

JADE POINT HOMEOWNERS ASSOCIATION, INC.

MINUTES
OF
ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS

Pursuant to Section 55A-2 of the General Statutes of North Carolina, the undersigned, being all of the members of the Board of Directors of JADE POINT HOMEOWNERS ASSOCIATION, INC., a North Carolina not for profit corporation (the "Association"), do hereby adopt, approve and authorize the actions set forth below as of 6:00 p.m. on August 4, 2015, at the principal office of the Association.

1. RESOLVED, that the following individuals are appointed as directors of the Association, to serve until the first Annual Meeting of Members (or special meeting in lieu thereof) at which their successors shall be chosen:

Donald D. Long
Wesley C. Long

2. RESOLVED, that the following individuals are appointed to the offices set forth beside their names to serve until the first Annual Meeting of Members (or special meeting in lieu thereof) at which their successors shall be chosen:

Wesley C. Long : President and Secretary
Donald D. Long: Vice President, Treasurer

3. RESOLVED, that the Articles of Incorporation of JADE POINT HOMEOWNERS ASSOCIATION, INC. granted by the Secretary of State of North Carolina on December 31, 2007 are hereby adopted and approved as the Articles of Incorporation of the Association, and the Secretary of the Association is hereby directed to insert a copy thereof in the minute book of the Association. A copy of said Articles of Incorporation, together with the Certificate of the Secretary of State shall be attached hereto as Exhibit A.

4. RESOLVED, that the By-Laws presented to the Directors, a copy of which is attached hereto as Exhibit B, are hereby adopted and approved as the by-laws of the Association, and the Secretary of the Association is directed to place a copy thereof in the minute book of the Association.

5. RESOLVED, that the form of the seal of the Association, the impression of which appears on the margin of these minutes, is hereby adopted and approved as the seal of the Association; provided, however, that the adoption of this seal shall not prohibit the use of such other seal as permitted by the By-Laws of the Association.

6. RESOLVED, that the fiscal year of the Association shall be a calendar year.

7. RESOLVED, that to be determined is designated as the banking depository for the funds of the Association.

8. RESOLVED, that the Association through its duly appointed and elected officers and employees shall be authorized to conduct business in such locations as are deemed

advisable by the Board of Directors, and that the Association's officers are empowered to bind the Association contractually in the general pursuit of the business to be conducted by the Association.

9. RESOLVED, that the officers of the Association are authorized, empowered and directed to execute and deliver such documents, instruments certificates and notices and to do and perform any and all such further things which such officers, in their sole and unlimited discretion, shall deem necessary or proper for the purpose of effectuating and carrying out the intent of the foregoing resolutions and actions, and the Board of Directors hereby ratifies and confirms any such actions.

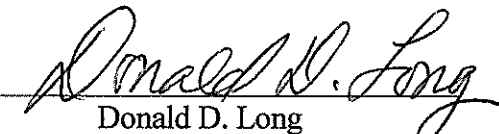
10. RESOLVED, that the Board of Directors authorizes the hiring of employees or contractors to perform the operations of the Association, including but not limited to attorneys, accountants, and maintenance contractors, to receive compensation to be determined by the Board.

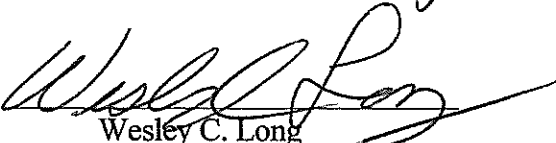
11. RESOLVED, that the Board of Directors approves the filing of Form SS-4 with the Internal Revenue Service to obtain an employer identification number, and the filing of any other necessary or appropriate forms with the Internal Revenue Service and the North Carolina Department of Revenue.

12. RESOLVED, that the Association commenced operations on August 3, 2015, and all acts heretofore done for and on behalf of the Association by Donald D. Long and Wesley C. Long, and its incorporator and the law firm of Margaret Ann Garner, Attorney At Law, 301 Maple Lane, Morehead City, NC 28557, are hereby ratified and affirmed in each and every respect.

13. RESOLVED, that the Board of Directors approves the calling of a special meeting of Members of the Association for the purposes of electing directors and officers of the Association and for any other matter which the Board of Directors shall determine appropriate.

IN WITNESS WHEREOF, the undersigned Board of Directors of JADE POINT HOMEOWNERS ASSOCIATION, INC. have adopted, approved and ratified the foregoing resolutions as of the 4th day of August, 2015, and by the execution of these minutes waive any and all formalities of meeting, including, but not limited to, notice, time, date, place and purpose of the meeting.


