

**BY-LAWS OF
THE EAGLE LANDING ASSOCIATION
(A South Carolina Non-Profit Corporation)**

**ARTICLE I.
NAME, REGISTERED OFFICE AND REGISTERED AGENT**

Section 1. Name: The name of this corporation is the EAGLE LANDING ASSOCIATION, INC. (the "Association").

Section 2. Registered Office and Registered Agent:

The registered office of the Association is 1329 Kingfisher Circle, which is the residence of Chris Zerbst.

Section 3. Other Offices:

The Association may have offices at such other places either within or without the County of Berkeley, South Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Association may require.

**ARTICLE II.
PURPOSE OF THE ASSOCIATION**

Section 1. Purpose: The purpose of the Association is to own, operate and maintain the common areas, streets and easements of Eagle Landing Subdivision (the "Subdivision") located in Berkeley County, South Carolina, and to carry out the functions of the Association's predecessor in interest, the "Eagle Landing Community Services Association, Inc." as contemplated in that certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") recorded with the Berkeley County RMC at Book C199, Page 175, which Declaration includes any amendments thereto, as well as any covenants or restrictions on the Subdivision recorded prior to the Declaration. In fulfilling its purpose, the Association shall seek to promote the recreation, health, safety, welfare, benefit and enjoyment of the Association's members ("Members") as hereinafter defined, and to enhance, preserve, and maintain the natural beauty of the Subdivision. In doing so, the Association shall have the power to:

- (a) take such legal steps as may be necessary to confirm or acquire title to public areas of said Subdivision as they have been designated in the Declaration or on recorded subdivision plats thereof;
- (b) to operate and maintain parks, playgrounds, open spaces, swimming pools, lakes, ponds, tennis and shuffle board courts, roads, rights-of-way, bridges, walkways, bicycle trails, bridle trails, buildings, structures, and other facilities incident thereto;
- (c) to maintain lands, trees, shrubbery, flowers, or other vegetation;

- (d) to fix and collect assessments levied with respect to the Members as provided in the Declaration and to enforce any and all other covenants and restrictions applicable to the Subdivision as may be of record;
- (e) to acquire, convey and manage properties of every kind and description, whether real or personal;
- (f) to maintain lots and the exterior of buildings thereon;
- (g) to borrow money, issue bonds, promissory notes and other obligations and evidences of indebtedness and to secure the same by mortgage, deed, security deed, pledge, or otherwise insofar as is permitted by law;
- (h) to do any other thing that, in the opinion of the Board of Directors, will directly or indirectly promote the recreation, health, safety, welfare, benefit, and enjoyment of the residents of the Subdivision;
- (i) to enhance, preserve and maintain property values in the Subdivision and its surroundings; and
- (j) to do all other things necessary, proper, useful or incidental to the carrying out of the purposes for which the Association is organized.

Section 2. Dedication: The Association is irrevocably dedicated to, and operated exclusively for, non-profit purposes. The Association shall have no stock or stockholders. No part of the activities of the Association shall be for carrying on of propaganda, or otherwise attempting to influence legislation. The Association shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE III. MEMBERSHIP

Section 1. Members: Members ("Members") of the Association shall consist of all persons who are the owners of record of Residential Units (as defined below) in the Subdivision. On all matters requiring a vote, each Member shall be entitled to one vote. When more than one person is the owner of record of a Residential Unit, the vote for such unit shall be exercised as those persons among themselves determine, but in no event shall more than one vote be cast with respect to any Residential Unit. In the event of disagreement among such persons in an attempt by two or more of them to cast such vote or votes, such persons shall not be recognized and such a vote shall not be counted.

Section 2. Matters for Membership Voting: Members shall be entitled to vote on any proposal to:

- a) charge fees for the actual use of any recreational facility;

- b) change the method of calculating the maximum amount of the annual assessment to be levied by the Association;
- c) levy a special assessment except as otherwise provided in the Declaration;
- d) dedicate or transfer all or any part of the Association's properties to any public agency or authority;
- e) amend the Declaration;
- f) amend the Articles of Incorporation or these By-Laws;
- g) merger, consolidation or dissolution of the Association;
- h) where such a vote is required by state law or these By-Laws;
- i) election and/or removal of Officers and/or the Board of Directors; and
- j) any other matter the Board of Directors may desire.

