

BY-LAWS
OF
STABLEWOOD PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

Name and Location

Section 1. Name and Location. These are the By-Laws of and for the Mississippi nonprofit corporation named:

STABLEWOOD PROPERTY OWNERS ASSOCIATION, INC.

Said corporation is referred to herein at times "Association." The principal office of the Association is at 232 Second Street, Columbia, MS 39429.

ARTICLE II

Definitions

Section 1. Definitions. Unless a different meaning is apparent from the context, all other expressions used herein shall have the same meaning as they are defined to have in the Declaration, except that the word "herein" as used in these By-Laws, shall mean in these By-Laws.

- (a) Board of Directors. "Board of Directors", as used herein, means the Board of Directors of the Association.
- (b) Charter. "Charter", as used herein, means the Articles of Incorporation of the Association.
- (c) President, Vice President, Secretary and Treasurer. The words "President", "Vice President", "Secretary" and "Treasurer", as used herein, mean respectively, the President, Vice President, Secretary and Treasurer of the Association.
- (d) Subdivision. The word "subdivision", as used herein, means that certain community known generally as "STABLEWOOD" being developed by the Declarant in Harrison County, Mississippi.
- (e) Incorporators. The word "incorporators", as used herein, means those persons listed in the charter filed with the Mississippi Secretary of State.
- (f) Common Areas. The word "common areas" shall mean all areas designated and/or indicated as common area, buffer, island, median, etc. per plat on file in Plat Book(S) 46 & 48, Page(s) 20 & 1, respectively, in the office of the Chancery Clerk for the First Judicial District of Harrison County, Mississippi.

(g) Declaration. The word "declaration", as used herein, means that document identified as the protective covenants on file in the office of the Chancery Clerk, First Judicial District, Harrison County, Mississippi, as Instrument Number(s) 2005 18465-DJ1 and 2006 5588-DJ1.

ARTICLE III

Membership and Voting Rights

Section 1. Membership. The Members of the Association shall consist of every person who is, or who hereafter becomes, an owner of record of the fee title to a lot. Ownership of more than one lot conveys additional memberships equal to the number of lots owned along with all rights, duties and obligations.

Section 2. Voting Rights. Each member shall have one vote in the election of each officer of the Association.

Section 3. Memberships Appurtenant to Real Property. In every case, the membership shall be appurtenant to the ownership of a lot. A membership shall not be held, assigned, transferred, pledged, hypothecated, encumbered, conveyed or alienated in any manner except in conjunction with and as an appurtenance to the ownership, assignment, transfer, pledge, hypothecation, encumbrance, conveyance, or alienation of the lot to which the membership is appurtenant.

Section 4. Other Voting Provisions. If the fee title to a particular lot is owned of record by more than one person or entity, then the vote appurtenant to such lot may be exercised by any one of the fee owners thereof, unless the other owner or owners of such fee title shall object prior to the completion of voting upon the particular matter under consideration. In the case of any such objection, the vote appurtenant to said lot shall not be counted.

Section 5. No Preemptive Rights. The members of the Association simply by virtue of being such members, shall have no preemptive rights to acquire any additional memberships which the Association may issue from time to time.

Section 6. Liquidation Rights. Should the Association be dissolved and finally liquidated, the Board of Directors, after first paying or making provisions for payment of all the remaining debts of the Association, shall distribute all the remaining assets of the Association to whichever one or more of the following categories of recipients the Board of Directors in its discretion shall determine, to-wit:

(a) to a non-profit organization or organizations having aims and objectives similar to those of this Association; or

(b) to the owners of the lots comprising the Subdivision, in proportion to their rights thereto.

ARTICLE IV

Meetings of Members

Section 1. Place of Meeting. Meetings of the members shall be held at the principal office or place of business of the Association, or at whatever other suitable place or places within the State of Mississippi as are reasonably convenient to the membership as may be designated by the Board of Directors from time to time.

Section 2. Annual Meetings. The first annual meeting of the members shall be held at whatever time and place as may be designated by the initial Board of Directors appointed by the Incorporators; provided, however, that the first annual meeting of the members shall be held within no more than one (1) year after the date of issuance of the Charter; thereafter the annual meeting shall be held annually in either the month of November or December, as the Board of Directors may from time to time designate. At such annual meetings, there shall be elected by ballot of the members, a Board of Directors in accordance with the provision of Article V of these By-Laws. The members also may transact such other business as may properly come before them.

Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the members whenever such is directed by resolution of the Board of Directors, or whenever such is requested by a petition presented to the Secretary after first having been signed by at least twenty percent (20%) of the members; provided, however, that no special meetings shall be called except upon resolution of the Board of Directors, prior to the first annual meeting of the members as herein provided. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except such as is stated in the notice.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail, or, upon written consent of any member, email, a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where the meeting is to be held, to each member of record, at his address as it appears on the membership roster of the Association, or, if no such address appears, at his last known address, at least fifteen (15) but not more than sixty (60) days prior to such meeting. Any notice so transmitted shall be considered as a notice properly served. It shall further be the duty of the Secretary to post contemporaneously any such notice on the official website of the Association. However, notwithstanding anything herein to the contrary, the failure or delay of the Secretary to post any such notice on the website of the Association shall not affect the validity of service as otherwise provided herein. Attendance by a member at any meeting of the members shall be a waiver by him of notice of the time, place and purpose thereof. Notice of any annual or special meeting of the members also may be waived in any other manner by any member either prior to, at or after any such meeting.

Section 5. Roster of Membership. The Secretary shall maintain a current roster of the names and addresses of the members of the Association. Each member, upon becoming a member, shall furnish the Secretary with his/her current mailing address, and thereafter shall notify the Secretary immediately in writing of any change or changes in his/her current mailing address.

Section 6. Quorum. Except as otherwise provided in these By-laws, the Charter, or Declaration, the presence in person or by proxy of Owners representing at least twenty-five percent (25%) of the total number of votes of the members, shall constitute a quorum. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, until a quorum as aforesaid shall be present or be represented pursuant to the provision of Section 8 of this Article IV. The time and place to which the meeting is adjourned shall be announced at the meeting at which the adjournment is taken; no further notice to the members shall be required.

Section 7. Adjourned Meetings. If at any meeting of members a quorum shall not be present, either before or after the meeting has begun, the members who are present may adjourn the meeting to another designated time not less than forty-eight (48) hours from the time originally scheduled for the meeting.

Section 8. Voting. At every meeting of members, the members shall have the voting rights specified in Article III above. The affirmative vote of the members having at least fifty-one (51) percent of the total number of votes represented at the meeting, in person or by proxy, shall be necessary to decide any questions properly brought before the meeting, unless the question be one as to which, by provision of law, or the Charter, or the Declaration, or these By-Laws, a different vote is required, in which case such provision of law, or the Charter, or the Declaration, or these By-Laws shall govern and control.

In the event any membership is owned by a corporation, the vote or votes for such membership may be cast by an individual designated in a certificate signed by the president or any vice president of the corporation and attested by the secretary or any assistant secretary of such corporation and filed with the Secretary of the Association prior to or during the meeting at which the vote is to be cast.

The vote or votes of any membership which is owned by a trust or partnership may be cast by any trustee of the trust or any partner of the partnership, as the case may be, and, unless another trustee of the trust or another partner of the partnership, as the case may be, shall object prior to the completion of voting upon the particular matter under consideration, the presiding officer of the meeting shall have no duty to inquire as to the authority of the individual casting any such vote or votes.

No member who is shown by the books of the Association to be more than sixty (60) days delinquent in any payment due the Association shall be eligible to vote, either in person or by proxy, and no such delinquent member shall be eligible to be elected to the Board of Directors or as an officer of the Association.

Section 9. Proxies. A member may appoint only another member as his proxy. All proxies must be in writing and must be in such form as has been approved by the Board of Directors and must be filed with the Secretary prior to or during the appointed time of the meeting at which the proxy is to be exercised. Unless limited by its provisions to a shorter term, each proxy shall continue until revoked by a writ properly filed with the Secretary or by the death of the member who gave the proxy, provided, however, that no proxy shall be effective for a period in excess of

one hundred eighty (180) days. All proxies shall automatically cease upon conveyance by the member of his lot.

Section 10. Rights of Mortgagees. Any holder of a Recorded First Mortgage on any lot who desires notice of the annual and special meetings of the members shall notify the Secretary to that effect by Certified Mail, Return Receipt Requested. Any such notice shall contain the name and post office address of such holders of Recorded First Mortgages and the name and post office address of such holders of Recorded First Mortgages and the name of the individual at such address to whom the notices of the annual and special meetings of the members should be directed. The Secretary shall maintain a roster of all holders of Recorded First Mortgages from whom such notices have been received and it shall be the duty of the Secretary to mail or otherwise cause the delivery of a notice of each annual and special meeting of the members to each such holders of Recorded First Mortgages, in the same manner, and subject to the same requirements and limitations as are otherwise provided in this Article for notice to the members. Any such holders of Recorded First Mortgages shall be entitled to designate a representative to attend any annual or special meeting of the members and such representative may participate in the discussion at any such meeting and, upon his request made to the presiding officer in advance of the meeting, may address the members present at any such meeting. Such representative shall have no voting rights at any such meeting. Such representative shall be entitled to copies of the voting rights at any such meeting. Such representative shall be entitled to copies of the minutes of all meetings of the members upon request made in writing to the Secretary.

