

**BY-LAWS
OF**

WILLIAMSBURG EAST HOMEOWNERS MAINTENANCE ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Williamsburg East Homeowners Maintenance Association, Inc. (hereinafter referred to as the "Association"). The principal office of the Association shall be located at 100 Tavern Fare Road, Columbia, South Carolina 29223. Meetings of members and directors may be held at such place within the State of South Carolina, County of Richland, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Williamsburg East Homeowners Maintenance Association, Inc., a South Carolina non-profit corporation, its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property known as the perimeter areas not deeded with the lots to the Williamsburg East Subdivision, the entranceway(s) and the common areas in the Williamsburg East Subdivision, and such additions thereto as may hereafter be brought within the jurisdiction of the Association pursuant to the requirements hereof.

Section 3. "Common Area" shall mean all real property owned or maintained by the Association for the common use and enjoyment of the owners, to include the perimeter areas not deeded with the lots to the Williamsburg East Subdivision, the entranceway(s) and the common areas.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.



Section 6. "Declarant" or "Developer" shall mean and refer to The Manning Company, Inc. and/or Boyd Construction Company, their successors or assigns. Provided, however, that for the purpose of this item "successors or assigns" shall not mean successors in title absent a specific written conveyance of the rights of Declarant or Developer.

Section 7. "Declaration" shall mean and refer to the Restrictions, Covenants, Conditions and Easements as imposed by Declarant/Developer and as attached to and incorporated into the individual and separate Deeds by which the Lots in Williamsburg East Subdivision were conveyed.

Section 8. "Member" shall mean and refer to those persons who own any plot of land within Williamsburg East Subdivision. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purpose for which the Association is formed is to provide for maintenance and preservation of perimeter areas not deeded with the Lots, any entranceway(s) and Common Areas within the certain tract of property known as Williamsburg East Subdivision, and to promote the common interests of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. In carrying out these purposes, the Association may:

(a) Receive control of the perimeter areas, entranceway(s) and Common Area of Williamsburg East Subdivision from the original grantors, their successors, and assigns;

(b) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association relating to the perimeter areas, entranceway(s) and Common Areas as set forth in the Declaration, applicable to the property and recorded or to be recorded in the Office of Register of Deeds for Richland County and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) Borrow money, and with the assent of a majority vote of the membership present at a duly held meeting at which a quorum is present and qualified, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer is assented to by a majority vote of the membership present at a duly held meeting at which a quorum is present and qualified;

(g) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation has been assented to by a majority vote of the membership present at a duly held meeting at which a quorum is present and qualified.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held when noticed by the original incorporators. Each subsequent regular annual meeting of the members shall be held on the second (2nd) Monday in May each year thereafter, at the hour of 7:00 o'clock, P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-tenth (1/10) of all of the votes of the Association.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by hand-delivery, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the

meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each Member may vote in person or by proxy. All proxies shall be in writing, notarized and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Voting Rights. All Owners of lots in Williamsburg East Subdivision shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. All decisions to be made by the members must be assented to by a majority vote of the membership present at a duly held meeting at which a quorum is present and qualified. To be "qualified" for voting purposes, all dues and assessments must be current with respect to the Lot for which the vote is to be cast; provided, however, at the first annual meeting of the members, qualification for voting purposes shall be determined without regard to dues and assessments.

ARTICLE V

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of seven (7) directors, who must be members of the Association.

Section 2. Term of Office. Directors shall serve for a term of one (1) year or until such time as their successors are elected and installed in office.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the membership present at a duly held meeting at which a quorum is present and qualified. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by

obtaining the written approval by a majority of a quorum of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 5. Compensation. No director shall receive compensation for service rendered to the Association as a director. However, any director may be reimbursed for actual expenses incurred in the performance of official duties.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nomination Committee. Nominations may also be made from the floor at the annual meeting. The Nomination Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nomination Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nomination Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among members.

Section 2. Election. Election to the Board of Directors shall be by vote of the membership. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these By-Laws and the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a

quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use, maintenance and upkeep of the Common Area;
- (b) administer and direct compliance with and enforcement of the obligations of the members regarding the Common Area;
- (c) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association;
- (d) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (e) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (f) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;
- (g) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same. All seated members of the Board of Directors must vote unanimously to impose or foreclose any lien for unpaid assessments.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting;
- (b) supervise all officers, agents and employees of this Association, and

to see that their duties are properly performed;

- (c) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
- (d) send or cause an appropriate office to send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (e) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid in the form described and to issue and file liens for unpaid dues and assessments. A reasonable charge may be made by the Board for the issuance of these certificates and liens. Said certificates and liens shall be conclusive evidence of such payment to any third party who relies on the same;
- (f) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (h) cause the Common Area and all additional areas subject to maintenance by the Association to be maintained;
- (i) appoint such committees and chairs thereof as it deems appropriate.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or agent or agents to enter into any contract or execute and deliver any instrument in the name of the Association, in an amount not to exceed an approved budgeted item plus any reserve fund which the Association may maintain for that specific item.