Section 3. "Residential Unit" shall mean any portion of the Subdivision intended for any type of independent ownership for use and occupancy as a residency by a single household and shall, unless otherwise specified, include within its meaning (by way of illustration, but not limitation) condominium units, apartments and cooperative units, patio or zero lot line homes, as may be developed, used, and defined as herein provided or as provided in subsequent Declarations covering all or a part of the Subdivision.

For the purposes of these By-Laws, a newly constructed Residential Unit shall come into existence, and a Membership thereby created, upon the issuance of a certificate of occupancy by the appropriate agency of Berkeley County or such other local governmental entity having jurisdiction over occupancy.

ARTICLE IV. MEETINGS, QUORUM, VOTING, PROXIES

Section 1. Place of Meetings: Meetings of the Association's Membership shall be held in Berkeley County, South Carolina at any place convenient to the Members as may be designated by the Board of Directors in the notice thereof, or at such other place either within or without the State of South Carolina that may be agreed upon by the majority of the Membership entitled to vote thereon and designated in the notice thereof.

Section 2. Annual Meetings: The Association shall conduct an annual meeting of the Membership and said meeting shall be in January of each year with the exact date and location thereof to be announced by the Board in the manner required by these By-Laws.

Section 3. Special Meetings: The President shall be required to call a special meeting of the Membership as designated by resolution of the Board of Directors, or upon a petition signed by

at least one-third (1/3) of the Members and presented to the Secretary. The call of a special meeting shall be by written notice stating the time, place, purpose and order of business of such special meeting. Only the business stated in the notice may be transacted at a special meeting, unless at the meeting, or prior thereto, a written waiver of this limitation is signed by every Member, including Members not in attendance at the special meeting.

Section 4. Notice of Meetings: It shall be the duty of the Secretary to give notice of all meetings, stating the time and place of such meeting, to each Member. Such notice, except as may otherwise be specifically provided in the Declaration, is to be given at least fifteen (15) but not more than thirty (30) days prior to the date fixed for such meeting. Notice shall be deemed given when delivered to the person by hand or when deposited in the United States Mail, postage prepaid, addressed to the Member at the Member's mailing address as shown in the books of the Association.

Section 5. Members Entitled to Vote at a Meeting: At least ten (10) days prior to a meeting of the Membership, the Secretary of the Association shall prepare an alphabetical list of Members in Good Standing which list shall constitute the Members of record entitled to vote at such meeting. Such list shall be comprised of the owners of record of Residential Units in the Subdivision who have paid all assessments (whether annual, special, or otherwise including any accrued interest or attorney's fees) against the Member's Residential Unit which were due and owing during the calendar year prior to the year in which the meeting is being held. Such list shall be kept on file in the office of the Association prior to such meeting and shall be subject to inspection by any Member during that period or during the Membership meeting.

Section 6. Order of Business: The order of business at each annual meeting shall be as follows:

- a. Roll Call and Determination of Quorum
- b. Proof of Notice of Meeting or Waiver of Notice
- c. Reading of Minutes of Preceding Meeting
- d. Reports of Officers
- e. Reports of Committees, if any
- f. Election of Officers and Directors
- g. Unfinished Business
- h. New Business
- i. Adjournment

Section 7. Quorum: Except as may be otherwise provided in this Article, a quorum of Members shall be required to conduct business at any annual or special meeting of the Membership. A quorum shall be present at a meeting if at least ten percent (10%) of the votes entitled to be cast at a meeting are present at the meeting, whether by personal attendance or by written proxy as provided in this Article. If a quorum is present, the affirmative vote of the Members representing at least a majority of the total votes in attendance, whether in person or by proxy, shall be the act of the Membership of the Association, except on such votes where a specified percentage other than a majority is required by these By-Laws, the Declaration, or South Carolina law. As to those votes, the specified percentage shall be required.

Section 8. Proxy: Votes at meetings of the Membership, whether annual or special, may be cast in person or by written proxy. Proxies must be filed with the Secretary before the commencement of each meeting in which the proxies are to be voted. The only persons who shall be qualified to act as a proxy for a Member shall be an adult member of the Member's household, or another Member, or a director or officer of a corporate Member.

Section 9. Adjourned Meetings: If a quorum is not present, the meeting must be adjourned. Provided, however, that another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one half (1/2) of the required quorum of the meeting which adjourned due to lack of a quorum. No such subsequent meeting shall be held more than thirty (30) days following the initial adjourned meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number: The business and affairs of the Association shall be governed by the Board of Directors (the "Board"). The Board shall be composed of five (5) Directors at least three (3) of whom shall be the Association's President, Secretary, and Treasurer as elected at the annual meeting of the Membership. The term of office for each Director shall be one (1) year or until the re-election, resignation, removal of said Director or replacement by election of a successor Director. A Director must be a Member of the Association.