Section 11. Order of Business. The order of business ("agenda") at all regularly scheduled meetings ("annual meeting") of the members shall be as follows:

- (a) Roll call and certification of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and approval of minutes of preceding meeting. Reports of officers, if any.
- (d) Reports of committees, if any.
- (e) Unfinished business.
- (f) Appointment of inspectors of election.
- (g) Election of directors.
- (h) New business.
- (i) Adjournment.

In the case of special meetings, Items (a) through (d) shall be applicable, and thereafter the agenda shall consist of the items specified in the notice of the meeting.

Section 12. Rules of Order and Procedure. The rules, order and all other matters of procedure at all annual and special meetings of the Members shall be determined by the presiding officer of such meeting.

Section 13. Inspectors of Election. The Board of Directors may, in advance of any annual or special meeting of the members appoint an uneven number of one or more inspectors of election to act at the meeting and at any adjournment thereof. In the event inspectors are not so appointed, the presiding officer at any annual or special meeting of members may appoint such inspectors of election. Each inspector so appointed, before entering upon the discharge of his duties, shall agree to execute the duties of inspector of election at such meeting. No officer or Director of the Association, and no candidate for officer or Director of the Association, shall act as an inspector of election at any meeting if one of the purposes of such meetings is to elect Directors or Officers.

ARTICLE V

Directors

Section 1. Number and Qualifications. The affairs of the Association shall be managed and controlled by the Board of Directors. Prior to the first annual meeting of members, the Board of Directors shall consist of the five (5) individuals elected/appointed by the Incorporators listed in the Charter. Following the first annual meeting of members, the Board of Directors shall consist of not less than three (3) nor more than eleven (11) individuals, who shall be appointed and elected as prescribed by these By-Laws. Directors need not be members of the Association.

Section 2. Change in Number. The number of Directors may be changed from time to time by appropriate amendment to these By-Laws, provided, however, that the number of Directors shall never be less than three (3) nor more than eleven (11), and provided further that a decrease in the number of Directors shall not operate to shorten the term of any incumbent Director.

Section 3. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor of the annual meeting. 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 until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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.

Section 4. Election of Directors. The initial directors shall be appointed by the Incorporators listed in the Charter. Thereafter, Directors shall be elected by the members and shall be elected at the annual members' meetings, or in the event of a vacancy, either at the next ensuing annual members' meeting or at a special members meeting called for that purpose. The election of Directors shall be by secret written ballot, unless such be dispensed with for any particular election by the unanimous consent of the members present, in person or by proxy, at the meeting

during which the election is held. Each Director shall hold office until his successor has been elected at the next ensuing annual members' meeting and has duly qualified.

Section 5. Powers and Duties. The Board of Directors shall have all the powers, authorities and duties necessary or appropriate for the management and administration of the affairs of the Association, and in managing and administration of the affairs of the Association, and in managing and administering such affairs, the Board of Directors shall have power and authority to do all acts and things except those which by law or by the Declaration or by the Charter or by these By-Laws may be exercised and done by the Members. The powers, authorities and duties of the Board of Directors shall include, but shall not be limited to, the following:

(a) To provide for the care, upkeep and surveillance of the Common Areas and park and services in a manner consistent with law and the provisions of these By-Laws and the Declaration; and

(b) To provide for the establishment, assessment, increase, collection, use and expenditure of assessments from the members and for the filing and enforcement of liens therefor in a manner consistent with law and the provisions of these By-Laws and the Declarations; however, the Board of Directors may not increase the annual assessment more than fifteen percent (15%) above the amount assessed the previous year or impose a special assessment without approval of the members as provided in Article IV herein; and

(c) To provide for the designation, hiring and dismissal of the personnel necessary and appropriate for the proper care and maintenance of the Common Areas and to provide services on the project in a manner consistent with law and the provisions of these By-Laws and the Declaration; and

(d) To provide for the promulgation and enforcement of such rules, regulations, restrictions and requirements as may be deemed proper respecting the use, occupancy and maintenance of the Common Areas, including but by no means limited to rules, regulations, restrictions and requirements designed to prevent unreasonable interference with the use of the Common Areas by the members and others all of which rules, regulations, restrictions and requirements shall be consistent with law and with the provisions of the By-Laws and Declaration; and