Donald D. Long


Wesley C. Long

**Minutes and Bylaws for
Jade Point Home Owners Association Inc**

Beaufort, NC

Bylaws of
Jade Point Homeowners Association Inc.
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BYLAWS OF
JADE POINT HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
Identification

1.1. Name. This nonprofit corporation shall be known as JADE POINT HOMEOWNERS ASSOCIATION, INC. (herein called the "Association") and shall be organized and maintained as a nonprofit corporation under the laws of the State of North Carolina, including the Non-Profit Corporation Act of North Carolina (G.S. 55A) and section G.S. 47F-1-102(c) of the North Carolina Planned Community Act.

1.2. Definitions. The words and phrases used in these Bylaws shall have the same meaning as set forth in the Restrictive Covenants of Jade Point Subdivision of record in Book ___, Page ___, Carteret County Registry, and any amendments thereto (herein called the "Declaration") unless the context shall indicate otherwise. "Corporation Documents" shall mean the Articles of Incorporation, these Bylaws, the Declaration and any duly adopted resolution of the Association.

1.3. Purpose. The purpose of the Association shall be to regulate and manage the affairs of the residential lots and common areas within the properties which are more particularly defined in the document entitled "Declaration of Covenants, Conditions, Restrictions and Easements of Crystal Shores (herein called the "Declaration") as recorded in Book 747 at Page 737 (and subsequent amendments) in the Office of the Register of Deeds of Carteret County, North Carolina; to promote the health, safety and welfare of the residents within said properties; and to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association as are set forth in the Declaration as the same may hereafter be modified or amended from time to time.

1.4. Offices. (A) The registered office of the Association shall be located at 415 Old Swansboro Road, Newport, North Carolina 28570, located in Carteret County. The mailing address is 415 Old Swansboro Road, Newport, North Carolina 28570. The Board of Directors may change the registered office from one location to another within the named county by notifying the North Carolina Secretary of State and noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

(B) The principal office of the Association shall be located in Carteret County, North Carolina, but need not be identical with the registered office.

(C) The Association may have such other offices, within or outside the County of Carteret, as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the Association.

ARTICLE II
Membership

2.1. Membership. Each "Owner" of a "Lot" within the "Properties" which shall become subject to the provisions of the Declaration, as those terms are defined therein, shall be a member of the Association.

2.2. Application for Membership. Application for membership shall consist of notice to the Association that the applicant has acquired title to a Lot. It shall be the responsibility of each purchaser to notify the Association of acquisition of a Lot and to provide the Association names and addresses of buyers and sellers, property location, settlement agent and settlement date.

2.3. Suspension or Termination of Membership Rights. The membership rights of a member shall not be suspended so long as the person continues to hold title to a fee or undivided fee interest in a Lot, is not in violation of any rule, regulation or other requirement of the Declaration, the Articles or these Bylaws and is not in arrears in payment of any assessment. Such rights as arise because of ownership of any particular Lot shall automatically terminate upon transfer of the Lot.

ARTICLE III *Voting*

3.1. Voting Rights. The Association shall have one class of members. All Owners shall be members, and they shall be entitled to one vote for each Lot owned; provided, however, when more than one person holds an interest in any Lot, all such persons shall hold the membership with regard to such Lot in undivided interests. The vote of such multiple owners of a Lot shall be exercised as they, among themselves, shall determine, but in no event shall any fractional vote be counted or more than one (1) vote be cast with respect to any one (1) Lot.

(A) Multiple-Person Owners: In the event that any Lot is owned by more than one person, and if only one of such persons is present at a meeting of the Association, that person so present shall be entitled to cast the vote for that Lot. If more than one of such persons is present, the vote appurtenant to that Lot shall be cast only in accordance with unanimous agreement of such persons who are owners and such agreement shall be conclusively presumed if any one of them purports to cast the vote appurtenant to that Lot without protest being made forthwith to the person presiding over the meeting by any of the other persons having an ownership interest in the Lot.

(B) Association Votes: If the Association is an Owner, the Association shall cast its votes with the majority of other voters with respect to any Lot it owns, and in any event such votes shall be counted for the purpose of establishing a quorum. In the event of a tie vote, any votes with respect to any Lot owned by the Association shall not be cast.

(C) Voting Certificate: If a member is not a natural person, the vote of such member may be cast by any natural person authorized by such member. Such natural person must be named and a certificate signed by an authorized officer, partner or trustee of such owner and filed with the Secretary; provided, however, that any vote cast by a natural person on behalf of such member shall be deemed valid unless successfully challenged prior to the adjournment of the meeting at which the vote is cast. Such certificate shall be valid until revoked by a subsequent certificate similarly executed and filed with the Secretary.

(D) Proxies: A member may vote either in person or by proxy. Proxies shall be in writing, shall be dated, shall be signed by the member or a person authorized by the member, or in cases where the member is more than one person, by or on behalf of all such persons. A proxy shall be valid only for the particular meeting designated thereon and must be filed with the Secretary of the Association.

