

**BY-LAWS
OF
THE PRESERVE AT CROOKED CREEK
PROPERTY OWNERS' ASSOCIATION, INC.**

ARTICLE I

DEFINITIONS

- 1.1 Association, shall mean THE PRESERVE AT CROOKED CREEK PROPERTY OWNERS' ASSOCIATION, INC.
- 1.2 Declaration, shall mean that Declaration of Covenants, Conditions and Restrictions for The Preserve at Crooked Creek, as recorded in Deed Book 401, Pages 817-838, Towns County, Georgia records and as amended in Deed Book 474, Pages 81-82 and Deed Book 483, Pages 682-3, Towns County Georgia records, said documents being incorporated herein by reference.
- 1.3 Office of the Association, shall mean the registered office of the corporation, or such other place as may be designated by the Board of Directors.
- 1.4 Property, shall be the subdivision known as The Preserve at Crooked Creek as more fully set forth in Exhibit "A" to the Declaration and Amendments referenced in item 1.2 above and incorporated herein by reference, being 103.71 acres as shown on the plat of survey recorded in Plat Book 37, Pages 35-40, Towns County records.
- 1.5 Owner, means the record titleholder of any lot or parcel which is part of the Property, whether one or more persons or entities, but shall not include a Mortgage Holder unless and until such Mortgage Holder has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure. Owner shall also be interpreted as any member of the Association.

ARTICLE II

FISCAL YEAR

- 2.1 The fiscal year of the Association shall be the calendar year.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

- 3.1 Membership and voting rights of the members of the Association shall be as follows:

(a) Membership. Pursuant to the Declaration, every Owner shall be deemed to have a membership in the Association. This is not intended to include Persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the Owner's membership. No Owner, whether one or more Persons, shall have more than one (1) membership per lot owned. Membership shall be appurtenant to and may not be separated from ownership of any lot. The rights and privileges of membership, including the right to vote and to hold office, may be exercised by a member or the member's spouse, but in no event shall more than one (1) vote be cast nor office held for each lot owned.

(b) Voting. Members shall be entitled to one (1) equal vote for each lot owned. When more than one (1) Person holds an ownership interest in any lot, the vote for such lot shall be exercised as those Owners determine among themselves and advise the Secretary prior to any meeting. In the absence of such advice, the lot's vote shall be suspended in the event more than one (1) Person seeks to exercise it.

ARTICLE IV

POWERS AND DUTIES OF THE ASSOCIATION

4.1 The Association shall have the following those powers and duties:

The Association, acting through its Board of Directors, shall have the right and authority, in addition to and not in limitation of all other rights it may have:

(a) to enforce the Declarations and Restrictions by imposing reasonable monetary fines, exercising self-help powers, and suspending use and voting privileges and services paid for as a Common Expense, as provided herein and in the Official Code of Georgia. These powers, however, shall not limit any other legal means of enforcing the use restrictions or Association rules and regulations by either the Association or, in an appropriate case, by an aggrieved Owner;

(b) to grant permits, licenses, utility easements, and other easements, permits, or licenses necessary for the proper maintenance or operation of the Property under, through, or over the Common Property, as may be reasonably necessary to or desirable for the ongoing development and operation of the Property;

(c) to control, manage, operate, maintain, and keep in good repair any roads owned by the Association;

(d) to represent the Owners in dealing with governmental entities on matters related to the Common Property; and

(e) to perform other functions as designated or prescribed to the Association by the Declaration.

4.2 Without limitation of the foregoing, the Association shall have all powers set forth in the Georgia Nonprofit Corporation Code not inconsistent with those powers set forth in the Declaration.

ARTICLE V

SEAL

- 5.1 The Seal of the Association is affixed hereto:
- 5.2 The form of the seal may be amended, from time to time, by the Board of Directors, upon resolution adopted by a two-thirds vote of the Board.