(e) To authorize, in their discretion, the payment of patronage refunds if and when the funds derived from assessments shall prove to be more than sufficient to meet all reasonably foreseeable needs of the Association during the then current fiscal year; and

(f) To purchase insurance upon the common areas in the manner provided for in these By-Laws; and

(g) To repair, restore or reconstruct all or any part of the common areas and community facilities after any casualty loss in a manner consistent with law and the provisions of these By-Laws, and to otherwise improve the common areas; and

(h) To grant rights of use on any part of the common areas; and

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

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

Section 6. Vacancies. Should the office held by a Director become vacant, such vacancy shall be filled by an election at the next ensuing annual member's meeting or at a special members meeting called for that purpose, and each individual so elected shall serve as Director until his successor has been elected at the next ensuing annual members' meeting, and has been duly qualified.

Section 7. Removal of Directors. At any special members' meeting duly called for such purpose, any Director may be removed from office, with or without cause, by the affirmative vote of a majority of the votes of the members present and voting, in person or by proxy (as provided by Sections 3, 4, 6, 8 and 9 of Article IV), at such meeting, and in the event of such removal, a successor to the Director thus removed may be elected then and there to fill the vacancy thus created. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting called for the purpose of considering such removal. If any Director who is a member becomes more than sixty (60) days delinquent in payment of any assessment or carrying charge owed the Association, he may be removed from his office as a Director by a resolution adopted by a majority of the remaining Directors, and in the event of such removal, said remaining Directors may appoint an individual to serve as his successor, in which event the individual so appointed shall serve as Director until the next ensuing annual members' meeting.

Section 8. Compensation. Except upon resolution of at least two-thirds (2/3) of the members of the Association, no compensation shall be paid to Directors for their services as Directors. After the first annual member's meeting, no remuneration shall be paid to any Director for services performed by him for the Association in any other capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before such services are undertaken. Directors may be reimbursed in connection with their services as Directors.

Section 9. Organization Meeting. The first meeting of a newly constituted Board of Directors shall be held within sixty (60) days after the annual members' meeting at which the elected Directors on such Board were elected, and such first meeting shall be held at the principal office of the Association or at such other place as may have been fixed by the members at such annual members' meeting, and no notice shall be necessary to the Directors of such first meeting.

Section 10. Regular Meetings. 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, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail or telephone, at least (6) days prior to the day fixed for such meeting.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally by mail or by telephone, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and upon like notice if requested in writing by at least one-half (1/2) of the Directors.

Section 12. Waiver of Notice. Before, at or after any meeting of the Board of Directors, any Director may waive, in writing, notice of such meeting, and such waiver shall have the same effect as if notice of the meeting had been properly and timely given to said Director. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time, place and purpose thereof. If all the Directors are present at any meeting of the Board of Directors, no notice shall be required and business of any type may be transacted at such meeting.

Section 13. Quorum. At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business, and the actions of the majority of the Directors present at any meeting at which a quorum is present shall be the actions of the Board of Directors. If at any meeting of the Board of Directors, including any one or more adjourned meetings, there should be less than a quorum present, the majority of those present may adjourn the meeting to a later time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 14. Action Without Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all Directors are notified in writing of such action, provided a majority of the Directors shall consent individually or collectively in writing to such action. Such written consent shall be filed as part of the minutes of the Board of Directors.

Section 15. Rights of Mortgagees. Any holders of Recorded First Mortgages of any lot who desires notice of the regular and special meetings of the Board of Directors shall notify the Secretary to that effect by Certified Mail, Return Receipt Requested. Any such notice shall contain the name and post office address of such holders of Recorded First Mortgages and the name of the individual at such address to whom notices should be directed. The Secretary shall maintain a roster of all holders of Recorded First Mortgages from whom such notices have been received and it shall be the duty of the Secretary to mail or otherwise cause the delivery of a notice of each regular and special meeting of the Board of Directors to each such institutional mortgagee, in the same manner, and subject to the same requirements and limitations, as are otherwise provided in this Article for notices to the Directors. Any such holders of Recorded First Mortgages shall be entitled to designate a representative to attend any regular or special meeting of the Board of Directors and such representative may participate in the discussion at any such meeting and, upon his request made to the President in advance of the meeting, may address the Board of Directors at any such meeting. Such representative shall have no voting rights at any such meeting. Such representative shall be entitled to copies of the minutes of all meetings of the Board of Directors upon request in writing to the Secretary.