Section 2. Loans. No loan shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such

manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Compensation. The Directors shall receive no compensation for attendance at regular or special meetings, provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following the first meeting and each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) calendar year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers and establish such committees as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. 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 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Officers. The offices of secretary and treasurer may be held

by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all checks of the Association with the co-signature of the Treasurer; and shall sign all written instruments necessary to carry out the business of the Association, as directed by the Board of Directors.

Vice-President

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

Secretary

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

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Association with the co-signature of the President, as directed by the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XI

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be

purchased at reasonable cost.

ARTICLE XII

ASSESSMENTS

As provided in the Declaration, in order to promote the common interest of the members and to maintain the property described as the Common Areas within Williamsburg East Subdivision, each property owner is obligated to pay to the Association on a pro-rata basis his/her share of the costs of upkeep, maintenance, landscaping, irrigation, etc. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six (6%) percent per annum, compounded monthly, and the Association may bring an action at law against the Owner personally obligated to pay the same, and interest, costs, and reasonable attorney's fees of such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot. Owners of real estate are responsible for payment of assessment and compliance with established rules and regulations levied against the property even though the property has been rented to others.

The assessment year shall be a calendar year. The initial full annual assessment shall be in accordance with the budget approved at the first annual meeting. By a vote assented to by a majority of the membership present at a duly held meeting at which a quorum is present and qualified, annual and special assessments may be voted at an annual meeting of the membership or at a special meeting of the members. The monies collected by the Association shall be used for the overall benefit of the residents of Williamsburg East Subdivision including maintenance of Common Areas, the operational expenses of the Association, the enforcement of the rights of the Association, and any other purposes which from time to time may be deemed necessary by a majority of the votes cast by the membership in accordance with the provisions for voting as specified in these By-Laws. Special assessments may be used for any purpose for which the annual assessment is used unless a limited purpose is stated for the special assessment, in which case the special assessment may only be used for that purpose.

ARTICLE XIII

DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved with the assent given in writing and signed by not less than a majority vote of the membership present at a duly held meeting at which a quorum is present and qualified. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an

appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XIV
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the following: Williamsburg East Homeowners Maintenance Association, Inc.

ARTICLE XV
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a majority vote assented to by a majority of the membership present at a duly held meeting at which a quorum is present and qualified.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the most restrictive shall control.

Section 3. The use of masculine pronouns in these By-Laws shall be interpreted to include feminine pronouns as well.

Section 4. If any provision of these By-Laws is deemed void or invalid by any Court of competent jurisdiction, such provisions will be deemed severable.

ARTICLE XVI
DURATION

The corporation shall exist perpetually.

ARTICLE XVII

REGISTERED AGENT

Gary Anderson, whose address is 100 Tavern Fare Road, Columbia, South Carolina 29223, is hereby appointed the initial registered agent of this Association.

ARTICLE XVIII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XIX

PROCEDURE

All meetings of the membership and of the Board of Directors shall be conducted in accordance with *Roberts Rules of Order Revised* according to the most recent edition.

ARTICLE XX

PROPERTY RIGHT AND INDEMNIFICATION

Section 1. Member Rights in Property. None of the members or officers of the Association shall have any vested interest in any money or other property belonging to the Association upon termination of his membership in the Association for any reason, nor shall he have any right to demand that any property, real or personal, belonging to the Association be turned over to him except as the law of South Carolina provides otherwise.

Section 2. Property of Members and Association to be Separate and Distinct. The private property of the members shall not be subject to the payment of Association debts, no matter how acquired, to any extent whatever, however each and every member shall be permanently liable for all dues and assessments not timely paid.

Section 3. Indemnity. The Association shall indemnify and hold harmless each person, his personal representative, heirs and assigns who shall or did serve as a Director, Officer, initial incorporator, or Ad Hoc Committee member of the Association, from and against any and all claims or liabilities to which such persons become subject by reason of having heretofore or hereafter been a Director, Officer, initial incorporator, or Ad Hoc

Committee member, of the Association or by reason of any action alleged to have been taken or omitted by such persons in such capacity and shall reimburse each such party for all legal and other expenses reasonably incurred by him in such connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of said party's own willful misconduct.

APPROVED BY AD HOC COMMITTEE AND RECOMMENDED FOR ADOPTION BY MEMBERSHIP OF ASSOCIATION THIS 27 DAY OF FEBRUARY, 2008.

WILLIAMSBURG EAST HOMEOWNERS
MAINTENANCE ASSOCIATION AD HOC
COMMITTEE

BY: H. Gary Anderson III
H. Gary Anderson III, Chair

ATTESTED:

BY: Francina Boykin
Francina Boykin, Secretary

APPROVED AT FIRST ANNUAL MEETING OF THE MEMBERS ON PROPER NOTICE WITH A QUORUM PRESENT THIS 12 DAY OF MAY, 2008.

WILLIAMSBURG EAST HOMEOWNERS
MAINTENANCE ASSOCIATION AD HOC
COMMITTEE

BY: H. Gary Anderson III
H. Gary Anderson III, Chair

ATTESTED:

BY: Francina Boykin
Francina Boykin, Secretary