ARTICLE VI

MEMBERS' MEETINGS

- 6.1 Annual Members' Meetings. Unless otherwise noticed, the annual members' meeting shall be held at the office of the registered agent at 1:00 P.M. Eastern Standard Time, on the first Saturday in January of each year, for the purpose of electing Directors if necessary and of transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour of the next day. The annual meeting may be waived by a unanimous agreement of the members in writing. Provided, the Board of Directors shall have the discretion to hold the annual meeting at any other time or place during the first two (2) weeks of January of each year which they may deem to be more convenient to the members of the Association, upon providing proper notice.
- 6.2 Special Members' Meetings. Special members' meeting shall be held whenever called by a majority of the Board of Directors and must be called by such Directors upon receipt of a written request from members entitled to cast fifty (50%) of the votes of the entire membership.
- 6.3 Notice of all Members' Meetings. Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given unless waived in writing. Such notice shall be in writing and furnished to each member at his address as it appears on the books of the Association and shall be mailed not less than ten (10) days nor more than thirty (30) days prior to the date of the meeting. Proof of such mailing shall be given by affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.
- 6.4 Quorum. A quorum at members' meetings is set forth in the Declaration: At the first such meeting called, the presence of members or proxies entitled to cast over fifty (50%) of all the votes of the Association shall constitute a quorum. If the required quorum is not present, another meeting may be called on a date not more than 60 days after the preceding meeting subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. If a quorum is not present at such meeting those present at such subsequent meeting may adjourn the meeting to a date not less than five nor more than ten days thereafter and not less than the day following such subsequent meeting and send a written notice thereof to all members. Those present at such adjourned meeting shall constitute a quorum regardless of their number.

- 6.5 Proxies. Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote and shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting or any adjournments thereof. Proxies may be submitted by fax or email in addition to mail.
- 6.6 Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.
- 6.7 Order of Business. The order of business at annual members' meetings, and as far as practical at all other members' meetings, shall be:
- (a) Calling of the roll and certifying of proxies;
 - (b) Proof of notice of meeting or waiver of notice;
 - (c) Reading and disposal of any unapproved minutes;
 - (d) Reports of officers;
 - (e) Reports of Committees;
 - (f) Election of Directors;
 - (g) Unfinished business;
 - (h) New business; and
 - (i) Adjournment.

ARTICLE VII

BOARD OF DIRECTORS

- 7.1 Membership. The affairs of the Association shall be managed by a Board of no less than one (1) Directors nor more than four (4) Directors. Each Director shall be a person entitled to cast a vote in the Association.
- 7.2 Election of Directors.
- (a) Members of the Board of Directors shall be elected by a majority of the members present at the annual meeting of the members of the Association, in accordance with their voting rights.
 - (b) Except as to vacancies provided by removal of Directors by members, vacancies on the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors.
 - (c) The Board of Directors shall be the officers of the Association. The principal officers of the Association shall be a President; Vice President, Treasurer and a Secretary. One person may hold more than one office.

- 7.3 Term. The term of each director's service shall be a two (2) year term and more fully set forth in the Declaration.
- 7.4 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, and shall be open to all members of the Association. Notice of regular meetings shall be given or delivered to each Director, personally or by mail, telephone or telegraph at least three (3) days prior to the day named for such meetings and except in emergency, notice of such meetings shall be posted conspicuously forty-eight (48) hours in advance for the attention of the members.
- 7.5 Special Meetings. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of two-thirds (2/3) of the Directors. Not less than three (3) days notice of the meeting shall be given if given personally or by telephone or telegraph, or six (6) days if given by mail, which notice shall state the time, place and purpose of the meeting.
- 7.6 Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.
- 7.7 Quorum. A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the act of the Board of Directors, except where approval by a greater number of directors is required by these By-Laws.
- 7.8 Adjourned Meetings. If at any meetings of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.
- 7.9 Joinder in Meeting by Approval of Minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.
- 7.10 Presiding Officer. The presiding officer of Directors' meeting shall be the President. In the absence of the President, the Directors present shall designate one of their number to preside.

ARTICLE VIII

OFFICERS

- 8.1 Officers and Election. The executive officers of the Association shall be a President, who shall be a Director, a Vice-President, who shall be a Director, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be preemptorily removed by vote of the Directors at any meeting. Any person may hold

two or more offices. The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find necessary to properly manage the affairs of the Association.