Section 16. Fidelity Bonds. The Board of Directors shall require that all officers, directors and employees of the Association who regularly handle or otherwise are responsible for the funds of

the Association shall furnish adequate fidelity bonds or equivalent insurance against acts of dishonesty in accordance with the requirements of Article VII of these By-Laws. The premiums on such bonds or insurance shall be paid by the Association.

ARTICLE VI

Officers

Section 1. Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. Only those individuals who are members of the then current Board of Directors shall be eligible to serve as officers of the Association. However, a Director, merely by virtue of being a Director, shall not be considered an officer of the Association. In addition to the officers named above, the Board of Directors may elect, from among the Directors, one or more Assistant Secretaries and one or more Assistant Treasurers and other officers as in their judgment may be necessary or appropriate. The offices of Secretary and Treasurer may be filled by the same individual, and likewise, the offices of Assistant Secretary and Assistant Treasurer may be filled by the same individual.

Section 2. Election of Officers. The initial officers of the Association shall be elected/appointed by the Incorporators of the Association. Thereafter, the officers of the Association shall be elected annually by the Board of Directors at the organization meeting provided for in Article V, Section 9, or, in the event of a vacancy, at any regular meeting of the Board or Directors or special meeting of the Board of Directors called for such purpose. Each officer so elected shall hold office until the earlier of the expiration of his term as provided in these By-Laws or the election of his successor at the next ensuing organization meeting.

Section 3. Vacancies. Should the office held by an officer become vacant, such vacancy shall be filled by an election at the next organization meeting or at any regular meeting or special meeting of the Board of Directors called for that purpose, and the individual so elected shall hold the office to which elected until his successor has been elected at the next ensuing organization meeting, and has duly qualified.

Section 4. Removal of Officers. At any special meeting of the Board of Directors duly called for such purpose, any officer may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors present and voting, in person or by proxy, at such meeting, and in the event of such removal, a successor to the officer thus removed may be elected then and there to fill the vacancy thus created. Any officer whose removal has been proposed shall be given an opportunity to be heard at the meeting called for the purpose of considering such removal.

Section 5. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and all meetings of the Board of Directors. He shall have all of the general authorities, powers and duties which are normally vested in the office of president of a corporation, provided, however, that such authorities, powers and duties, from time to time, and at any time, may be restricted or enlarged by the Board of Directors.

Section 6. Vice President. The Vice President shall take the place of the President, and shall have the authorities and powers and perform the duties of the President, whenever the President is unwilling or unable to act. If neither the President nor the Vice President is willing or able to act, then the Board of Directors shall appoint one of its members to act as the chief executive officer of the Association on an interim basis. The Vice President shall assist the President generally, and when acting for the President, shall have the same authorities, powers and duties as the President. The authorities, powers and duties of the Vice President, from time to time and at any time, may be restricted or enlarged by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of all members' meetings and the minutes of all Board of Directors' meetings. The Secretary shall give notice of all annual and special members' meetings and all regular and special Board of Directors' meetings. The Secretary shall have custody of the seal of the Association, if any. The Secretary shall have charge of the membership transfer books and of such other books and papers as the Board of Directors may specify. In addition, the Secretary shall have whatever other authorities, powers and duties, but only such authorities, powers and duties, as may be prescribed by the Board of Directors. If, at any one or more times, the Secretary is unwilling or unable to perform his duties, such duties may be performed by any one or more individuals designated by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have responsibility for the funds and securities of the Association, and shall have responsibility for keeping, or causing to be kept, full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall have responsibility for causing the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as from time to time may be designated by the Board of Directors. In addition, the Treasurer shall have whatever other authorities, powers and duties, but only such authorities, powers and duties, as may be prescribed by the Board of Directors. If, at any one or more times, the Treasurer is unwilling or unable to perform any part of his duties, such duties may be performed by any one or more individuals designated by the Board of Directors.

ARTICLE VII

Insurance and Casualty Losses

Section 1. Insurance. Except as to builder's risk and other insurance furnished by the Developer or Contractor during construction and reconstruction, the Board of Directors shall obtain and maintain, to the extent reasonably available, at least the following:

(a) A comprehensive policy of public liability insurance in such amount and in such form as may be considered appropriate by the Board of Directors in its discretion (but in an amount of not less than One Million Dollars (\$1,000,000.00) coverage for all claims for bodily injuries and/or property damage arising out of a single occurrence), which policy may include a "Severability of Interest Endorsement" or its equivalent if the Board of Directors in its discretion deems such appropriate, and which policy shall afford coverage with respect to whatever additional and special liabilities the Board of Directors in its discretion may specify, including,

but not limited to, hired automobile liability, non-owned automobile liability, liability for property of others, liability incident to the ownership and use with respect to projects similar in construction, location and use; and

