

BYLAWS OF
SOUTH HALL OWNERS ASSOCIATION OF GREENVILLE, INC.

ARTICLE 1

NAMES AND DEFINITIONS

Section 1.1. Name. The name of the corporation shall be South Hall Owners Association of Greenville, Inc. (hereinafter sometimes referred to as the "Corporation").

Section 1.2. Definitions. The words and phrases used in these Bylaws shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for South Hall Subdivision unless the context shall prohibit.

ARTICLE 2

MEMBERSHIP AND VOTING

Section 2.1. Membership: A person shall automatically become a member of the Corporation upon his acquisition of title to a Lot in the Subdivision and may become a member in no other manner. Provided, that in order to entitle the acquirer of title to a Lot to become a member, such acquisition shall be in a manner consistent with the terms and restrictions regarding acquisitions contained in the Declaration, the Articles of Incorporation, and these Bylaws. Provided further, the Developer shall be a member for each Lot owned within the Subdivision so long as the Developer owns a Lot within the Subdivision.

Section 2.2. Application for Membership. Application for membership shall consist of notice to the Corporation that the applicant has acquired title to a Lot within the Subdivision.

Section 2.3. Transfer of Membership. Memberships are not transferable. Membership occurs only upon the occurrence of those events set out in this Article.

Section 2.4. Termination or Suspension of Membership Rights: The membership rights of a member shall not be terminated so long as the person continues to hold title to a Lot, is not in violation of any rule or regulation of the Declaration or the Articles, and is not in arrears in payment of any assessment.

Section 2.5. Voting Rights. The Corporation shall have one class of membership whose members shall be those owners of Lots within the Subdivision as defined in the Declaration and shall be entitled to one vote for each Lot owned.

Section 2.6. Additional Provisions Governing Voting.

(a) Corporation Votes. If the Corporation is an owner, the Corporation shall cast its votes with the majority of other voters with respect to any Lot it owns, and in any event such votes shall be counted for the purpose of establishing a quorum. In the event of a tie vote, any votes with respect to any Lot owned by the Corporation shall not be cast.

(b) Multiple-Person Owners. In the event that any Lot is owned by more than one person, and if only one of such persons is present at a meeting of the Corporation, that person so present shall be entitled to cast the vote for that Lot. If more than one of such persons is present, the vote appurtenant to that Lot shall be cast only in accordance with unanimous agreement of such persons who are owners and such agreement shall be conclusively presumed if any one of them purports to cast the vote appurtenant to that Lot without protests being made forthwith to the person presiding over the meeting by any of the other persons having an ownership interest in the Lot.

(c) Voting Certificate. If a member is not a natural person, the vote of such member may be cast by any natural person authorized by such member. Such natural person must be named and a certificate signed by an authorized officer, partner or trustee of such owner and filed with the Secretary; provided, however, that any vote cast by a natural person on behalf of such member shall be deemed valid unless successfully challenged prior to the adjournment of the meeting at which the vote is cast. Such certificate shall be valid until revoked by a subsequent certificate similarly executed and filed with the Secretary.

(d) Delinquency. No member may vote at any meeting of the Corporation, be elected to serve on the Board of Directors or be appointed to serve on any committee if payment by such member of any financial obligation to the Corporation is delinquent more than sixty (60) days and the amount necessary to bring the account current has not been paid at the time of such meeting, election or appointment.

Section 2.7. Manner of Voting. Voting by members at a meeting shall be by voice vote or a show of hands unless any member present at the meeting requests, and by a majority vote, the members consent to a vote by written ballots. A majority of the votes of members entitled to be cast by the members present or represented by proxy on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter.

Section 2.8. Proxies. A member may vote either in person or by proxy. Proxies shall be in writing, shall be dated, shall be signed by the member or a person authorized by the member or, in cases where the member is more than one person, by or on behalf of all such persons. A proxy

shall be valid for eleven (11) months unless a longer period is provided in the proxy and all proxies shall be filed with the Secretary. Proxies shall be deemed revoked only upon actual receipt of a written revocation by the Secretary or upon actual receipt of a person presiding over the meeting of notice of revocation from the member.