Proxies shall be deemed revoked only upon actual receipt of a written revocation by the Secretary or upon actual receipt by the person presiding over the meeting of notice of revocation from the member. Every proxy shall be revocable. A person who votes in person revokes any prior proxy.

(E) Delinquency: After notice and hearing pursuant to the provisions specified in the Declaration, the Board of Directors may impose sanctions, specifically including, but not limited to, prohibiting a member from voting at any meeting of the Association, being elected to serve on the Board of Directors or being appointed to serve on any committee if payment by such member of any financial obligation to the Association is delinquent more than thirty (30) days and the amount necessary to bring the account current has not been paid at the time of such meeting, election or appointment.

(F) Record Date to Determine Members and List of Members. The date for determining which Persons are members and therefore entitled to vote ("Record Date") shall be the close of business on the tenth (10th) day prior to the date of the meeting, unless the Board of Directors shall determine otherwise. The Board of Directors shall not set a Record Date retroactively. At least ten (10) days before each meeting, the Secretary shall make a complete list of members, with the address of each, available for review by the members before and during the meeting. The list shall be current as of the Record Date.

3.2. Voting Procedure: Except for the election of directors as hereinafter provided and other specific exceptions provided in the Declaration, the Articles, or these Bylaws, a majority of the votes of members entitled to be cast by the members present or represented by proxy, separately computed, on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless a greater proportion is required by Chapter 55A of the North Carolina General Statutes. There shall be no right to cumulative vote on any issue brought before the membership of the Association. Voting for the election of directors, matters affecting dissolution of the Association, matters affecting the disbursement of insurance or eminent domain proceeds, or matters which according to the Articles, these Bylaws, the Declaration or North Carolina General Statutes requiring a vote greater than a majority shall be by secret ballots. All other matters will be by voice vote or show of hands unless, prior to the voting, a demand for a ballot vote on such matter is made by any member present.

(A) Secret Ballots: All ballots shall be secretly tabulated except as to votes by proxies. Each ballot shall be kept in confidence and in the possession of the Secretary for the Association. In the case of a tie vote for candidate directors, then the President or his or her designee shall perform a coin toss and the Secretary or his or her designee, prior to said toss of coin, shall set forth which candidate is "Heads" and which candidate is "Tails," and the winner of said toss of coin shall become the winning candidate for said Board vacancy.

ARTICLE IV

Meetings of Members

4.1. Place of Meeting. All meetings of members shall be held at the principal office of the Association or at any place in Carteret County, North Carolina as may be determined by the Board of Directors to be convenient to the members.

4.2. Annual Meeting of Members. The annual meeting of the members of the Association shall be held on the first Saturday of June of each year unless an earlier date is established by a majority of the Board of Directors. Notice of the day, time and place of holding the Annual Meeting shall be delivered (per Article X of this document) to each member not less than 10 days or more than 60 days before the date of such meeting.

4.3. Special Meetings of Members. The Association shall hold a Special Meeting: (1) upon the call of the President; (2) if so directed by a resolution by the Board of Directors; or (3) upon a petition presented to the Secretary and signed by members having at least one-tenth of the votes entitled to be cast at such meeting. Notice of the meeting shall be delivered (per Article X of this document) to each member not less than 10 days nor more than 60 days prior to the date of such meeting, and at such Special Meeting there shall only be considered such business as is specified in the notice of meeting. Notice of a meeting to act on an amendment to the Declaration, the Bylaws, or the Articles of Incorporation, a plan of merger or consolidation or a plan of dissolution of the Association shall be accompanied by a copy of the proposed amendment, plan of merger or consolidation or plan of dissolution.

4.4 Waiver of Notice of Meetings. (A) Whenever any notice is required to be given of any meeting of the Association, a waiver thereof in writing signed by a member entitled to such notice, whether given before or after the meeting, shall be the equivalent to the giving of such notice to that member and such waiver shall be delivered to the Secretary.

(B) A member who attends a meeting shall be conclusively presumed to have received timely and proper notice of the meeting or to have duly waived notice thereof unless such member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened and so notifies the person conducting the meeting at or prior to the commencement of the meeting or at or prior to the consideration of the matter subject to objection in the case of a Special Meeting.

4.5. Quorum for Members' Meetings. At all meetings of the Association, either regular or special, members holding fifty-one percent (51%) of the votes entitled to be cast represented in person or by proxy shall constitute a quorum, unless a larger quorum is required as stated in 3.2 above. Unless fifty-one percent (51%) or more of the votes entitled to be cast in the election of directors are represented in person or by proxy, the only matters that may be voted upon at an Annual or Regular Meeting of Members are those matters that are described in the meeting notice. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by such presiding officer.