(b) Workmen's compensation insurance to the extent necessary to comply with any applicable law; and

(c) A "Legal Expense Indemnity Endorsement," or its equivalent, affording protection for the officers and Directors of the Association for expenses and fees incurred by any of them in defending any suit or settling any claim, judgment or cause of action to which any such officer or Director shall have been made a party by reason of his or her services as such; and

(d) Insurance affording fidelity coverage to protect the Association against dishonest acts on the part of officers and Directors of the Association, trustees of and for the Association, and employees and agents of the Association who handle or are responsible for the handling of funds belonging to the Association, which fidelity coverage shall meet at least the following requirements:

(i) all such fidelity bonds and policies of insurance shall name the Association as obligee or named insured, as the circumstances may require; and

(ii) all such fidelity bonds and policies of insurance shall be written in an amount equal to at least one hundred fifty percent (150%) of the estimated annual operating budget of the Association, including reserves; and

(iii) all such fidelity bonds and insurance shall provide that they may not be canceled or substantially modified (including cancellation for non-payment of premium) without at least ten (10) days prior written notice to any and all obligees and insureds named thereon and to any mortgagee of any lot who requests such notice in writing; and

(e) Such other policies of insurance, including insurance for other risks of a similar or dissimilar nature, as shall be considered appropriate by the Board of Directors in its discretion.

Section 2. Limitations. All insurance obtained pursuant to the requirements of this Article shall be subject to the following provisions:

(a) All policies shall be written or reinsured with a company or companies licensed to do business in the State of Mississippi and holding a rating equivalent to a rating of "A XV" or better in the most recent edition of Best Insurance Guide.

(b) Exclusive authority to negotiate losses under said policies shall be vested in the Board of Directors, or its authorized representative.

(c) In no event shall the insurance coverage obtained and maintained pursuant to the requirements of this Article be brought into contribution with insurance purchased by the owners of the lots or their mortgagees, and any "no other insurance" or similar clause in any policy

obtained for the Association pursuant to the requirements of this Article shall exclude such policies from consideration.

(d) Such policies shall contain no provision relieving the insurer from liability because of loss occurring while the hazard is increased, whether or not within the control or knowledge of the Board of Directors, and shall contain no provision relieving the insurer from liability by reason of any breach of warranty or condition caused by the Board of Directors or any one or more members of the Association, or any of their respective agents, employees, tenants, mortgagees or invitees, or by reason of any act of neglect or negligence on the part of any of them.

(e) All policies shall provide that such policies may not be canceled or substantially modified (including cancellation for non-payment of premium) without at least ten (10) days prior written notice to all insureds named therein, including any mortgagee or any lot owner who requests such notice in writing.

(f) All policies shall contain a waiver of subrogation by the insurer as to any and all claims against the Association, the Board of Directors, the members and their respective agents, employees and tenants, and a waiver of any defenses based upon co-insurance or invalidity arising from the acts of the insured.

Section 3. Personal Property Insurance. All insurance with respect to hazard insurance on the individual lots and/or homes, contents, and automobiles and other vehicles owned and/or leased by members, and any other insurance desired by members, shall be the individual responsibility of each member, and the cost thereof shall be solely for such members account.

Section 4. Casualty Damage - Reconstruction or Repair.

(a) Use of Insurance Proceeds. In the event of damages or destruction to any of the property maintained by the Association, the same shall be promptly repaired, replaced or reconstructed in the same substantial conformity with the original plans and specifications for same, and such shall be done with proceeds of insurance available for that purpose, if any, unless such reconstruction or repair has been waived in writing by eighty percent (80%) of the members.

(b) Proceeds Insufficient. In the event the proceeds of insurance are not sufficient to repair damage or destruction of any property caused by fire or other casualty, or in the event such damage or destruction is caused by a casualty not insured against, then either of those events, the repair, replacement or reconstruction of the damage shall be accomplished promptly by the Association and the cost thereof shall become a part of the assessment to which said lot is subject.

ARTICLE VIII

Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year, except for the first fiscal year which shall begin on the date of the filing of the Articles of Incorporation with the Mississippi Secretary of State. The commencement date of the fiscal year as herein established shall be subject to change from time to time by resolution of the Board of Directors should the Board of Directors deem any such change or changes appropriate.

Section 2. Principal Office - Change of Same. The principal office of the Association shall be at the location set forth in Article I of these By-Laws. The Board of Directors, by resolution, may change the location of the principal office of the Association from time to time.