ARTICLE 3

MEETINGS OF MEMBERS

Section 3.1. Place of Meeting. All meetings of members shall be held at the principal office of the Corporation or at such other place in Pitt County, North Carolina as may be determined by the Board of Directors to be convenient to the members.

Section 3.2. Annual Meetings. The first annual meeting of the Corporation shall be held not later than the first anniversary of the incorporation of the Corporation at such time and place as may be fixed by a resolution of the Board of Directors. Subsequent annual meetings of the Corporation shall be held on weekdays at least fifty (50) days prior to the beginning of each fiscal year at such time as may be fixed from time to time by resolution of the Board of Directors.

Section 3.3. Special Meetings. The Corporation shall hold a special meeting: (1) upon the call of the President; (2) if so directed by a resolution by the Board of Directors; or (3) upon a petition presented to the Secretary and signed by members entitled to cast at least twenty-five percent (25%) of the total number of votes. The signatures on a petition requesting a special meeting shall be valid for a period of ninety (90) days after the date of the first signature. Such resolution, petition or request must: (1) specify the time and place at which the meeting is to be held, which place must be in Carteret County, North Carolina; (2) either specify a date on which the meeting is to be held which will permit the Secretary to comply with all notice provisions of this Article or else specify that the Secretary shall designate the date of the meeting; (3) specify the purposes for which the meeting is to be held; and (4) be delivered to the Secretary in writing.

Section 3.4. Notice of Meetings.

(a) Written notice stating the place, day and time of each annual meeting and, in the case of a special meeting, the purposes for which the meeting is called, shall be given by the Secretary to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting. No business shall be transacted at a special meeting except as stated in the notice.

(b) In addition to the provisions of subsection (a) of this Section, notice of a meeting to act on an amendment to the Declaration or the Articles of Incorporation, a plan of merger or consolidation or a plan of dissolution of the Corporation shall be accompanied by a copy of the proposed amendment, plan of merger or consolidation or plan of dissolution. Any such amendment, plan of merger or consolidation or plan of dissolution shall not be effective unless notice of such matter was provided in accordance with this subsection.

Section 3.5. Waiver of Notice of Meetings.

(a) Whenever any notice is required to be given of any meeting of the Corporation, a waiver thereof in writing signed by a member entitled to such notice, whether given before or after the meeting, shall be the equivalent to the giving of such notice to that member and such waiver shall be delivered to the Secretary.

(b) A member who attends a meeting shall be conclusively presumed to have received timely and proper notice of the meeting or to have duly waived notice thereof unless such member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened and so notifies the Person conducting the meeting at or prior to the commencement of the meeting or at or prior to the consideration of the matter subject to objection in the case of a special meeting.

Section 3.6. Quorum. A quorum shall be deemed to be present throughout any meeting of the Corporation if members to cast at least forty percent (40%) of the total votes are present, in person or by proxy, at the beginning of such meeting. Once a member is present at a meeting such member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new Record Date is or shall be set for that adjourned meeting.

If at any meeting of the Corporation a quorum is not present, a majority of the members who are present at such meeting in person or by proxy may: (1) recess the meeting to such date, time and place as members may agree not more than forty-eight (48) hours after the time the original meeting was called; or, (2) adjourn the meeting to a time not less than forty-eight (48) hours after the time the original meeting was called at such date and place as such members may agree, whereupon the Secretary shall announce the date, time and place at the meeting and make other reasonable efforts to notify all members of such date, time and place.

Section 3.7. Order of Business. Unless otherwise specified in the notice of the meeting, the order of business at all meetings of the Corporation shall be as follows: (1) roll call or proof of quorum; (2) proof of notice of meeting; (3) reading of the minutes of the preceding meeting; (4) reports of officers; (5) report of Board of Directors; (6)

reports of committees; (7) election of directors; (8) unfinished business; and (9) new business; provided, however, that the voting for election of directors may commence at any time at the direction of the presiding officer.

Section 3.8. Conduct of Meetings. The President shall preside over all meetings of the Corporation and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at such meetings. The President may appoint a parliamentarian at any meeting of the Corporation. The most current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Corporation when not in conflict with the Corporation documents.