Section 2. Powers: The Board shall have the duties and powers necessary to administer the affairs of the Association and to do all things on behalf of the Association except as may be prohibited by these By-Laws, the Declaration, or by South Carolina law. Such duties and powers include, but are not necessarily limited to, the performance of the following functions:

- (a) to enforce the provisions of the Declaration and these By-Laws, including any amendments to either;
- (b) to levy and collect assessments and charges as provided in the Declaration;
- (c) to authorize disbursement from the common expense fund for expenditures covering common expenses, which shall include but shall not be limited to, the following:
 - (1) water, sewer, garbage collection, electrical, telephone, gas and other utility services which are billed as common expenses;
 - (2) casualty and liability insurance for the Association and its properties as provided in the Declaration;
 - (3) Workmen's Compensation Insurance to the extent necessary to comply with any applicable law;
 - (4) the services of a person or firm to manage its affairs (herein sometimes called "Manager") to the extent deemed advisable by the Board, as well as other personnel which the Board shall determine may be

necessary or proper for the operation of the Association, whether such personnel are employed directly by the Board or are furnished by the Manager;

(5) legal and accounting services necessary or proper in the operation of the Association or the enforcement of the Declaration;

(6) any fidelity bond for the Manager or such other persons as may be designated by the Board;

(7) painting, maintenance, repair, replacement and all landscaping of the common elements, and such furnishings, fixtures and equipment therefor as the Board shall determine are necessary and proper, with the right and duty to acquire same for the common elements;

(8) materials, supplies, labor, services, maintenance, repairs, structural alterations, insurance, taxes or assessments which the Board is required to secure or pay for pursuant to the terms of the Declaration or operation of the common elements or enforcement of the Declaration;

(9) maintenance and repair of any lot to protect the common elements or to preserve the appearance or value of the Subdivision, when owners have failed or refused to perform said maintenance or repair; provided that the Board shall make a reasonable effort, as provided in the Declaration, to obtain reimbursement from the owner of the lot to which such maintenance or repair is performed.

(d) The Board shall have the exclusive right to contract for all goods, services, and insurance to be purchased for the Association and payment for these items shall be made from the Association's common expense fund. This authority may be delegated by the Board to any officer or agent of the Association as it deems proper.

(e) The Board shall maintain records of its meetings and those of the Association's Members. Such records shall include minutes of meetings and any resolutions resulting therefrom, as well as the financial records and books of account of the Association. Further, these records shall include a chronological listing of receipts and expenditures of the Association and an accounting for each lot in the Subdivision which states the amount of each assessment of thereon, the dates when due, amounts paid thereon, and balances due. Additionally, the Board shall maintain copies of the Declaration, Articles of Incorporation, and these By-Laws, the rules of the Association, and architectural plans which have been approved as provided in the Declaration. Such documents will be available for inspection by Members and their agents after reasonable notice requesting such inspection.

(f) From time to time the Board may promulgate rules ("Rules") governing use of the common areas and upon creation of such Rules shall provide notice thereof to all Members.

Section 3. Compensation: The Directors shall receive no compensation for their services rendered to the Association as members of the Board; provided, however, nothing herein prohibits a Director, or other Member, from serving the Association in an independent professional capacity and being paid for such services pursuant to an agreement with the Association approved by vote of the disinterested Directors. Further, provided, however, that if there are not more than three (3) disinterested Directors to vote on such matter, then such matter shall be voted upon by the disinterested Membership.

Section 4. Election of Directors: Nominations for Directors shall be made by the Membership at its annual meeting with elections immediately following such nominations. Unless dispensed with by unanimous consent, elections shall be by written ballot with a plurality of all votes cast being required for election. There shall be no cumulative voting. Only Members of the Association may be elected to, and serve upon, the Board.

Section 5. Vacancies: Vacancies on the Board or among the Association's Officers shall be filled by vote of a majority of the remaining Directors, even though they constitute less than a quorum. Each person so elected by the remaining Directors shall be a Director (and Officer, if applicable) until a successor is elected by the Membership at the next annual meeting of the Association.

Section 6. Removal: Any one or more of the Directors may be removed with or without cause by a two-thirds (2/3) vote of the Membership in attendance in person or by proxy at any annual or special meeting. A successor may then and there be elected to fill the vacancy thus created, to hold office until the next annual meeting of the Association.

