

BYLAWS OF  
ROCK HARBOR PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Rock Harbor Property Owners Association, Inc. (the "Association"), a Virginia nonprofit corporation. The principal office and address of the corporation is 17505 W. Catawba Avenue Suite 350 North Carolina, 28031.

ARTICLE II  
DEFINITIONS, PURPOSES, POWERS AND ASSENT

Section 2.01 Definitions. The definitions in the Declaration of Covenants, Conditions, Restrictions and Limitations for Rock Harbor, dated September 20, 2006, as amended from time to time and as recorded in the office of the Register of Deeds of Claiborne County, Tennessee (hereinafter referred to as the 'Declaration'), will apply to these Bylaws, and all defined terms used in these Bylaws will have the same meaning as the defined terms used in said Declaration, unless the defined terms in these Bylaws or the context of these Bylaws clearly indicate otherwise.

Section 2.02. Purposes. The specific purposes for which the Association is formed are (i) to provide for the maintenance, preservation, and control of the Common Areas in the planned community known as Rock Harbor in Claiborne County, Tennessee; and (ii) to promote the health, safety, and welfare of the Owners and users of Rock Harbor.

Section 2.03. Powers. The Association shall have all powers granted to it by its Articles of Incorporation, the Declaration, or the laws of the State of Tennessee. Without limiting the generality of the foregoing, the Association shall:

- (a) Own, maintain and otherwise manage all of the Common Properties and the improvements and landscaping thereon, and all other property acquired by the Association;
- (b) Pay any real and personal property taxes and other charges assessed against the Common Properties;
- (c) Have the authority to obtain, for the benefit of all of the Common Properties, all water, gas and electric services and garbage collection;
- (d) Maintain such policy or policies of insurance as the Board of Directors deems necessary or desirable in furthering the purposes of and protecting the interests of the Association and its Members;
- (e) Have the power to establish and maintain a working capital and contingency fund in an amount to be determined by the Board of Directors; and
- (f) Have the power to establish and collect regular and special assessments pursuant to the Declaration.

Section 2.04. Assent. All present or future Owners, their families, and their guests and invitees, and any other person using the facilities of Rock Harbor in any manner are subject to the Association Documents, including these Bylaws and any rules adopted by the Board of Directors. The acquisition or rental of any of the Lots in Rock Harbor or the occupancy of any of the Lots will constitute ratification and acceptance of these Bylaws and an agreement to comply with these rules.

ARTICLE III  
MEMBERSHIP

Section 3.01 Membership. Record ownership of a fee or undivided fee interest in any Lot is required in order to qualify for membership in the Association.

Section 3.02 Representation on Board of Directors. If title to a Lot is held by a firm, corporation, partnership, association, other legal entity or any combination thereof, or if any individual or entity holds title to more than one Lot, then in either case, that individual or entity may appoint, by a writing furnished to the Association, a delegate to represent each such Lot as a candidate for, and if elected, as a member of, the Board of Directors. Such delegate will not vote as a member of the Association unless such person is appointed by a proxy executed in conformance with these Bylaws to cast the voting interest of the Lot which he represents.

Section 3.03. Responsibilities of Members. Any person, including Declarant, on becoming an Owner, will



automatically become a Member and be subject to these Bylaws. Such membership will terminate without any formal Association action whenever such person ceases to own a Lot, but such termination will not relieve or release any such former Owner from any liability or obligation incurred under the Declaration or in any way connected with the Association during the period of such ownership, or impair any rights or remedies which the Board of Directors or others may have against such former Owner arising out of ownership of the Lot and membership in the Association and the covenants and obligations incident thereto.

Section 3.04. Membership Certificates. No certificate of stock will be issued by the Association, but the Board of Directors may, if it so elects, issue membership cards to Owners. Such membership card will be surrendered to the Secretary of the Association whenever ownership of the Lot designated on the card terminates.

Section 3.05. Classes of Membership. The Association will have two classes of voting membership: Class A composed of all Owners, with the exception of Declarant, and Class B solely composed of Declarant.

Section 3.06. Voting Privileges. All Members will be entitled to vote on Association matters on the basis of one vote for each Lot owned, and only upon those matters set forth in the Declaration.

When more than one person holds an interest in any Lot, all such persons will be Members. The vote for such Lot will be exercised by one person or alternative persons as the Owners among themselves determine. If more than one of the multiple Owners are present at a meeting in person or by proxy, the vote allocated to their Lot may be cast only in accordance with the agreement of a majority of said multiple Owners. There shall be a conclusive presumption of a majority agreement if any one of the multiple Owners casts the vote allocated to his Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot.

