Directors to fill any vacancy created by an increase in the number of Board members, such appointment by the Board of Directors to continue until the expiration of the term of the Director whose place has become vacant.

SECTION 4.4 - MEETINGS OF BOARD OF DIRECTORS

The Board of Directors shall meet annually, without notice, at the same place as and following the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Special meetings of the Directors may be called any time by the President or by any two Directors, on two days' notice, which notice shall specify the time and place of the meeting. Notice of any such meeting may be waived by instrument in writing executed before or after the meeting. Attendance in person at such meeting shall constitute a waiver of notice thereof, except where a Director attends a meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 4.5 – TELEPHONE CONFERENCE MEETINGS

Unless the Articles of Incorporation otherwise provide, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

SECTION 4.6 - CONSENT IN LIEU OF MEETING

Any action to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

SECTION 4.7 – QUORUM AND REQUIRED VOTE

A majority of the Directors shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting. If the size of the Board of Directors at any time, as a result of the removal or resignation of one or more of its members, does not comply with Section 4.2, the remaining Directors may continue to transact business

pursuant to this Section provided that, within 90 days of the date of such removal or resignation, all vacancies are filled such that the size of the Board of Directors complies with the provisions of Section 4.2.

SECTION 4.8 - REMOVAL OF DIRECTOR

Any Director may be removed from office, with or without cause, upon the majority vote of the members, at a meeting with respect to which notice of such purpose is given.

SECTION 4.9 - COMPENSATION

Directors shall receive no compensation except for reimbursement for reasonable expenses incurred in the performance of their duties.

SECTION 4.10 - INDEMNIFICATION

The Directors of the Corporation shall be indemnified by the Corporation for all actions taken in pursuance of their duties as Directors, except such actions that constitute gross negligence.

ARTICLE V

COMMITTEES

SECTION 5.1 - COMMITTEES OF THE BOARD

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of at least one or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

SECTION 5.2 – ARCHITECTURAL REVIEW COMMITTEE

The Board of Directors shall have the authority to establish and maintain an "Architectural Review Committee" ("ARC") consisting of not less than three and not more than five members. A majority of members of the ARC shall be Owners of an existing home or home under construction within the Waterfall Subdivision.

SECTION 5.3 – OTHER COMMITTEES

Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise

provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

ARTICLE VI

OFFICERS

SECTION 6.1 - OFFICERS ELECTED BY BOARD OF DIRECTORS

The Officers of the Corporation shall consist of a President, a Secretary and a Treasurer. The same person may serve simultaneously as both Secretary and Treasurer. The Officers shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualifies. An Officer may be elected to succeed himself or herself in office.

SECTION 6.2 - PRESIDENT

The President shall be the chief executive officer of the Corporation and shall have general and active management of the operation of the Corporation. He or she shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation, general and active management of the financial affairs of the Corporation, and shall execute bonds, mortgages and other contracts under the seal of the Corporation.

SECTION 6.3 - SECRETARY

The Secretary shall keep minutes of all meetings of the members and directors and have charge of the minute book and seal of the Corporation, and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the President or the Board of Directors.

SECTION 6.4 - TREASURER

The Treasurer shall be charged with the management of the financial affairs of the Corporation and shall have the power of recommending action concerning the Corporation's affairs to the President and the Board of Directors.

SECTION 6.5 - ASSISTANTS TO SECRETARY AND TREASURER

Assistants to the Secretary and Treasurer may be appointed by the President and shall have such duties as shall be delegated to them by the President or the Board of Directors.

SECTION 6.6 - VICE PRESIDENTS

The Corporation may have one or more Vice Presidents, elected by the Board of Directors, who shall perform such duties as may be delegated by the President or the Board of Directors.

SECTION 6.7 - PAYMENT OF OFFICERS

Officers shall receive no compensation except for reimbursement for reasonable expenses incurred in the performance of their duties.

SECTION 6.8 - REMOVAL

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

SECTION 6.9 - VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII

CONTRACTS, DEEDS, CHECKS, DEPOSITS AND GIFTS

SECTION 7.1 - INSTRUMENTS EXECUTED BY PRESIDENT

The President of the Corporation is hereby authorized to enter into, execute and deliver any agreements, contracts, deeds or other instruments in the name of the Corporation, as long as such instruments are pursuant to the purposes of the Corporation, without such documents being countersigned by any other Officer of the Corporation.

SECTION 7.2 - LOANS AND EVIDENCES OF INDEBTEDNESS

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or conformed to specific instances, and any evidence of indebtedness authorized by the Board of Directors shall be signed by the President.

SECTION 7.3 - CHECKS, DRAFTS OR ORDERS FOR PAYMENT OF MONEY

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officers and/or

agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 7.4 - DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited by the Treasurer from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

SECTION 7.5 - GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

SECTION 8.1 - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent and attorney, for any proper purpose at any reasonable time.

SECTION 8.2 - AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors of the Corporation or by majority vote of the members, provided, however, that the members may provide by resolution that any Bylaw provisions repealed, amended, adopted or altered by them may not be repealed, amended, adopted or altered by the Board of Directors.

SECTION 8.3 - DISPOSITION OF PROPERTY

In the event this Corporation should terminate, all assets and property or interests in property owned by the Corporation shall be conveyed to another Georgia nonprofit corporation that is organized for the purpose of governing, managing, and maintaining the property owned by this Corporation for the benefit of all members as defined herein, consistent with the Articles of Incorporation.

Read, approved, agreed to and adopted by the undersigned on behalf of the Board of Directors of the Corporation this 19th day of July, 2016.



Ian Lundberg, Secretary