Section 7. Regular Meetings: The meetings shall be held at such time and place as determined, from time to time, by a majority of the Directors. Notice of regular meetings of the Board shall be given to each Director, personally or by mail, telephone or telegraph, at least five (5) days prior to such meeting.

Section 8. Special Meetings: Special meetings may be called by the President on five (5) days notice to each Director, given personally, by mail, telephone or telegraph stating time, place and purpose of the meeting. Special meetings of the Directors shall be called by the President or Secretary in like manner and on like notice upon written request of at least a majority of the Directors.

Section 9. Waiver of Notice: A Director may waive in writing notice of a meeting and his waiver shall be deemed the equivalent of having received notice as provided in these By-Laws. Furthermore, attendance of a Director at a meeting shall constitute waiver of notice of that meeting. If all of the Directors are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

Section 10. Board of Directors Quorum: A quorum of the Directors shall be required for the Board to transact business. A majority of the Directors present shall constitute a quorum for that purpose. The acts of the majority of the Officers present at such a meeting shall be the acts of the Board. If, at any meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present.

Provided, however, that if a quorum cannot be attained due to vacancies on the Board, the Board may meet for the purpose of filling said vacancies pursuant to these By-laws. If a meeting is adjourned due to lack of a quorum and subsequently re-convened, any business which may have been transacted at the earlier meeting may be transacted without further notice.

Section 11. Action Without Formal Meeting: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, written consent thereto is signed by all Directors and such written consent is filed with the minutes of the proceedings of the Board.

Section 12. Special Committees: The Board shall have the power and authority to create special committees, including but not limited to, an Assessment Committee, an Audit Committee, a Maintenance Committee, an Architectural Review Committee, and a Recreational Committee, which shall advise the Board on matters pertaining to the purpose for which such special committee shall have been created. The committee members, including the chairman on any special committee, shall be appointed by and serve at the pleasure of the Board. A committee member is not required to be a Member of the Association.

ARTICLE VI. OFFICERS

Section 1. Generally: The Association shall have the following elected officers: President, one or more Vice Presidents, Secretary, and Treasurer. In addition to their other duties as set forth in this Article, the President, Secretary, and Treasurer shall automatically be elected as Directors on the Association's Board.

Section 2. Election and Term of Offices: At the annual meeting of the Association, the Membership shall elect Officers who shall serve for one (1) year or until their re-election, resignation, removal or replacement by election of successor Officers. Death, permanent disability which prevents an Officer from performing his duties hereunder, or failure to be a Member of the Association shall constitute immediate resignation from office by the Officer. Nominations for Officers shall be made by the Membership at the annual meeting. Unless dispensed with by unanimous consent, elections shall be by written ballot with a plurality of all the votes cast being required for election. There shall be no cumulative voting. Any Officer may be removed by a majority vote of the Membership whenever, in its judgment, the best interests of the Association may be served thereby.

Section 3. Vacancies: Vacancy in any office due to death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term pursuant to these By-Laws.

Section 4. President: The President shall be the chief executive officer of the Association and, subject to control of the Board, shall manage, supervise and have control of the business and affairs of the Association. The President shall, when present, preside at all meetings of the Association's Membership and may sign, with the Secretary or any other proper officer of the Association authorized by the Board, any contracts, deeds, mortgages, bonds, policies of insurance or other instruments which the Board has authorized to be executed, except in cases

where the signing or execution thereof shall be expressly delegated by the Declaration, By-Laws, or the Board, to some other Officer or agent of the Association, or shall be required by law to be otherwise signed or executed. Further, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall be Chairman of the Board of Directors.

Section 5. 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 (or in the event there is more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, in order of their election) shall perform the duties and exercise the powers of the President, and when so acting, shall have all the powers and be subject to all restrictions placed upon the President.

Section 6. Secretary: The Secretary shall (a) attend and keep minutes of all meetings in one or more books provided for that purpose; (b) duly give all notices in accordance with the Declaration, these By-Laws, or as required by law; (c) be custodian of the Association's records; (d) keep an updated register of the Membership including the mailing address of each Member which shall be furnished to the Secretary by such Member; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

Section 7. Treasurer: The Treasurer shall (a) have charge and custody of, and be responsible for, all funds and securities of the Association; (b) receive and give receipts for monies due and payable from any source whatsoever and deposit said monies in such banks, trust companies, savings institutions or other depositories selected by the Board; and (c) in general, perform all duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned to the Treasurer by the Board.