#### ARTICLE IV

##### ASSOCIATION: MEETINGS, QUORUM, VOTING, PROXIES

Section 4.01. Place and Frequency of Meetings. Meetings of the Members will be held at least once each year at such place, within or without the State of Tennessee, as the Board of Directors may determine.

Section 4.02. Annual Meetings. The first annual meeting of the Members will be held within one year after the date of the adoption of these Bylaws. Each subsequent annual meeting of the Members will be held on a date and at a time set by the Board of Directors. The purpose of the annual meetings is for the election of the Board and the transaction of such other business of the Association as may properly come before the meeting.

Section 4.03. Special Meetings. The Secretary of the Association shall be required to call a special Meeting of the members (i) when directed by the President of the Association, (ii) upon the resolution of a majority of the Board of Directors, or (iii) upon the presentation to the Secretary of the Association of a petition signed by Owners entitled to cast at least one-fourth (1/4) of the votes of the Association. Unless by consent of at least seventy-five percent (75%) of the votes of the owners present in person or by proxy, only the business stated in the notice may be transacted at such a special meeting.

Section 4.04. Notice of Meetings. Written notice stating the time, place, and purpose of the meeting will be delivered not less than twenty-one (21) days before the date of any annual or regularly scheduled meeting and at least fifteen (15) days and not more than thirty (30) days in advance of any special meeting. Such notice shall be delivered personally or sent by United States mail, postage prepaid, to all lot owners of record at such address or addresses as designated by such lot owners or, if no other address has been so designated, at the address of their respective lots.

Section 4.05. Quorum. Except as otherwise provided in the Declaration or in these Bylaws, the presence in person or by proxy at the beginning of any meeting of the Owners entitled ten percent (10%) of the votes of the Association shall constitute a quorum for a meeting of the Association. Any provision in the Declaration concerning quorums is specifically incorporated herein. If, however, such quorum is not present or represented at the meeting, the Members entitled to vote at the meeting will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented by proxy.

Section 4.06. Actions Binding on Members. A majority of votes cast by Members constituting a quorum in person or by proxy will be sufficient to make decisions binding on all Owners, unless a different number or method of voting is expressly required by statute or by the Declaration, the Articles, or these Bylaws.



Section 4.07. Majority of Owners. As used in these Bylaws, the term "majority" will mean those votes, Owners, or other groups as the context may indicate totaling more than fifty percent (50%) of the total number.

Section 4.08. Voting by Mail. Voting by mail is permitted for election of the Board of Directors, amendment of the Articles, adoption of a proposed plan of merger, consolidation or dissolution pursuant to the provisions of the Act, each as amended from time to time, or other questions that come before the Association. In the case of a vote by mail, the Secretary will give written notice to all Members, which notice will include (i) a proposed written resolution setting forth a description of the proposed action, (ii) a statement that the Members are entitled to vote by mail for or against such proposal, (iii) a statement of a date not less than 20 days after the date such notice will have been given by which all votes must be received, and (iv) the specified address of the office to which all votes must be sent. Votes received after that date will not be effective. Personal delivery of a vote in writing to the designated office will be equivalent to receipt of a vote by mail at such address for the purpose of this section.

Section 4.09. Proxies. Any Member may cast such Member's vote in person or by proxy, but no proxy will be valid if it is not dated or if it purports to be revocable without notice. Further, no proxy will be valid after eleven months from the stated date of its execution unless otherwise provided in the proxy or unless voluntarily revoked upon notice, amended, or sooner terminated by operation of law. Finally, no proxy will be valid unless filed with the Secretary of the Association at or before the appointed time of the meeting at which the proxy will be voted.

Section 4.10. Designation of Voting Representative by Non-Individual Owners-Requirement for Proxy. If title to a Lot is held in whole or in part by a firm, corporation, partnership, association, other legal entity, the voting privilege appurtenant to that ownership may be exercised only by a proxy executed on behalf of such party or parties, filed with the Secretary of the Association, and appointing and authorizing one person or alternate persons to attend all annual and special meetings of the Members and to cast the vote allocated to that Lot at the meeting.

Section 4.11. Designation of Voting Representative by Multiple Owners-Use of Proxy. If title to a Lot is held by more than one Owner, each Owner may vote or register protest to the casting of votes by the other Owners of the Lot through a duly executed proxy (but nothing in this section shall alter the rule set out in Section 3.06 hereof that there shall be only one vote allotted to each lot on Association matters). An Owner may not revoke a proxy given pursuant to this Section except by actual notice of revocation to the person presiding over a meeting of the Association.