Section 3.9. Record Date to Determine Members and List of Members. The date for determining which Persons are members and therefore entitled to vote ("Record Date") shall be the close of business on the seventieth (70th) day prior to the date of the meeting, unless the Board of Directors shall determine otherwise. The Board of Directors shall not set a Record Date retroactively. At least ten (10) days before each meeting, the Secretary shall make a complete list of members, with the address of each, available for review by the members before and during the meeting. The list shall be current as of the Record Date.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1. Initial Directors. There shall be three (3) initial directors of the Corporation being those persons named in the Articles of Incorporation who shall serve until their successors are elected in accordance with Section 4.3 hereof.

Section 4.2. Election Procedures and Qualifications.

(a) Nominating Committee. Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall be appointed by the existing Board of Directors and shall consist of a chairman, who shall be a member of the elected Board of Directors whose term is not then expired, and at least two (2) other persons who are members of the Corporation but not currently serving on the Board of Directors. The Nominations Committee shall develop election procedures and administer such procedures as are approved by the Board of Directors providing for election of directors by members at the annual meetings, and, where appropriate, at special meetings. The Nominations Committee shall serve from the date of their appointment through the close of the annual meeting or, where appropriate, the special meeting, at which the election for members of the Board of Directors is to be held.

(b) Nominations. Persons qualified to be directors may be nominated for election by the Nominating Committee submitted to the President of the Association and the Board of Directors fifty (50) days before the meeting at which the election is to be held. The Nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but in no event less than the number of vacancies or terms to be filled. The written nominations presented by the Nominating Committee shall be accompanied by a statement signed by the nominees indicating the willingness of such nominees to serve as a director. Additional nominations may be made from the floor at the meeting which the election is held for each vacancy on the Board of Directors for which no more than one person has been nominated by the Nominations Committee. The nominee must either be present at said meeting and consent to the nomination or have indicated in writing the willingness to serve as a director.

(c) Qualifications. No person shall be eligible for election as a member of the Board of Directors unless such person is an owner, an officer, trustee, general partner or agent of an owner, the Declarant or a Mortgagee. No owner or representative of such owner shall be elected as a director or continue to serve as a director if such owner is more than sixty (60) days delinquent in meeting any financial obligation owed to the Corporation.

Section 4.3. Number of Directors, Election of Directors and Term of Office. At the first annual meeting of the membership, five (5) directors shall be elected by the members. The terms of the Board of Directors elected by the membership shall be staggered as follows: the two (2) directors receiving the most votes shall be elected for a term of three (3) years; the two (2) directors receiving the next highest number of votes shall be elected for a term of two (2) years; and, the remaining director shall be elected for a term of one (1) year. After the first annual meeting of the membership, each director shall be elected for a term of three (3) years and shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected.

Section 4.4. Action by the Board of Directors. At all meetings of the Board of Directors, a majority of the total number of directors shall constitute a quorum for the transaction of business, and a Majority Vote of the directors while a quorum is present shall constitute a decision of the Board of Directors unless otherwise provided by the Corporation Documents.

Section 4.5. Removal or Resignation of Directors.

(a) Except with respect to initial directors and the replacements thereof, at any regular or special meeting of the Corporation any one or more of the directors may be removed with or without cause by members entitled to cast a majority of the total number of votes and a successor

may then and there be nominated, and elected to fill the vacancy thus created. Any director whose removal has been proposed by the members shall be given at least ten (10) days' notice of the time, place and purpose of the meeting and shall be given an opportunity to be heard at the meeting. The notice given to members of such meeting shall state that one of the purposes of the meeting is to remove such director. The Declarant may remove and replace any initial director, or replacement thereof, at will or without cause.

(i) A vacancy among the elected directors of the Board of Directors caused by any reason other than the removal of a director by the members or the Declarant shall be filled by a Majority Vote of the remaining elected directors at a meeting of the Board held for such purpose promptly after the occurrence of such vacancy or, if the elected directors remaining in office constitute fewer than a quorum, an affirmative vote of the majority of the elected directors remaining in office. Each person so elected shall be an elected director until a successor shall be elected at the next annual meeting of the Corporation.