4.6. Order of Business. Unless otherwise specified in the notice of the meeting, the order of business at all meetings of the Association shall be as follows:

- (A) Registering and certifying of proxies and quorum and ballots;
- (B) Proof of notice of meeting;
- (C) Reading of minutes of immediate prior meeting for information and approval, unless a motion to dispense with reading carries;
- (D) Reports of Officers;
- (E) Report of Board of Directors;
- (F) Reports of Committees;
- (G) Election of directors;
- (H) Unfinished business;
- (I) New business;
- (J) Results of election of Directors;
- (K) Adjournment.

ARTICLE V
Board of Directors

5.1. Election Procedures and Qualifications.

(A) Nominating Committee. Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall be appointed by the existing Board of Directors and shall consist of a chairperson, who shall be a member of the elected Board of Directors whose term is not then expired, and at least two (2) other persons who are not currently serving on the Board of Directors. The Nominating Committee shall develop election procedures and administer such procedures as are approved by the Board of Directors providing for election of directors by members at the Annual Meetings, and, where appropriate, at Special Meetings. Members of the Nominating Committee shall serve from the date of their appointment through the close of the Annual Meeting or, where appropriate, the Special Meeting, at which the election of members of the Board of Directors is to be held.

(B) Nominations. Persons qualified to be directors may be nominated for election by the Nominating Committee and their names shall be submitted to the President of the Association and the Board of Directors sixty (60) days before the meeting at which the election is to be held. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but in no event less than the number of vacancies or terms to be filled. The written nominations presented by the Nominating Committee shall be accompanied by a statement signed by the nominees indicating the willingness of such nominees to serve as a director. Additional nominations may be made from the floor at the meeting at which the election is held for each vacancy on the Board of Directors. The nominee must either be present at said meeting and consent to the nomination or have indicated in writing the willingness to serve as a director.

(C) Qualifications. Any natural person, at least 18 years of age, who is a member of the Association in good standing shall be eligible for election as a member of the Board of Directors.

5.2. Number, Term and Qualification. The Board of Directors shall consist of five persons whom shall be elected for staggered two-year terms. If any person elected or appointed to the Board of Directors becomes a non-member or does not otherwise qualify as a member in good standing [per Article III.1.(E)], his position as a director is immediately terminated and a vacancy created. Except for directors elected to fill vacancies (who shall hold office until the expiration of the term of the person they are replacing) or directors appointed by the Board of Directors to fill vacancies (who shall hold office until the next Annual Meeting of the Association), each elected director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected.

5.3. Removal or Resignation. (A) Any director may be removed from office with or without cause by a vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a duly called meeting of the membership. Any director whose removal has been proposed by the members shall be given at least ten (10) days' notice of the time, place and purpose of the meeting and shall be given an opportunity to be heard at the meeting. The notice given to members of such meeting shall state that one of the purposes of the meeting is to remove such director. If any directors are so removed, new directors may be elected at the same meeting to fill the unexpired terms of the directors so removed.

(B) A director may resign at any time by giving notice to the Board of Directors, the President or the Secretary. Unless otherwise specified, such resignation shall take effect upon the receipt thereof and the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy occurring in the Board of Directors caused by any reason other than the removal of a director by the members shall be filled by a majority vote of the remaining directors,

though less than a quorum, or by the sole remaining director. A vacancy caused by an increase in the authorized number of directors shall be filled only by election at an Annual Meeting or at a Special Meeting of the members called for that purpose. The members may elect a director at any time to fill a vacancy for the unexpired term which has not been filled by the directors.

5.5. Powers and Duties of the Board. The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall have all powers necessary for the administration of the affairs of the Association, including, but not by way of limitation, all powers as set forth in Chapter 55A of the North Carolina General Statutes (Non-Profit Corporation Act), as the same may be amended from time to time, and may do all such acts and things except those prohibited by the Articles of Incorporation, these Bylaws or the Declaration or required to be exercised and done by the members. The Board of Directors may delegate to one of its members or to a person employed for such purpose the authority to act on behalf of the Board of Directors on such matters relating to the duties of the managing agent (as defined in Article VII.11 hereof), if any, which may arise between meetings of the Board of Directors as the Board of Directors deems appropriate. In addition to the duties imposed by any other provision of the Corporation Documents or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall perform the following duties and take the following actions on behalf of the Association:

(A) Adopt and amend any reasonable Rules and Regulations not inconsistent with the Corporation Documents.

(B) Keep or cause to be kept a record of all administrative Rules and Regulations adopted by the Board of Directors.

(C) Provide goods and services to the members in accordance with the Corporation Documents, and provide for upkeep of the Community Use Areas.

(D) Adopt an annual budget and make assessments (general or special) against the Owners and the Lots to defray the Common Expenses of the Association, establish the means and methods of collecting such assessments from the Owners and establish the due date for the assessments for Common Expenses.