Section 4.12. Waiver of Notice. Waiver of notice of a meeting of the Members will be deemed the equivalent of proper notice. Any Member may waive, in writing, notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, will be deemed to be a waiver by such Member of notice of the time, date and place of the meeting unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting will also be deemed to be a waiver of notice of all business transacted at the meeting unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business is put to a vote.

Section 4.13. Action Without a Meeting. Any action which may be taken by the vote of the Members at a regular or special meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members.

## ARTICLE V

### BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 5.01. Number, Qualification and Initial Board. The affairs of this Association will be managed by the Board of three (3) Directors. Except as provided below regarding Directors appointed by Declarant, the Directors will be Members of the Association or the delegates of Members appointed by proxy under Article IV above.

Section 5.02. Election of Directors and Term of Office. Election to the Board of Directors shall be by written ballot as hereinafter provided. The first such election shall take place at the first annual meeting of the Association. At said meeting, members shall elect one Director who will serve a one-year term, one Director who will serve a two-year term, and one Director who will serve a three-year term. At the expiration of the initial term of office of each respective Director, a successor



will be elected to serve a three-year term.

Section 5.03 Procedure for Election. At the second annual meeting following said special meeting called by Declarant as described in Section 5.02, and at each subsequent annual meeting, the members shall elect, in accordance with the procedures hereinafter set forth in this Section 5.03, Directors to succeed to the office of all Directors whose terms have expired at the time of such meeting. Such Directors so elected shall each serve for a term of three (3) years. Persons may be nominated for election to the Board of Directors by a nominating committee appointed by the incumbent Board of Directors prior to the annual meeting and by nominations made from the floor at the meeting for such election. Election to the Board of Directors shall be by secret written ballot, unless dispensed by unanimous consent, and at such election members of their proxies may cast, with respect to each vacancy, the votes of their respective Lots as provided in the Declaration. Cumulative voting shall not apply. The procedure for the election of the Board of Directors at the special meeting called by Declarant pursuant to Section 5.02 shall be as follows: nominations shall be accepted for Owners to serve on the Board of Directors of the Association; upon the closing of such nominations, each member present in person or by proxy shall cast a ballot listing thereon the names of the different nominees for whom such member wishes to vote, together with the residence number of the Lot of such member; the ballots shall then be collected and tallied whereupon the person receiving the greatest number of votes shall be elected to a three (3) year term, and the person receiving the next greatest number of votes shall be elected to a two (2) term, and the person receiving the next greatest number of votes shall be elected to a one year term.

Section 5.04. Removal or Resignation. Subsequent to the termination of Declarant's right to appoint and remove Directors, any one or more of the Directors may be removed with or without cause by majority vote of the total authorized vote of the Owners in the Development which is taken at any regular or special meeting of the Association, and a successor shall be elected by the Owners at such meeting in order to fill the unexpired portion of such Director's term. Any Director whose removal has been proposed by any Owner or Owners shall be given an opportunity to be heard at such meeting. Any Director may resign at any time by giving written notice to the members of the Board of Directors. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The sale of a Lot by a Director or any other termination of his interest in a Lot shall automatically terminate his directorship. Subsequent to the termination of the right of Declarant to appoint and remove Directors, vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Owners shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall serve until a successor is elected and qualified at the next annual meeting of the Owners.

Section 5.05. Compensation. No Director will receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties as a Director.

## ARTICLE VI MEETINGS OF DIRECTORS

Section 6.01. Regular Meetings. Regular meetings of the Board of Directors will be held at such regular times as may be set by the Board of Directors, at such places and hours as may be fixed from time to time by resolution of the Board. Should a regularly scheduled meeting fall upon a legal holiday, then that meeting will be held at the same time on the next day which is not a legal holiday.

Section 6.02. Special Meetings. Special meetings of the Board of Directors will be held when called by the President of the Association, or by any two Directors, after not less than three days' notice to each Director.

Section 6.03. Quorum. A quorum is deemed present throughout any meeting of the Board of Directors if persons entitled to cast fifty percent (50%) of the votes on the Board are present at the beginning of the meeting.

Section 6.04. Actions Binding on Directors. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present will be regarded as the act of the Board.

Section 6.05. Waiver of Notice. Attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except when 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. Before, at, or after any meeting of the Board of Directors, any member of the Board may waive in writing notice of such meeting, and such waiver will be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

Section 6.06. Action Taken Without a Meeting. The Directors will have the right to take any action which they could take at a meeting in the absence of a meeting by obtaining the written approval of all the Directors. Any action so approved will have the same effect as though taken at a meeting of the Directors.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.01. General. The Board of Directors will have the powers and duties necessary for the administration of the affairs of the Association. Except as provided by these Bylaws, the Declaration or the Act, the Board of Directors may do all such acts and things which are not specifically required to be done by the Members and may otherwise act in all instances on behalf of the Association.