Section 8. Assistant Officers: Persons elected as Assistant Officers shall perform such duties as may be assigned by the Board.

Section 9. Compensation: There shall be no salaries paid to the Officers of the corporation for their services rendered to the Association as an officer; provided, however that nothing herein prohibits an Officer from serving the Association in an independent professional capacity and being paid for such services pursuant to an agreement with the Association approved by vote of the disinterested Directors. Further, provided, however, that if there are not more than three (3) disinterested Directors to vote on such matter, then such matter shall be voted upon by the disinterested Membership.

ARTICLE VII. OBLIGATION OF MEMBERS

Section 1. Assessment and User Fees: All Members shall be obligated to pay assessment and user fees imposed by the Association pursuant to the provisions of the Declaration and shall reimburse the Association for all costs incurred for maintenance done at the instance of the Association, but which is the responsibility of the Member.

Section 2. Conduct: All Members, their agents, guests, visitors and tenants shall at all times observe the Rules which may, from time to time, be established by the Declaration or by the Board. Such Rules shall be kept in the office of the Association and a copy shall be furnished to any Member upon request.

ARTICLE VIII
MISCELLANEOUS

Section 1. Fiscal Year: The fiscal year of the Association shall end on December 31st of each year.

Section 2. Parliamentary Rules: Roberts' Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with South Carolina law, the Articles of Incorporation of the Association, the Declaration, or these By-Laws.

Section 3. Definitions: The words used in these By-Laws shall have the same meaning as in the Declaration unless the context shall prohibit such meaning.

Section 4. Conflicts: South Carolina law, the Articles of Incorporation of the Association, the Declaration, these By-Laws, and Rules promulgated and approved by the Board shall, in that order of preference, control any conflict or inconsistency among said authorities in the operation of the Association and conduct of its purposes.

Section 5. Captions: The captions for each Article and Section in these By-Laws are inserted only for convenience and are in no way to be construed as defining, limiting, extending, or otherwise modifying, or adding to the particular Article or Section to which they refer.

Section 6. Amendment: These By-laws may be amended, repealed or altered, in whole or part, at any annual meeting of the Association or any special meeting called for that purpose. The affirmative vote of at least two-thirds (2/3) of the votes in attendance, whether in person or by proxy, at said meeting shall be required to effect such a change.

THE FOREGOING By-Laws were adopted by a majority vote of the Membership of the Association at a special meeting duly called and held for that purpose on the 8th day of July, 1996, at which meeting a majority and quorum of the Membership were present and voting throughout.

WITNESS our hands and seals this 8th day of July, 1996.

THE EAGLE LANDING ASSOCIATION, INC.

By: [Signature]
President

Attested as a true copy by: [Signature]
Secretary of the Board of Directors

10.00

Eagle Landing Homeowners Assoc

P.O. Box 62186
N. Chas., SC 29419

BOOK 819 PAGE 272

STATE OF SOUTH CAROLINA)
COUNTY OF BERKELEY)

AMENDMENT
TO
RESTRICTIONS

WHEREAS, by restrictive covenants recorded in the RMC Office of Berkeley County in Book C199 at Page 157, the property known generally as Eagle Landing Subdivision, was made subject to certain restrictive covenants.

WHEREAS, the undersigned, being duly elected by the lot/property owners as their Board of Directors, and representing by a special vote a majority of the lot/property owners which are desirous of amending said restrictive covenants.

NOW, THEREFORE, the undersigned representing the lot owners and property owners of Eagle Landing Subdivision do hereby amend the restrictive covenants as follows:

Paragraph 6 shall be amended by adding and amending the following:
"Developer or Its Designee." shall be changed throughout to read "Eagle Landing Association Architectural Review Board (ARB)." Change "...two complete sets of building plans..." to read "...one complete set of building plans..." Change sentence: "Developer or its Designee shall be entitled to stop construction in violation of these restrictions so long as Developer owns any lot within Eagle Landing Subdivision" to read "Eagle Landing Association Architectural Review Board (ARB) shall have the authority to stop any construction in violation of these restrictions including as necessary to obtaining legal cease and desist from the appropriate court. Neither Eagle Landing Association Architectural Review Board (ARB) or any member shall be responsible or liable in any way for any defects, or damages arising from approval or disapproval of plans or specifications submitted to the ARB."
Add the following at the end of Paragraph 6: "Construction requirements are as follows:

CYNTHIA R. FORTIE
REGISTERED
MESSENGER
BERKELEY COUNTY, SC

MAR 11 2 07 PM '96

FILED-RECORDED