- 8.2 President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of an association including, but not limited to, the power to appoint committees from among the members from time to time as he may, in his discretion, determine appropriate, to assist in the conduct of the affairs of the Association. He shall serve as chairman of all Board and members' meetings.
- 8.3 Vice-President. The Vice-President shall in the absence or disability of the President exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.
- 8.4 Secretary. The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors and other notices require by law. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an association and as may be required by the Directors or the President. The duties of the Secretary may be fulfilled by a manager employed by the Association.
- 8.5 Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices and provide for collection of assessments; and he shall perform all other duties incident to the office of Treasurer. The duties of the Treasurer may be fulfilled by a manager employed by the Association.
- 8.6 Compensation. Pursuant to the Declaration, no director or officer of the Association shall receive any fee or compensation for services performed by him unless such fee or compensation is first fixed by resolution adopted by a majority of all the votes in the Association.
- 8.7 Indemnification of Directors and Officers. Liability of every Director and officer shall be limited as set forth in the Declaration and theses By-Laws. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association. Such further , whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of these duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of

Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE IX

FISCAL MANAGEMENT

- 9 Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, when authorized and approved by the Board of Directors:
- (a) Current Expense. Current expense shall include all receipts and expenditures to be made within the year for which the receipts are budgeted and may include a reasonable allowance for contingencies and working funds. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expense for the succeeding year or to fund reserves.
 - (b) Reserve for Deferred Maintenance. Reserve for deferred maintenance shall include funds for maintenance items which occur less frequently than annually.
 - (c) Reserve for Replacement. Reserve for replacement shall include funds for repair or replacement required because of damage, depreciation, or obsolescence.
 - (d) Betterments. Reserve to be used for capital expenditures for additional improvements or additional personal property that will be part of the common properties.
- 9.1 Budget. The Board of Directors shall adopt a budget for each calendar year which shall include the estimated funds required to defray the current expenses and may provide funds for the foregoing reserves.
- (a) A copy of a proposed annual budget of current expenses shall be mailed to the members not less than thirty (30) days prior to the meeting at which the budget will be considered, together with a notice of that meeting. The members shall be given written notice of the time and place at which such meeting of the Board of Directors to consider the budget shall be held, and such meeting shall be open to the members.
- 9.2 Assessments. The provisions in the Declaration governing assessments are incorporated herein by reference.
- 9.3 Depository. The depository of the Association will be such banks in Towns County, Georgia, as shall be designated from time to time by the Directors and in which the withdrawal monies from such accounts shall be only be checks signed by such persons as are authorized by the Directors. Provided, however, that the provisions of a management agreement between the Association and a manager relative to the subject matter of this section shall supercede the provisions hereof.

- 9.4 Audit. An audit of the accounts of the Association, if required by proper action of either a majority of the voting members, or the Board of directors, shall be made annually be a certified public accountant, and a copy of the audit report shall be furnished to each member not later than April 1 of the year following the year for which the audit is made.

ARTICLE X

RULES OF ORDER

- 10.1 Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration of these By-Laws.

ARTICLE XI

AMENDMENTS

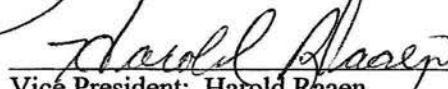
- 11.1 Amendment. These By-Laws may be amended, at any regular or special meeting of the members, upon approval of not less than two-thirds (2/3) of the votes of each class of the members present in person or by proxy, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law. In the case of any conflict between the Articles of Incorporation or the Declaration and these By-Laws, the Articles or Declaration shall control; and in the case of any conflict between the Declaration and these By-Laws or the said articles, the Declaration shall control.

The foregoing were adopted as the By-Laws of The Preserve at Crooked Creek Property Owners' Association, Inc. a nonprofit corporation under the laws of the State of Georgia, at the first meeting of the Board of Directors on _____, 2013.

DIRECTORS



President: Richard Cranford



Vice President: Harold Raaen

Treasurer: Michael Kight



Secretary: Al Reid



CERTIFICATE AS TO FORM OF CORPORATE SEAL

The undersigned, being the duly elected and authorized Secretary of **THE PRESERVE AT CROOKED CREEK PROPERTY OWNERS' ASSOCIATION, INC.**, hereby certifies that the following form of seal was duly adopted by the Board of Directors of **THE PRESERVE AT CROOKED CREEK PROPERTY OWNERS' ASSOCIATION, INC.**, as the Seal of the Corporation.

This 29 day JAN, 2013.



Al Reid, Secretary