Section 7.02. Specific Powers and Duties. Without limiting the generality of powers and duties set forth in Section 7.01 above, the Board of Directors will have the following powers and duties, in each case subject only to applicable requirements of the Act: Tennessee Planned Community Act (Chapter 47F of the Tennessee General Statutes) (the "Act").

(a) To administer and enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations, and all other provisions set forth in the Declaration.

(b) To establish, make, amend from time to time, and enforce compliance with such reasonable rules and regulations as may be necessary for the operation, use, and occupancy of Rock Harbor, subject to the provisions of the Declaration. A copy of such rules and regulations will be delivered or mailed to each Member promptly after adoption.

(c) To keep in good order, condition, and repair all of the Common Areas and all items of personal property, if any, used in the enjoyment of the Common Areas. No approval of the Members is required for expenditures for these purposes, except as otherwise required by the Declaration or these Bylaws.

(d) To fix, determine, levy, and collect the prorated Annual Assessments to be paid by each of the Members towards the gross expenses of Rock Harbor and to adjust, decrease, or increase the amount of the Assessments, and to credit any excess of Assessments over expenses and cash reserves to the Members against the next succeeding Assessment period.

(e) To levy and collect Special Assessments whenever, in the opinion of the Board, it is necessary to do so in order to meet increased operating or maintenance expenses or costs, or additional capital expenses, or because of emergencies. All Special Assessments will be in statement form and will set forth in detail the various expenses for which the Special Assessments are being made.

(f) To levy and collect Default Assessments for violation of the Association Documents or because the Association has incurred an expense on behalf of a Member under the Association Documents.

(g) To collect delinquent Assessments by suit or otherwise and to enjoin or seek damages from an Owner as provided in the Declaration and these Bylaws; and to exercise other remedies for delinquent Assessments as set forth in the Declaration.

(h) To enter into contracts within the scope of their duties and powers.

(i) To establish a bank account for the operating account of the Association and for all separate funds as required or deemed advisable by the Board of Directors.

(j) To cause any and all access roads, parking areas, and roadways in and to Rock Harbor and across the Property to be maintained to the extent those facilities are within the jurisdiction or control of the Association, subject to the provisions of the Declaration.

(k) To cause the maintenance of the lawn, trees, shrubs, and other vegetation, and the sprinkler or other irrigation systems located on the Common Areas for the benefit of the Members.

(l) To delegate to the Manager or any other person or entity such of the Association's duties or responsibilities as may be more conveniently or efficiently performed by someone other than by the Association, and to agree to assess to the Members a



reasonable fee for such services, except that the duties set forth in subparagraphs (d), (e), and (f) of this Section 7.02 and duties reserved to the Board by law will not be so delegated.

Section 7.03. Manager. The Board of Directors may employ for the Association a professional management agent or agents as Manager for compensation established by the Board of Directors to perform such duties and services as the Board of Directors will authorize. The Board of Directors may delegate to the Manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these Bylaws, other than the powers set forth in subparagraphs (d), (e), (f) and (g) of Section 7.02 of this Article and duties reserved to the Board by law. Declarant, or an affiliate or employee of Declarant, may be employed as Manager, subject to the limitations of the Act.

Section 7.04 Hearing Procedure. The Board will not impose a fine, suspend voting rights, or suspend any other rights of a Member or other occupant for violations of rules and regulations or of the provisions of the Declaration unless and until the procedure below is followed:

(a) Demand. Written demand to cease and desist from the alleged violation will be served upon the alleged violator specifying:

- (i) the alleged violation;
- (ii) the action required to abate the violation; and
- (iii) a time period of not less than 10 days during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any additional similar violation may result in the imposition of a sanction after notice and hearing, if the violation is not continuing.

(b) Notice. At any time within 12 months of such demand, if the violation continues past the period allowed in the demand for abatement without penalty or if the same rule is subsequently violated, the Board or its delegate will serve the violator with written notice of a hearing to be held by the Board. The notice will contain the following:

- (i) the nature of the alleged violation;
- (ii) the time and place of the hearing, which time will not be less than 10 days from the giving of the notice;
- (iii) an invitation to attend the hearing and produce any statement, evidence, and witness on the Member's behalf; and
- (iv) the proposed sanction to be imposed.

(c) Hearing. The hearing will be held pursuant to the notice, affording the Member a reasonable opportunity to be heard. The notice requirement will be deemed satisfied if the alleged violator appears at the meeting. Written and oral evidence may be presented. The presenting party will provide copies of any written evidence to the other party or parties. The decision of the Board will be final.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 8.01. Enumeration of Officers. The officers of the Association will be a President, Vice-President, Secretary and Treasurer, and such other officers as the Board from time to time create by resolution.