(E) Borrow money on behalf of the Association when required for any valid purpose; provided, however, no real or personal property of the Association may be mortgaged, pledged, deeded in trust, or hypothecated without at least eighty percent (80%) of all of the members approving of such at a meeting held for such purpose.

(F) Dedicate, sell, or transfer all or any portion of the Community Use Areas to any party, public agency, authority or utility for such purposes as may be agreed upon; provided, however, no such dedication, sale or transfer shall be effective unless an instrument signed by eighty percent (80%) of all of the members agreeing to such dedication, sale or transfer has been recorded in the Carteret County Register of Deeds Office. Provided, however, the Board may grant easements, rights of way or licenses over and through the Community Use Areas owned by the Association pursuant to the Declaration and subject to the restrictions set forth in the Declaration to benefit the subdivision, property near the subdivision or Lots in the subdivision without membership approval.

(G) Act with respect to all matters arising out of any eminent domain proceeding affecting the Community Use Areas or any subdivision Lot as outlined in North Carolina G.S. 47F-1-107.

(H) Acquire, hold and dispose of Lots and mortgage the same subject to the limitations and restrictions contained in the Articles and the Declaration.

(I) Execute plats of re-subdivision and applications for construction permits for the Community Use Areas owned by the Association as may be necessary or desirable in the normal course of the orderly development of the subdivision.

(J) Enforce by legal means the provisions of the Corporation Documents and Rules and Regulations.

(K) Notify the members of any litigation against the Association involving a claim in excess of ten percent (10%) of the amount of the annual budget.

(L) Cause to be performed an audit of the Corporate books upon the request of twenty-five percent (25%) of all of the members.

5.6. Nominating Committee. The Board of Directors shall establish a Nominating Committee as set forth in these Bylaws.

5.7. Architectural Review Committee. The Board of Directors shall appoint three (3) persons to serve on this committee, the purpose of which will be to enforce the standards set forth in the Declarations on all excavations, landscaping, homes and other structures, additions and changes in the subdivision from its natural or improved state. The Board of Directors shall have the right to remove them with or without cause.

5.8. Other Committees. The Board of Directors may create and abolish from time to time such other committees consisting of two (2) or more persons as the Board of Directors may deem appropriate to aid in the administration of the affairs of the Association. Such committees shall have the powers and duties fixed by resolution of the Board of Directors from time to time. The Board of Directors shall appoint the chair of each committee, and may either appoint the other members thereof or leave such appointment to the committee chair.

5.9. Action by Committee Without Meeting. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if consent in writing setting forth the action taken, shall be signed either before or after such action by all of the members of the committee. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with minutes of the committee.

ARTICLE VI

Meetings of Directors

6.1. Regular Meetings. The first (organizational) meeting of the Board of Directors following the Annual Meeting of the Association shall be held within thirty (30) days thereafter at such time and place as shall be determined by a majority of the directors to elect officers and establish the manner of operation of the Board of Directors for the ensuing year. The Association shall publish the names and addresses of all officers and Board of Directors of the Association within thirty (30) days of their election. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors.

6.2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or upon the written request of at least two (2) directors.

6.3. Open Meetings. All meetings of the Board of Directors shall be open to Owners as observers, except that the President or presiding officer may call the Board into executive session on sensitive matters such as personnel, litigation strategy or hearings with respect to violations of the Corporation Documents. Any final action taken by the Board of Directors in executive session shall be recorded in the minutes. The Board of Directors shall provide Lot Owners an opportunity to speak to the Board about their issues or concerns. The Board may place reasonable restrictions on the number of persons who speak on each side of an issue and may place reasonable time restrictions on persons who speak.

6.4. Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director, personally or by mail, facsimile, telegraph or telephone, orally or in writing at least three (3) business days prior to the day named for such meeting. Such notice shall state the place, day and time and, in the case of Special Meetings, the purpose thereof. No notice of the organizational meeting shall be necessary if such meeting is held immediately following the Annual Meeting.

6.5. Waiver of Notice. Any director may at any time, in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. The attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and so notifies the person conducting the meeting at or prior to the commencement of the meeting or at or prior to consideration of the matter subject to objection in the case of a Special Meeting. If all directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

6.6. Quorum. At all meetings of the Board of Directors, a majority of the total number of Directors shall constitute a quorum for the transaction of business, and a majority vote of the Directors while a quorum is present shall constitute the decision of the Board of Directors unless provided otherwise in the Corporation Documents. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn or recess the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice. A Director who participates in a meeting by any means of communication by which all Directors may simultaneously hear each other during the meeting shall be deemed present at the meeting for all purposes.

The unanimous vote of the duly elected Directors shall be required to adopt a resolution to dissolve the Association with an eighty percent (80%) vote of members present or represented by proxy at a Special Meeting as called for that purpose.