(ii) Vacancies caused by a removal of a director by the members shall be filled by a vote of the members, and such newly elected director shall serve the remainder of the term of the director being replaced. The term of the replacement directors shall expire so that the staggered terms shall remain unaffected.

(b) A director may resign at any time by giving notice to the Board of Directors, the President or the Secretary. Unless otherwise specified, such resignation shall take effect upon the receipt thereof and the acceptance of such resignation shall not be necessary to make it effective. Except for an initial director, any director elected or appointed by the Declarant or a replacement thereof, a director shall be deemed conclusively to have resigned upon disposition by the owner of the Lot which made such person eligible to be a director or if not in attendance at three (3) consecutive regular meetings of the Board unless the minutes reflect the Board's consent to such absence.

4.6 Powers and Duties of the Board. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have all powers necessary for the administration of the affairs of the Corporation, including, but not by way of limitation, all powers as set forth in Article 4 of Chapter 55A of the North Carolina General Statutes (Non-Profit Corporation Act), as the same may be amended from time to time, and may do all such acts and things except those prohibited by the Corporation Documents and the Declaration or required to be exercised and done by the members. The Board of Directors shall delegate to one of its members or to a person employed for such purpose the authority to act on behalf of the Board on such matters relating to the duties of the managing agent (as defined in Article 5 hereof), if any, which may arise between meetings of the Board as the Board deems appropriate. In addition to the

duties imposed by any other provision of the Corporation Documents or by any resolution of the Corporation that may hereafter be adopted, the Board shall perform the following duties and take the following actions on behalf of the Corporation.

(a) Provide goods and services to the members in accordance with the Corporation Documents, and provide for Upkeep of the Common Area and, to the extent provided in the Corporation Documents, of the Lots.

(b) Designate, hire, dismiss and, where appropriate, compensate the personnel necessary to provide for the Upkeep of the Common Area and, to the extent provided in the Corporation Documents, of the Lots, and provide goods and services to the members and Owners, as well as purchase equipment, supplies and materials to be used by such personnel in the performance of their duties.

(c) Collect the assessments, deposit the proceeds thereof in depositories designated by the Board of Directors and use the proceeds to carry out the Upkeep of the Property to the extent the Corporation is so authorized by the Corporation Documents.

(d) Adopt and amend any reasonable Rules and Regulations not inconsistent with the Corporation Documents.

(e) Open bank accounts on behalf of the Corporation and designate the signatories thereon.

(f) Enforce by legal means the provisions of the Corporation Documents and Rules and Regulations.

(g) Act with respect to all matters arising out of any eminent domain proceeding affecting the Common Area.

(h) Notify the members of any litigation against the Corporation involving a claim in excess of ten percent (10%) of the amount of the annual budget.

(i) Obtain and carry insurance against casualties and liabilities, as provided in Article 5 of the Declaration, pay the premiums therefor and adjust and settle any claims thereunder.

(j) Pay the cost of all authorized goods and services rendered to the Corporation and not billed to Owners of individual Lots or otherwise provided for in the Declaration.

(k) Notify a Mortgagee of any default in paying assessments for Common Expenses by an owner (which remains uncured for ninety (90) days) or for any other default, simultaneously with the notice sent to the defaulting owner.


(l) Acquire, hold and dispose of Lots and mortgage the same without the prior approval of the Corporation if such expenditures and hypothecations are included in the budget.

(m) Charge reasonable fees for the use of the Common Area and for services.

(n) Suspend the right of any owner or other occupant of a Lot, and the right of such person's household, guests, employees, customers, tenants, agents and invitees to use the Common Area.

(o) Prepare an annual budget in accordance with Article 6 of the Declaration.

(p) Adopt an annual budget and make assessments (general or special) against the owners to defray the Common Expenses of the Corporation, establish the means and methods of collecting such assessments from the owners and establish the period of the installment payment, if any, of the assessments for Common Expenses.