Section 8.02. Election of Officers. The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the Members. The officers shall be chosen by a majority vote of the Board of Directors.

Section 8.03. Term. The officers of the Association will be elected annually by the Board, and each will hold office for one year or until his successor is duly elected and qualified, unless he sooner resigns, or is removed, or is otherwise disqualified to serve.

Section 8.04. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation will take effect on the date of receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 8.05. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy will serve for the remainder of the term of the officer replaced.



Section 8.06. Multiple Offices. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 8.07. Duties. The duties of the officers are as follows:

(a) President. The President will preside at all meetings of the Association and the Board of Directors; will see that orders and resolutions of the Board are carried out; will sign all leases, mortgages, deeds, and other written instruments purporting to bind the Association; will co-sign all promissory notes; will cause to be prepared and will execute, certify and record amendments to the Declaration on behalf of the Association; and will exercise and discharge such other duties as may be required of the President by the Board.

(b) Vice-President. The Vice-President will act in the place and stead of the President in the event of his absence, inability, or refusal to act, and will exercise and discharge such other duties as may be required by the Board.

(c) Secretary. The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; will keep the corporate seal of the Association and place it on all papers requiring said seal; will serve notice of meetings of the Board and of the Members; will keep appropriate current records listing the Members together with their addresses; and will perform such other duties as required by the Board.

(d) Treasurer. The Treasurer will receive and deposit in appropriate bank accounts all monies of the Association and will disburse such funds as directed by resolution of the Board of Directors; will sign all checks of the Association unless the Board specifically directs otherwise, will keep proper books of account; will, at the direction of the Board, cause an annual audit of the Association books to be made by a public accountant at least once in every three fiscal years; and will prepare an annual budget and a statement of income and expenditures to be presented to the Members at their regular annual meeting, and deliver or make copies available of each to the Members.

## ARTICLE IX COMMITTEES

The Board of Directors may appoint committees as the Board deems appropriate in carrying out its purposes, subject to any restrictions to same contained herein or in the Declaration. Following the period of Declarant's right to control, as provided in the Declaration, the Board will also appoint the Architectural Review Board.

## ARTICLE X INDEMNIFICATION

To the extent permitted by law and consistent with the Articles of Incorporation, the Association will indemnify every member of the Board of Directors, and every officer, employee and agent of the Association and every person who serves at the request of the Association as a manager, director, officer, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust or other enterprise or employee benefit plan against liability asserted against or incurred by such person in such capacity or arising out of that person's capacity as such. The indemnification permitted under this Article will not extend, in any event, to any act or omission occurring prior to the date of incorporation of the Association.

In the event of a settlement, indemnification will be provided only in connection with such matters, acts or omissions covered by a settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of such matters, actions or omissions in the performance of such person's duties for the Association. The foregoing rights will not be exclusive of other rights to which such member of the Board of Directors or officer or other person may be entitled. All liability, loss, damage, cost and expense arising out of or in connection with the foregoing indemnification provisions will be treated and handled by the Association as a Common Expense.

## ARTICLE XI NONPROFIT CORPORATION



The Association is not organized for profit. No member of the Association, member of the Board of Directors, or person from whom the Association may receive any property or funds will receive or will be lawfully entitled to receive any pecuniary profit from the operations of the Association, and in no event will any part of the funds or assets of the Association be paid as a dividend or be distributed to, or inure to the benefit of, any member of the Board of Directors. Notwithstanding the foregoing, (i) reasonable compensation may be paid to any Member or Manager acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association, and (ii) any Member or Manager may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association, and any Director may be reimbursed for actual expenses incurred in the performance of his duties.

ARTICLE XII  
AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the Board, by a vote of a majority of a quorum of Directors present in person or by proxy, but amendment of Article V, X, XII or any portion of those Articles will require approval of all Directors, provided, however, that those provisions which are governed by the Articles of Incorporation may not be amended except as provided in said Articles or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in said Declaration.

ARTICLE XIII  
MISCELLANEOUS

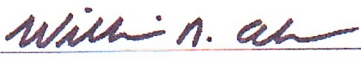
Section 13.01. Fiscal Year. The fiscal year of the Association will begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year will begin on the date of incorporation.

Section 13.02. Corporate Seal. The Association will have a seal in circular form having within its circumference the words: "Rock Harbor PROPERTY OWNERS Association, Inc."

Section 13.03. Conflicts of Documents. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles will control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration will control.

The undersigned members of the initial Board of Directors have executed these Bylaws this 16<sup>th</sup> day of JUNE, 2010.