Section 3. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices, consistently applied. The same shall include books with detailed accounts, in chronological order, of receipts and expenditures and other transactions of and for the Association, and shall specify the maintenance and repair expenses for the common areas, the cost of services required or provided with respect to the same and any other expenses incurred by the Association. The amount of any assessment or portion of any assessment required for payment of any capital expenditures as to any reserves of the Association shall be credited upon the books of the Association to the "Paid-in-Surplus" account as a capital contribution by the members. The receipts and expenditures of the Association shall be credited and charged to other accounts under classifications consisting of no less than the following:

(a) "Current Operations" which shall involve the control of such reserves for replacement as are provided for in these By-Laws and as may be approved from time to time by the Board of Directors; and

(b) "Reserves for Replacement" which shall involve the control of such reserves for replacement as are provided for in these By-Laws and as may be approved from time to time by the Board of Directors; and

(c) "Other Reserves" which shall involve the control over funding of and charges against any other reserve funds which may be approved from time to time by the Board of Directors; and

(d) "Investments" which shall involve the control over investment of reserve funds and such other funds as may be deemed suitable for investment on a temporary basis by the Board of Directors; and

(e) "Betterments" which shall involve the control over funds to be used for the purpose of defraying the cost of any construction or reconstruction, unanticipated repair or replacement of the common areas and community facilities and for expenditures for additional capital improvements or personal property made or acquired by the Association with the approval of the Board of Directors.

Section 4. Auditing. At the close of each fiscal year, the books and records of the Association shall be reviewed by a member of the Association selected by the Board of Directors, provided however that in no event shall such member be a Director. In the event of a disagreement or dispute between such reviewing member and the Board of Directors, or, in any event at the

Board of Director's discretion, the Board of Director's may commission an independent Certified Public Accountant to perform a compilation, review, and/or an audit of the books and records of the Association. The Association shall furnish any available copies of any such compilation, review, and/or audit to any member or mortgagee requesting the same.

Section 5. Inspection of Books. The books and accounts of the Association, the vouchers accrediting the entries made thereupon and all other records maintained by the Association shall be available for examination by the members and their duly authorized agents or attorneys, and by the holders of Recorded First Mortgages on the lots and their duly authorized agents and attorneys, during normal business hours and for purposes reasonably related to their respective interests and after reasonable notice.

Section 6. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Association by two officers of the Association, one of which must be either the President or Vice President, and all checks shall be executed on behalf of the Association by such officers, agents or other persons as may be authorized from time to time by the Board of Directors.

Section 7. Seal. The Board of Directors may provide a suitable corporate seal containing the name of the Association, which seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate seal may be kept and used by the Treasurer or any assistant secretary or assistant treasurer.

ARTICLE IX

Amendment

Section 1. Amendments. Subject to any other applicable limitations or authority set forth in these By-Laws, these By-Laws may be amended upon the affirmative vote of the members having at least fifty-one (51) percent of the total number of votes represented at the meeting, in person or by proxy, at a special or annual meeting of members, provided that a description of the proposed amendment accompanies a proper notice of such meeting.

Section 2. Proposal of Amendments. Amendments to these By-Laws may be proposed by the Board of Directors or by petition signed by members having at least twenty-five percent (25%) of the total votes of all members, which petition shall be delivered to the Secretary. A description of any proposed amendment shall accompany the notice of any annual or special meeting of the members at which such proposed amendment is to be considered and voted upon.

ARTICLE X

Mortgages - Notices - Other Rights of Mortgagees - FHA/VA

Section 1. Notice to Board of Directors. Upon written request for good cause by the Board of Directors any owner of any lot in the subdivision who mortgages such lot shall promptly notify the Board of Directors of the name and address of his mortgagee and, if requested so to do, shall

file a conformed copy of such mortgage with the Board of Directors. The Board of Directors shall maintain a suitable roster pertaining to such mortgages in a book entitled "Holders of Recorded First Mortgages."

Section 2. Consents. Any other provision of these By-Laws or the Declaration to the contrary notwithstanding, neither the members, nor the Board of Directors, nor the Association, by any act or omission, shall abandon or terminate the Declaration without the prior written consent and approval of the holders of at least seventy-five percent (75%) of all first mortgages of record encumbering the lots.