6.7. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a contrary vote is recorded or a dissent is otherwise entered in the minutes of the meeting or unless the Director files a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action. A Director may abstain from voting if a conflict of interest exists between the corporate matter under discussion and the abstaining Director.

6.8. Informal Action by Directors. Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

6.9. Hearing Procedure. Except for situations which pose an ongoing danger or health risk to the subdivision or the Owners or otherwise result in an emergency, the Board of Directors shall not impose a fine or penalty, suspend voting or infringe upon other rights of a member or other occupant for violations of the Corporation Documents and Rules and Regulations unless and until the procedures set forth in the Declaration are followed.

ARTICLE VII
Officers, Employees and Agents

7.1. Officers. The officers of the Association shall consist of a President (who shall also serve as Chairman of the Board of Directors), one or more Vice Presidents, the Secretary, the Treasurer, and such Assistant Secretaries, Assistant Treasurers and other officers the Board of Directors from time to time may elect. Any two (2) or more offices may be held by the same person, except that no officer may act in more than one capacity where action of two or more officers is required. The President and Vice President shall be members of the Board of Directors. Any other Officers need not be Directors. The President, Vice President, and Secretary shall always be three distinct individuals. If any officer is unable for any reason to perform the duties of the office, the President (or the Board of Directors if the President fails to do so) may appoint another qualified person to act in such Officer's stead on an interim basis.

7.2. Election and Term. The officers of the Association shall be elected by the Board of Directors. Such elections may be held at any regular or special meeting of the Board. Terms of officers shall be set periodically by the Board of Directors as it sees fit. Except for death, resignation or removal, the Officers shall hold office until their respective successors shall have been elected by the Board of Directors.

7.3. Resignation or Removal. Any Officer may resign by delivering written notice to the Board of Directors. Unless otherwise specified, such resignation shall take effect upon the receipt thereof, and acceptance of such resignation shall not be necessary to make it effective. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board with or without cause.

7.4. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The person appointed to fill a vacancy shall serve for the remainder of the term of the Officer such person replaces.

7.5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall supervise and control the management of the Association in accordance with these Bylaws. The President shall sign, with any other proper officer, any deeds, leases, mortgages, bonds, contracts or other instruments which may be lawfully executed on behalf of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent and, in general, shall perform all duties incident to the office of President and other such duties as may be prescribed by the Board of Directors from time to time. Any signature by the President on any document legally binding the Association must be approved by the Board of Directors prior to said document having a legally binding effect on the Association.

7.6. Vice President. In the absence of the President or in the event of the president's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other Director to act in the place of the President, on an interim basis. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

7.7. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. The Secretary shall give all notices required by law and by these Bylaws; give each Owner notice of each assessment against such Owner's Lot as soon as practicable after assessment is made; provide for each Owner, upon request, a copy of the Rules and Regulations and all amendments thereof. The Secretary shall have general charge of the corporate books, records, and membership records and shall keep, at the registered or principal office of the corporation, a record of members showing the name and address of each member and the lot owned by such member. The Secretary shall sign such instruments as may require a signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

7.8. Assistant Secretaries. In the absence of the Secretary or in the event of the secretary's death, inability or refusal to act, the Assistant Secretaries, in the order of their length of service as Assistant Secretaries, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned them by the Secretary, by the President or by the Board of Directors. Any Assistant Secretary may sign, with the President, any document required to be signed by the Secretary.

7.9. Treasurer. The Treasurer shall have custody of all funds belonging to the Association and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the Association in books especially provided for that purpose; and the Treasurer shall cause true statements of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for each fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Association within three months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member of the Association for a period of seven years and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member upon the written request therefor. The Treasurer, in general, shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President or by the Board of Directors.

7.10. Assistant Treasurers. In the absence of the Treasurer or in the event of death, inability or refusal to act, the Assistant Treasurers, in the order of their length of service as Assistant Treasurers, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the President or by the Board of Directors.

7.11. Other Agents and Employees. The Board of Directors may from time to time appoint such agents, employees and independent contractors as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority, perform such duties (and receive such reasonable compensation, if any) as a majority of the Board of Directors may from time to time determine. To the full extent allowed by law, the Board of Directors may delegate to any Officer or Agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

ARTICLE VIII

Fiduciary Duties

8.1. Execution of Documents. All agreements, contracts, deeds, leases, and other instruments of the Association for expenditures or obligations for Common Expenses shall be executed by any two (2) persons designated by the Board of Directors. Any Officer of the Association may be designated by the Board of Directors to sign on behalf of the Association. No Director or Officer shall sign an Association check on his or her personal behalf. All checks drawn upon reserve accounts, including, but not limited to a Capital Reserve Fund, shall be executed by two (2) persons designated by the Board of Directors.