ROCK HARBOR PROPERTY OWNERS  
ASSOCIATION, INC.

  
WILLIAM N. ADKINS, PRESIDENT

  
MARK R. ADKINS, VICE PRESIDENT

  
RON BECK, SECRETARY

  
ANN MARIE WILSON, TREASURER



STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG

I, Deanna Jorgensen, a Notary Public of the State and County aforesaid, certify that William N. Adkins, Mark R. Adkins, Ron Beck and Ann Marie Wilson personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal, this the 16<sup>th</sup> day of June, 2010.

Deanna Jorgensen  
Notary Public

My commission Expires: 10/31/2012





FIRST AMENDMENT TO THE  
BYLAWS OF  
ROCK HARBOR PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, the undersigned directors are all of the initial Directors of the named Corporation, and;

WHEREAS, Article XII of the ByLaws of the Corporation confer upon the Board of Directors the authority to amend the ByLaws at any regular or special meeting, and;

WHEREAS, the undersigned Directors desire to amend the ByLaws prior to the first annual meeting as more particularly set out herein.

NOW THEREFORE, be it resolved by unanimous vote of the undersigned taken at the meeting as dated hereinbelow that the ByLaws are amended in the following respects:

Article V is amended to read as follows:

ARTICLE V

**BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

Section 5.01. Number, Qualification and Initial Board. The affairs of this Association will be managed by the Board of Five (5) Directors. Except as provided below regarding Directors appointed by Declarant, the Directors will be Members of the Association or the delegates of Members appointed by proxy under Article IV above.

Section 5.02. Election of Directors and Term of Office. Election to the Board of Directors shall be by written ballot as hereinafter provided unless dispensed with by unanimous consent of the membership. The first such election shall take place at the first annual meeting of the Association. At said meeting, members shall elect five Directors who will serve a one-year term. At the expiration of the initial term of office of each respective Director, a successor will be elected to serve a three-year term.

Section 5.03 Procedure for Election. At the second annual meeting following said special meeting called by Declarant as described in Section 5.02, and at each subsequent annual meeting, the members shall elect, in accordance with the procedures hereinafter set forth in this Section 5.03, Directors to succeed to the office of all Directors whose terms have expired at the time of such meeting. Such Directors so elected shall each serve for a term of three (3) years. Persons may be nominated for election to the Board of Directors by a nominating committee appointed by the incumbent Board of Directors prior to the annual meeting and by nominations made from the floor at the meeting for such election. Election to the Board of Directors shall be by secret written ballot, unless dispensed by unanimous consent, and at such election members of their proxies may cast, with respect to each vacancy, the votes of their respective Lots as provided in the Declaration. Cumulative voting shall not apply.



Section 5.04. Removal or Resignation. Subsequent to the termination of Declarant's right to appoint and remove Directors, any one or more of the Directors may be removed with or without cause by majority vote of the total authorized vote of the Owners in the Development which is taken at any regular or special meeting of the Association, and a successor shall be elected by the Owners at such meeting in order to fill the unexpired portion of such Director's term. Any Director whose removal has been proposed by any Owner or Owners shall be given an opportunity to be heard at such meeting. Any Director may resign at any time by giving written notice to the members of the Board of Directors. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The sale of a Lot by a Director or any other termination of his interest in a Lot shall automatically terminate his directorship. Subsequent to the termination of the right of Declarant to appoint and remove Directors, vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Owners shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall serve until a successor is elected and qualified at the next annual meeting of the Owners.

Section 5.05. Compensation. No Director will receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties as a Director.

## ARTICLE XII AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the Membership, by a vote of a majority of a quorum of Members present in person or by proxy, but amendment of Article V, X, XII or any portion of those Articles will require approval of at least 67% of those members present at a regular or special meeting called after notice of intent to vote to change such provision., *provided, however,* that those provisions which are governed by the Articles of Incorporation may not be amended except as provided in said Articles or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in said Declaration.

The undersigned members of the initial Board of Directors have executed these Amendments to the Bylaws this 5<sup>th</sup> day of AUGUST, 2010.

ROCK HARBOR PROPERTY OWNERS  
ASSOCIATION, INC.

William N. Adkins  
WILLIAM N. ADKINS, PRESIDENT

Mark R. Adkins  
MARK R. ADKINS, VICE PRESIDENT

Ron Beck  
RON BECK, SECRETARY

Ann Marie Wilson  
ANN MARIE WILSON, TREASURER

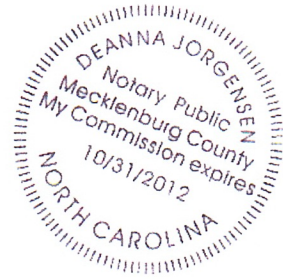
STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG

I, Deanna Jorgensen, a Notary Public of the State and County aforesaid, certify that William N. Adkins, Mark R. Adkins, Ron Beck and Ann Marie Wilson personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal, this the 5<sup>th</sup> day of August, 2010.