Section 3. Consent of Holders of First Deed of Trust and FNMA/FHA/VA. During any period when any lot in the subdivision is encumbered by a recorded First Mortgage, the owners, by any act or omission, shall not do any of the following things without the prior written consent and approval of the holders of all outstanding Recorded First Mortgages, and if their interests be affected, the Federal National Mortgage Association, Federal Housing Administration and Veteran's Administration:

(a) Abandon, partition, subdivide, encumber, sell or transfer any of the Common Area, however, that the granting of rights of way, easements and the like for public utilities or for other purposes consistent with the use of the Common Area by the owners shall not be considered an encumbrance, sale or transfer within the meaning of this subsection; except that if such abandonment is allowed by statute, the prior written approval of the holders of only seventy-five percent (75%) or more of the holders of Recorded First Mortgages shall be required; or

(b) Abandon or terminate this Declaration; or

(c) Modify or amend any material or substantive provision of this Declaration.

(d) Annex additional properties; or merge or consolidate the Association.

(e) The holders, insurers or guarantors of any first mortgage on a lot in the property will, upon request, be entitled to: (i) inspect the books and records of the property during normal business hours; (ii) receive an annual audited financial statement of the Association within ninety days following the end of any fiscal year of the Association; (iii) written notice of all meetings of the Owners Association and be permitted to designate a representative to attend all such meetings; and (iv) current copies of this Declaration, the Bylaws of the Association and all other rules concerning the subdivision.

ARTICLE XI

Indemnification of Officers and Directors

Section 1. Indemnification. The Association shall indemnify every officer and director of the Association, and every person who may serve at the request of the Board of Directors as a director or officer of another association in which the Association owns an interest or shares of stock or of which the Association is a creditor, against all costs actually and reasonably incurred

by any such officer, director or person in connection with the defense of any action, suit or proceeding, civil or criminal, to which any such officer, director or person is a party by reason of his being or having been such officer, director or person, provided that such indemnification shall not extend to any matters concerning which such officer, director or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty or a violation of the provisions of Sections 75-2-11 to 75-21-39 or Sections 75-23-1 to 75-23-53, Mississippi Code of 1972, as amended. Such indemnification shall include amounts payable as the result of the settlement of any such action, suit or proceeding; provided, however, that any such settlement shall be approved in writing by the then Board of Directors.

The officers and directors of the Association shall not be liable to the members or to the Association for any mistake of judgment, or otherwise, except as provided by law and except for their own individual willful misconduct or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association, or former officer or director of the Association, may be entitled, whether by law, by resolution adopted by the members after notice, or otherwise.

Section 2. Conflict and Identity of Interest. The Directors and officers shall exercise their powers and duties in good faith and with a view to the interest of the Association. Any contract or other transaction between the Association and one or more of its Directors or Officers, or between the Association and any corporation, firm or association in which one or more of the Directors or Officers of this Association are directors or officers or are pecuniarily or otherwise interested, shall be either void or voidable because such Director(s) or Officer(s) were present at the meeting of the Board of Directors or were on any committee thereof which authorized or approved the contract or transaction, or because his or their votes were counted for such purpose, unless one or more of the conditions specified in any of the following paragraphs exist:

(a) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes of the Board, and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for such purpose; or

(b) The fact of the common directorate or interest is disclosed or known to the members, or a majority thereof, and they approve or ratify the contract or transaction in good faith by a vote sufficient for such purpose; or

(c) The contract or transaction is commercially reasonable to the Association at the time it is authorized, ratified, approved or executed.

A common or interested Director may be counted in determining the presence of a quorum at any meeting of the Board of Directors or any committee thereof which authorizes, approves or ratifies any contract or transaction, and may vote thereat to authorize any contract or transaction with like force and effect as if he were not a common or interested Director.

ARTICLE XII

Interpretation - Miscellaneous

Section 1. Conflict. These By-Laws are subordinates and subject to all provisions of the Declaration and to the provisions of the Charter. All the words and expressions in these By-Laws shall have the same meanings, respectively, as are attributed to them by the Declaration, except where such is clearly repugnant to the context.

In the event of any conflict between these By-Laws and the Declaration, the provisions of the Declaration shall control; and in the event of any conflict between these By-Laws and the Charter, the provisions of the Charter shall control.

Section 2. Notices. Unless another type of notice is herein elsewhere specifically provided for, any and all notices called for in these By-Laws shall be given in writing.

Section 3. Severability. In the event any promise or provisions of these By-Laws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 4. Waiver. No restriction, condition, obligation or provision of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 5. Captions. The captions contained in these By-Laws are for convenience only and are not a part of these By-Laws and are not intended in any way to limit or enlarge their terms and provisions of these By-Laws or to aid in the construction thereof.

Section 6. Gender, etc. Whenever in these By-Laws the context so requires, the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders.

Adopted and Approved:

Incorporator, Michael A. Webb

Date

Incorporator, Roland Samson

Date