(q) Borrow money on behalf of the Corporation when required for any valid purpose; provided, however, that (except during the Development Period), either a Majority Vote of members obtained at a meeting held for such purpose or written approval by members entitled to cast more than fifty percent (50%) of the total number of votes shall be required to borrow any sum in excess of fifteen percent (15%) of the total annual assessment for Common Expenses for that fiscal year.

(r) Execute deeds, plats of resubdivision and applications for construction permits for the Common Area owned in fee simple by the Corporation, as may be necessary or desirable in the normal course of the orderly development of the Property.

(s) Dedicate or transfer any portion of the Common Area owned in fee simple by the Corporation or grant easements, rights-of-way or licenses over and through the Common Area owned in fee simple by the Corporation subject to the restrictions set forth in the Declaration.

(t) In its sole discretion, designate certain portions of the Common Area as Reserved Common Area, pursuant to Section 3.9 of the Declaration, and impose such restrictions and conditions on the use thereof as the Board of Directors deems appropriate.

(u) Do anything else not inconsistent with the Corporation Documents.

4.8. Meeting of Directors.

(a) Types of Meetings. The first (organizational) meeting of the Board of Directors following an annual meeting of the Corporation shall be held within thirty (30) days thereafter at such time and place as shall be determined by a majority of the directors to elect Officers and establish the manner of operation of the Board for the ensuing year. 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. Special meetings of the Board of Directors may be called by the President, and shall be called by the President or Secretary upon the written request of at least two (2) directors. All meetings of the Board of Directors shall be open to owners as observers, except that the President or presiding officer may call the Board into executive session on sensitive matters such as personnel, litigation strategy or hearings with respect to violations of the Corporation Documents. Any final action taken by the Board in executive session shall be recorded in the minutes.

(b) Notice. Notice of meetings of the Board of Directors shall be given to each director, personally or by mail, telegraph or telephone, orally or in writing, at least three (3) business days prior to the day named for such meeting. Such notice shall state the place, day and time and, in the case of special meetings, the purpose thereof. No notice of the organizational meeting shall be necessary if such meeting is held immediately following the annual meeting.

(c) Waiver of Notice. Any director may at any time, in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice by such director of the time, place and purpose of such meeting, unless such director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened and so notifies the person conducting the meeting at or prior to the commencement of the meeting or at or prior to the commencement of the meeting or at or prior to consideration of the matter subject to objection, in the case of a special meeting. If all directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

(d) Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the total number of directors shall constitute a quorum for the transaction of business, and a Majority Vote of the directors while a quorum is present shall constitute the decision of the Board of Directors, unless provided otherwise in the Corporation Documents. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn or recess the meeting from time to time. At any such adjourned meeting at which a

quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice. A director who participates in a meeting by any means of communication by which all directors may simultaneously hear each other during the meeting shall be deemed present at the meeting for all purposes.

(e) Conduct of Meetings. The President shall preside over meetings of the Board of Directors and the Secretary shall keep the minutes of the meeting and record all resolutions adopted at the meetings and proceedings occurring at the meetings. The then current edition of Robert's Rules of Order shall govern the conduct of the meetings of the Board of Directors when not in conflict with the Corporation Documents.

Section 4.9. Action by Directors Without Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if a consent in writing setting forth the action taken shall be signed either before or after such action is taken by all the directors. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Board of Directors.

Section 4.10. Hearing Procedure. The Board of Directors shall not impose a fine or penalty, undertake permitted remedial action, suspend voting or infringe upon other rights of a member or other occupant for violations of the Corporation Documents and Rules and Regulations unless and until the following procedure is followed:

(a) Demand. Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying (i) the alleged violation; (ii) the action required to abate the violation; and (iii) a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further 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 twelve (12) months following 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 shall serve the violator with a written notice of a hearing to be held by the Covenants Committee in executive session. The notice shall contain: (i) the nature of the alleged violation; (ii) the time and place of the hearing, which shall not be less than ten (10) days from the giving of the notice; (iii) an invitation to attend the meeting and produce any statement, evidence and witness on his behalf; and (iv) the proposed sanction to be imposed. The notice prescribed herein may be served by mailing a copy of said notice to the alleged violator by placing said notice in the United States mail, postage prepaid, by any method as permitted for the service of summons as set forth in Rule 4 of

the North Carolina Rules of Civil Procedure or by the delivery of said notice by any officer, director or agent of the Corporation to the alleged violator or to any person who may be served on the alleged violator's behalf as provided in said Rule 4.