Deanna Jorgensen  
Notary Public

My commission Expires: 10/31/2012





SECOND AMENDMENT TO THE  
BYLAWS OF  
ROCK HARBOR PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, the undersigned directors are all of the Directors of the named Corporation, and;

WHEREAS, Article XII of the ByLaws of the Corporation confer upon the Board of Directors the authority to amend the ByLaws at any regular or special meeting, and;

WHEREAS, the undersigned Directors desire to amend the ByLaws prior to the second annual meeting as more particularly set out herein.

NOW THEREFORE, be it resolved by unanimous vote of the undersigned taken at the meeting as dated hereinbelow that the ByLaws are amended in the following respects:

Article V is amended to read as follows:

ARTICLE V

**BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

Section 5.01. Number, Qualification and Initial Board. The affairs of this Association will be managed by the Board of Five (5) Directors. Except as provided below regarding Directors appointed by Declarant, the Directors will be Members of the Association or the delegates of Members appointed by proxy under Article IV above.

Section 5.02. Election of Directors and Term of Office. Election to the Board of Directors shall be by written ballot as hereinafter provided unless dispensed with by unanimous consent of the membership. The first such election shall take place at the first annual meeting of the Association. At said meeting, members shall elect five Directors who will serve a one-year term. At the expiration of the initial term of office of each respective Director, a successor will be elected to serve terms of office as described in Section 5.03, Procedure for Election.

Section 5.03 Procedure for Election. At the second annual meeting following said special meeting called by Declarant as described in Section 5.02, and at each subsequent annual meeting, the members shall elect, in accordance with the procedures hereinafter set forth in this Section 5.03, Directors to succeed to the office of all Directors whose terms have expired at the time of such meeting. Such Directors so elected shall each serve for the following terms: two directors for one (1) year, two directors for two (2) years, and one director for three (3) years. Persons may be nominated for election to the Board of Directors by a nominating committee appointed by the incumbent Board of Directors prior to the annual meeting and by nominations made from the floor at the meeting for such election. Election to the Board of Directors shall be by secret written ballot, unless dispensed by unanimous consent, and at such election members of their proxies may cast, with respect to each vacancy, the votes of their respective Lots as provided in the Declaration. Cumulative voting shall not apply.

Section 5.04. Removal or Resignation. Subsequent to the termination of Declarant's right to appoint and remove Directors, any one or more of the Directors may be removed with or without cause by majority vote of the total authorized vote of the Owners in the Development which is taken at any regular or special meeting of the Association, and a successor

shall be elected by the Owners at such meeting in order to fill the unexpired portion of such Director's term. Any Director whose removal has been proposed by any Owner or Owners shall be given an opportunity to be heard at such meeting. Any Director may resign at any time by giving written notice to the members of the Board of Directors. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The sale of a Lot by a Director or any other termination of his interest in a Lot shall automatically terminate his directorship. Subsequent to the termination of the right of Declarant to appoint and remove Directors, vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Owners shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall serve until a successor is elected and qualified at the next annual meeting of the Owners.


Section 5.05. Compensation. No Director will receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties as a Director.


#### ARTICLE XII AMENDMENTS

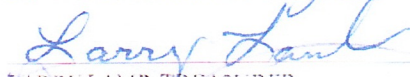
These Bylaws may be amended, at a regular or special meeting of the Membership, by a vote of a majority of a quorum of Members present in person or by proxy, but amendment of Article V, X, XII or any portion of those Articles will require approval of at least 67% of those members present at a regular or special meeting called after notice of intent to vote to change such provision, *provided, however*, that those provisions which are governed by the Articles of Incorporation may not be amended except as provided in said Articles or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in said Declaration.


The undersigned members of the initial Board of Directors have executed these Amendments to the Bylaws this 13<sup>th</sup> day of August, 2010.

ROCK HARBOR PROPERTY OWNERS  
ASSOCIATION, INC.

  
SEABORN CHAVERS, PRESIDENT

  
DONNA SANGER, VICE-PRESIDENT

  
LARRY LAMB, TREASURER

  
GABY POZO, MEMBER-AT-LARGE

  
MARK WADE, MEMBER-AT-LARGE



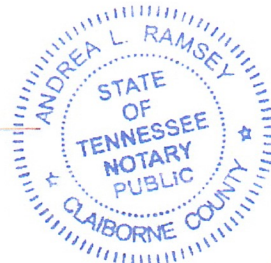
STATE OF TENNESSEE  
COUNTY OF CLAIBORNE

I, Andrea Ramsey, a Notary Public of the State and County aforesaid, certify that Seaborn Chavers, Donna Sanger, Larry Lamb, and Mark Cade personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal, this the 22 day of October, 2010.