8.2. Banks and Investments. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Association. Funds of the Association may be retained in part in cash. The Capital Reserve Fund will be invested and reinvested from time to time in such property, real, personal or otherwise, including insured or guaranteed instruments, such as money market funds or certificates of deposits, as the Board of Directors may deem desirable.

8.3. Loans. No loans shall be contracted on behalf of the Association and no evidences in indebtedness shall be issued in its name until authorized by a resolution of the Board of Directors and in agreement with Corporate Documents.

8.4. Conflicts of Interest. (A) Each Director or Officer shall exercise such Director's or Officer's powers and duties in good faith and in the best interests of the Association. No contract or other transaction between the Association and any of its Directors or Officers, or between the Association and any corporation, firm or association (including the Declarant) in which any of the Directors or Officers of the Association are Directors or Officers or are pecuniarily or otherwise interested, is either void or voidable because of such relationship or because any such Director or Officer is present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction or because such Director's or Officer's vote is counted for such purpose if any of the following conditions exist:

(1) the material facts of the transaction and the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof, and the Board authorizes, approves or ratifies such contract or transaction in good faith; or

(2) the common directorate or interest is disclosed or known and the contract or transaction is commercially reasonable to the Association in view of all the facts known to any Director or Officer at the time such contract or transaction is authorized, ratified, approved or executed.

(3) Any common or interested Directors or Officers may be counted in determining the presence of a quorum of any meeting of the Board of Directors, a committee thereof, or the Members which authorize, approve or ratify any contract or transaction, and such Director's vote shall be counted with respect to any matter provided at least one of the conditions set forth in 8.4(A) are met

8.5. Liability and Indemnification.

(A) No Personal Liability. The Directors and Officers of the Association and Members of the committees of the Association shall not be liable to the Association or any Member or Owner for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. Directors and Officers shall have no personal liability with respect to any contract made by them on behalf of the Association. No Member or Owner shall be liable for the contract or tort liability of the Association by reason of ownership or membership therein. Every agreement made by the Board of

Directors, the Officers or the Managing Agent on behalf of the Association shall, if obtainable, provide that the Directors, the Officers or the Managing Agent, as the case may be, are acting only as agents for the Association and shall have no personal liability thereunder.

(B) Indemnification. Any person who at any time serves or has served as a Director, Officer, Employee or Agent of the Association shall have a right to be indemnified by the Association to the fullest extent permitted by law against:

(1) reasonable expenses, including attorney's fees, actually and necessarily incurred by the person in connection with any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Association, seeking to hold the person liable by reason of the fact that the person is or was acting in such capacity, and

(2) reasonable payments made by the person in satisfaction of any judgment, money decree, fine, penalty or settlement for which the person may become liable in any such action, suit or proceeding. The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due the person and giving notice to, and obtaining approval by a majority of the Directors or a majority of the members of the Association if the Board refuses to provide said indemnity. Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

(C) Directors and Officers Liability Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any Person who is or was a Director or Officer of the Association or member of any committee of the Association against any liability asserted against such Person and incurred by such Person in any such capacity or arising out of such Person's status as such, whether or not the Association would have the power to indemnify such Person against such liability under the provisions of this section. Further, the availability of the Association's indemnity shall not relieve any insurer of any liability under an insurance policy held by the Association.

(D) Property and Liability Insurance. The Association shall maintain, to the extent reasonably available, insurance regarding the ownership or use, and any damage or injury to persons or property, of, on, regarding, or affecting the Association or the Community Use Areas and all the facilities therein, as outlined in the Declaration of Covenant.

8.5. Compensation of Directors and Officers. No salary or other compensation shall be paid by the Association to any Director or Officer of the Association for serving or acting as such, but this shall not preclude the payment of salary or other compensation for the performance by such Director or Officer of other services to the Association nor shall it preclude the reimbursement of reasonable, ordinary and necessary expenses incurred in serving or acting as a Director or Officer. Any salary or other compensation to Directors, Officers or Members for services performed for the Association must be approved by the Board of Directors before payment is issued.

ARTICLE IX *Books and Records*

9.1. Maintenance. The Association shall keep books and records as required by Chapter 55A of the

General Statutes of North Carolina. All books and records shall be kept in accordance with generally accepted accounting principles.

9.2. Availability. The books and records of the Association shall be available for examination by the Members, the Owners, their attorneys, accountants, Eligible Mortgage Holders and authorized agents during general business hours on business days at the times and in the manner established by the Board of Directors for the general knowledge of the Owners. The list of Members required by Article III.1. (F) hereof shall be available for inspection for a period of ten (10) days prior to the meeting and at the meeting. Pursuant to the Declaration, all Eligible Mortgage Holders or their representatives shall have the right to examine the books and records of the Association on the same terms and conditions as the Members and Owners. The Board of Directors may fix from time to time a reasonable charge to cover the direct and indirect costs of providing any documents to a Member, Owner or Eligible Mortgage Holder.

