

BY-LAWS
OF
SEABROOK POINT PROPERTY OWNERS ASSOCIATION

ARTICLE I

Name and Location

The name of the corporation is Seabrook Point Property Owners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at Seabrook, South Carolina.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to . Seabrook Property Owners Association, Inc., its successors and assigns, a South Carolina non-profit corporation.

Section 2. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties.

Section 3. "Properties" shall mean and refer to those building lots shown and described on those certain plats of Seabrook Point Subdivision Sections I, II, and III prepared by R.D. Trogdon, Jr., R.L.S., which are recorded in the R.M.C. Office of Beaufort County, South Carolina, in Plat Book 23 at Page 18, Plat Book 27 at Page 160, Plat Book 27 at Page 172, and Plat Book 35 at Page 277 and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Common Area" shall mean all real property (including the improvements thereon, if any) which are deeded to the Association and designated in the deed as "Common Area", "Open Area", or "Common Property". All common area shall be devoted to and intended for the common use and enjoyment of the Owners of the Properties, subject the rules and regulations adopted by the Association.

Section 5. "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 and streets and roadways, including the improvements on said Lot.

Section 6. "Declaration" shall mean and refer to the Restrictions of Seabrook Point Subdivision, and amendments thereto applicable to the Properties recorded in the R.M.C. Office of Beaufort County, South Carolina, the same being incorporated herein by reference. In the event of conflict between the provisions of the Declaration and the provisions hereof the provisions of the Declaration shall be controlling.

Section 7. "Member" shall mean and refer to those people entitled to membership as provided in the Declaration and Article III of these By-Laws.

ARTICLE III

Membership and Property Rights

Section 1. Membership. Every owner of a Lot which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment. The voting rights of the members shall be provided by the Declaration.

Section 2. Property Rights. Each Member shall be entitled to the use and enjoyment of the facilities as provided in the Declaration. Any Member may delegate his rights of enjoyment of the Common Area and facilities to the members of his family or his tenants who reside on the property. Such Member shall notify the secretary of the Association in writing of the name of the delegate. The rights and privileges of such delegate are subject to suspension to the same extent as those of the Member.

Section 3. Voting Rights. Members shall be entitled to vote for each Lot in which they own. When more than one person holds an interest in any Lot the vote for each Lot shall be exercised as they among themselves determine but in no event shall a Lot be entitled to more than one vote, regardless of the number of owners. If the Owners of a Lot disagree as to a vote, then the vote will be divided by the number of Owners and each Owner shall be entitled to vote his fractional share.

ARTICLE IV

Meeting of Members

Section 1. Annual Meetings. Annual meetings of the Members shall be held each year during the month of March at a date and time to be set by the Board of

Directors of the Corporation.

Section 2. Special Meetings. Special meeting 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-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (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. Waiver by a Member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, fifty-one (51%) percent of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Declaration. 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 and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE V

Board of Directors: Selection: Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, who shall be Members of the Association.

Section 2. Terms of Office. At the annual meeting, the Members shall elect two (2) directors for a term of two (2) years and three (3) directors for a term of three (3) years; and at each annual meeting thereafter, the Members shall fill vacancies by electing directors for a term of two years, A director shall hold office until his or her successor is duly elected and qualified at the next annual meeting of the Members.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining Members of the Board, and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5. 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 of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors, prior to each annual meeting of the members at which directors will be elected, to serve until the conclusion of the election. The Nominating Committee shall make as many nominations for election to the board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by written ballot. 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 the Declaration. 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 during the months of January, April, July, and September of each year, at such place, hour and date as may be fixed from time to time by resolution of the Board.

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

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 power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, if any, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the common area and facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be

suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) 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 or the Declaration;

(d) 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;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) employ attorneys to represent the Association when deemed necessary.

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 when such statement is requested in writing by one-fourth (1/4th) of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association., and to see that their duties are properly performed;

(c) as more fully provided in the Declarations, to:

(1) fix the amount of the annual assessment and any special assessment against each Lot at least thirty (30) days in advance of each annual assessment period or special assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and (3) 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.

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

certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability insurance covering the Association, its directors, officers, agents and employees and to procure and maintain adequate hazard insurance on the real and personal property owned by the Association.

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained;

(h) to enforce the covenants and restrictions;

(i) to acquire the Common Area identified in the covenants and on the subdivision plats, to build and oversee the management of improvements thereon;

(j) to mortgage the Common Area upon the approval of three-fourths (3/4) of the vote at a meeting of Members of the Association duly called for this purpose;

(k) perform such other duties as are enumerated in the Declaration.

ARTICLE IX

Officers and Their Duties

Section 1. Enumeration of Offices. The officers of this Association shall be a president, vice president, secretary and treasurer who shall at all times be Members of the Board of Directors 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 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) year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers 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 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 Offices. 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 leases, promissory notes, mortgages, deeds and other written instruments.

Vice President

(b) The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him or her 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 meeting 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 provided; however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business, shall sign all checks and promissory notes of the Association; 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; 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 X

Committees

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Restrictive Covenants and the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

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 costs.

ARTICLE XII

Assessments

As more fully provided in the Restrictive Covenants, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. 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 Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property as provided in the Declaration. 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.

ARTICLE XIII Amendments

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of seventy-five (75%) percent of the Owners in person or by proxy.

Section 2. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV Indemnification

All officers and directors of the Association shall be indemnified and held harmless by the Association from any liabilities, claims, demands, damages, actions or causes of action resulting from the performance of their duties, except such liabilities, claims, demands, actions or causes of action as shall arise from willful or wanton acts.

ARTICLE XV Miscellaneous

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.

The Board of Directors of the Association shall not be obligated to spend in any calendar year all of the sums collected in each year by way of assessments and may carry forward, as surplus, any balance remaining nor shall the Association be obligated to apply such surplus to the amount of the assessments in any succeeding year, but may carry forward from year to year such surplus as the Board may deem advisable for the

greater financial security of the Association and the effectuation of its purposes.

IN WITNESS WHEREOF, we, being all of the Directors of Seabrook Point
Property Owners Association, Inc., have hereunto set our hands and seals this

_____ day of _____ 19__.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am duly elected and acting secretary of Seabrook Point Property Owners Association, Inc., a South Carolina corporation, and,

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Members thereof held on the ____ day of _____, 19__.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this ____ day of _____, 19__.

Secretary