Andrea L Ramsey  
Notary Public

My commission Expires: 3-25-15



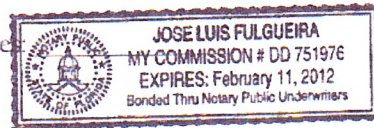
STATE OF FLORIDA  
COUNTY OF Miami Dade

I, Jose Fulgueira, a Notary Public of the State and County aforesaid, certify that Gaby Pozo personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal, this the 25<sup>th</sup> day of August, 2010.

[Signature]  
Notary Public

My commission Expires



Maria G Pozo

BK/PG: 1344/144-146  
11039388

3 PGS - AL - AMENDMENT	
CHARLOT BATCH: 36479	10/24/2011 11:18 AM
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	15.00
ARCHIVE FEE	0.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	17.00

STATE OF TENNESSEE, CLAIBORNE COUNTY  
**KIMBERLY H. REECE**  
REGISTER OF DEEDS

**THIRD AMENDMENT TO THE  
BYLAWS OF  
ROCK HARBOR PROPERTY OWNERS ASSOCIATION, INC.**

WHEREAS, the undersigned directors are all of the Directors of the named Corporation, and;

WHEREAS, Article XII of the Bylaws of the Corporation confer upon the Board of Directors the authority to amend the Bylaws at any regular or special meeting, and;

WHEREAS, the undersigned Directors desire to amend the Bylaws at the 2014 annual meeting as more particularly set out herein.

NOW THEREFORE, be it resolved by unanimous vote of the undersigned taken at the meeting as dated herein below that the Bylaws are amended in the following respects:

Article V is amended to read as follows:

ARTICLE V

**BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

Section 5.01. Number, Qualification and Initial Board. The affairs of this Association will be managed by the Board of three (3) Directors until the number of permanent homes constructed in Rock Harbor totals one-hundred (100) homes. At that time and at the following Owners' Annual Meeting Five (5) Directors will be elected. Except as provided below regarding Directors appointed by Declarant, the Directors will be Members of the Association or the delegates of Members appointed by proxy under Article IV above.

Section 5.02. Election of Directors and Term of Office. Election to the Board of Directors shall be by written ballot as hereinafter provided unless dispensed with by unanimous consent of the membership. Directors will serve for two (2) years. At the expiration of the term of office of each respective Director, a successor will be elected to serve terms of office as described in Section 5.03, Procedure for Election.

Section 5.03 Procedure for Election. At each annual meeting, the members shall elect, in accordance with the procedures hereinafter set forth in this Section 5.03, Directors to succeed to the office of all Directors whose terms have expired at the time of such meeting. Persons may be nominated for election to the Board of Directors by a nominating committee appointed by the incumbent Board of Directors prior to the annual meeting and by nominations made from the floor at the meeting for such election. Election to the Board of Directors shall be by secret written ballot, unless dispensed by unanimous consent, and at such election members of their proxies may cast, with respect to each vacancy, the votes of their respective Lots as provided in the Declaration. Cumulative voting shall not apply.

Section 5.04. Removal or Resignation. No change.

Section 5.05. Compensation. No change.

The undersigned members of the Board of Directors have executed this Amendment as approved by the membership at the 2014 Annual Meeting to the Bylaws this 9<sup>th</sup> day of August, 2014.



ROCK HARBOR PROPERTY OWNERS  
ASSOCIATION, INC.

Seaborn Chavers

SEABORN CHAVERS, PRESIDENT

Larry Lamb

LARRY LAMB, TREASURER

Karma Serena

KARMA SERENA, SECRETARY

STATE OF TENNESSEE  
COUNTY OF CLAIBORNE

I, Michelle Fischer, a Notary Public of the State and County aforesaid, certify that Seaborn Chavers, Larry Lamb, and Karma Serena personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal, this the 15 day of October, 2014.

Michelle Fischer  
Notary Public

My commission Expires: 10-19-16



**BK/PG: 1417/238-239**  
**14053648**

2 PGS:AL-BYLAWS	
LINDA BATCH: 48141	10/15/2014 - 12:16 PM
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	10.00
ARCHIVE FEE	0.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	12.00

STATE OF TENNESSEE, CLAIBORNE COUNTY  
**KIMBERLY H. REECE**  
REGISTER OF DEEDS