9.3. Accounting Report. Within seventy-five (75) days after the end of each fiscal year, the Board of Directors shall make available to Members, Owners and Eligible Mortgage Holders requesting the same, an itemized accounting of the Common Expenses for such fiscal year actually incurred and paid, together with a tabulation of the amounts collected pursuant to the budget adopted by the Board of Directors for such fiscal year, and showing the net amount over or short of the actual expenditures plus reserves.

9.4. Fiscal Year. The fiscal year of the Association shall commence on January 1 and terminate on December 31, unless otherwise determined by the Board of Directors.

9.5. Information. Upon the written request of any holder, insurer or guarantor of any first mortgage on a Lot stating the mortgage holder's, insurer's or guarantor's name and address and the Lot number upon which the mortgage holder holds a mortgage, the Association shall provide timely written notice of the following:

(A) any condemnation or casualty loss that affects a material portion of the Community Use Areas;

(B) any sixty (60) day delinquency in the payment of assessments or charges owed by the Owner of the Lot upon which the mortgage holder holds a mortgage;

(C) any lapse, cancellation, or material modification of any insurance policy or fidelity bond maintained by the Association;

(D) any proposed action that requires the consent of a specified percentage of Eligible Mortgage Holders; and

(E) any Special or Annual Meeting of the Association, with the right of the mortgage holder to designate a representative to attend such meetings.

ARTICLE X

Notices

10.1. Notices. Except as specifically provided otherwise in the Corporation Documents, all notices, demands, bills, statements or other communications under the Corporation Documents shall be in writing and shall be deemed to have been duly given if delivered personally, sent by facsimile, or sent by United States mail, postage prepaid, or if notification is of a default or lien, delivered personally or sent by registered or certified United States mail, return receipt requested, postage prepaid:

(A) if to an Owner, at the address which the Owner shall designate in writing and file with the

Secretary or, if no such address is designated, at the address of the Lot of such Owner;

(B) if to the Association, the Board of Directors or to the Managing Agent, at the principal office of the Association or the Managing Agent or at such other address as shall be designated by notice in writing to the Owners pursuant to this section; or

(C) if to an Eligible Mortgage Holder, at the address indicated by the Eligible Mortgage Holder in a written notice to the Association.

If a Lot is owned by more than one Person, each such Person who so designates an address in writing to the Secretary shall be entitled to receive all notices hereunder; provided, however, notice to one Person who is an Owner shall be sufficient notice and meet all of the notice requirements specified herein. It shall be the responsibility of any Person receiving the notice to notify the other Persons comprising the Owner.

ARTICLE XI

Parliamentary Authority

11.1. Parliamentary Rules. Roberts Rules of Order (latest edition) shall govern the procedure of meetings of the Association when not in conflict with the Articles of Incorporation of this Association, these Bylaws, and the Declaration or with the General Statutes of the State of North Carolina or state or federal law in general.

11.2. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at such meetings. The President may appoint a Parliamentarian at any meeting of the Association.

11.3. Parliamentary Rules. Roberts Rules of Order (latest edition) shall govern the procedure of meetings of the Association when not in conflict with the Articles of Incorporation of this Association, these Bylaws, and the Declaration or with the General Statutes of the State of North Carolina or state or federal law in general.

11.4. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at such meetings. The President may appoint a Parliamentarian at any meeting of the Association.

ARTICLE XII

Amendments

12.1. Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws adopted in the following manner:

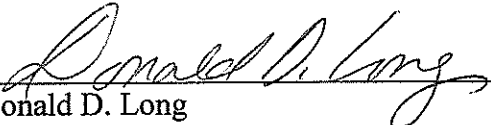
(A) Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by members of the Association having twenty-five percent (25%) of the votes entitled to be cast at a meeting of the membership, whether meeting as members or by instrument in writing signed by them.

(B) Upon any amendment to these Bylaws being proposed by said Board of Directors or members, such proposed amendment shall be transmitted to the President of the Association, or other officer of the Association in the absence of the President, who shall thereupon call a Special Joint Meeting of the Board of Directors of the Association and the membership for a date not sooner than ten (10) days or later than sixty (60) days from receipt by such Officer of the proposed amendment and it shall

be the duty of the Secretary to give each member written notice of such meeting in the same form and in the same manner as notice of the call of a Special Meeting of the members is required as herein set forth.

(C) In order for such amendment to become effective, it must be approved by a majority vote of the entire Board of Directors and by an affirmative vote of sixty-seven percent (67%) of the members present or represented by proxy at such meeting; provided, however, that no amendment of these Bylaws may alter the Declaration in any respect.

These By-laws of JADE POINT HPMEOWNERS ASSOCIATION, INC. are hereby adopted this ____ day of August, 2015.



Donald D. Long

Wesley C. Long