(c) Hearing. The hearing shall be held in executive session of the Covenants Committee pursuant to the notice affording the member a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of notice and the invitation to be heard shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

(d) Appeal. Following a hearing before the Covenants Committee, the violator shall have the right to appeal the decision to the Board of Directors. To perfect this right, a written notice of appeal must be received by the Manager, President or Secretary of the Corporation within thirty (30) days following the hearing date, said written notice to contain information by which the Board of Directors may notify the alleged violator of the date of the appeal hearing.

ARTICLE 5

MANAGING AGENT

Section 5.1. Compensation. The Board of Directors may employ for the purpose of administering the Property a "managing agent" at a compensation to be established by the Board.

Section 5.2. Requirements. The managing agent shall be a bona fide business enterprise, unaffiliated with the Declarant which manages common interest communities. Such firm or its principals shall have a minimum of two (2) years experience in real estate community association management and shall employ persons possessing a high level of competence in the technical skills necessary to proper management of the Property. The managing agent must be able to advise the Board of Directors regarding the administrative operation of the Property and shall employ personnel knowledgeable in the areas of insurance, accounting, contract negotiation, and property management. Otherwise, the managing agent may be a full-time employee of the Corporation who shall organize, staff, train and administer the in-house personnel solely to manage the Property.

Section 5.3. Duties. The managing agent shall perform such duties and services as the Board of Directors shall direct. Such duties and services may include, without

limitation, the duties listed in Paragraphs (a), (b), (c), (f), (j), (k), and (o). The managing agent shall perform the obligations, duties and services relating to the management of the Property, the rights of Mortgagees and the maintenance of reserve funds in compliance with the provisions of the Corporation Documents.

Section 5.4. Standards. The Board of Directors shall impose appropriate standards of performance upon the managing agent. Unless the managing agent is instructed otherwise by the Board of Directors:

(a) the cash method of accounting shall be employed and expenses required by these Bylaws to be charged to one or more but less than all owners shall be accounted for and reported separately;

(b) two (2) or more persons shall be responsible for handling cash to maintain adequate financial control procedures;

(c) cash accounts of the Corporation shall not be commingled with any other entity's accounts;

(d) no remuneration shall be accepted by the managing agent from vendors, independent contractors or others providing goods or services to the Corporation whether in the form of commissions, finders fees, service fees or otherwise; any discounts received shall benefit the Corporation;

(e) any financial or other interest which the managing agent may have in any firm providing goods or services to the Corporation shall be disclosed promptly to the Board of Directors; and

(f) a financial report shall be prepared for the Corporation at least quarterly, containing: (i) an "income statement" reflecting all income and expense activity for the preceding period on an accrual basis; (ii) an "account activity statement" reflecting all receipt and disbursement activity for the preceding period on a cash basis; (iii) an "account status report" reflecting the status of all accounts in an "actual" versus "projected" (budget) format; (iv) a "balance sheet" reflecting the financial condition of the Corporation on an unaudited basis; (v) a "budget report" reflecting any actual or pending obligations which are in excess of budgeted amounts by an amount exceeding the operating reserves or ten percent of a major budget category (as distinct from a specific line item in an expanded chart of accounts); and (vi) a "delinquency report" listing all Owners who are delinquent in paying assessments and describing the status of any actions to collect such assessments.

Section 5.5. Limitations. The Board of Directors may employ a managing agent for an initial term not to exceed two (2) years. Any contract with the managing agent must provide that it may be terminated, without payment of a termination fee, without cause on no more than ninety (90)

days written notice and with cause on no more than thirty (30) days written notice.

ARTICLE 6

OFFICERS

Section 6.1. Designation and Duties of Officers. The principal Officers of the Corporation shall be the President (who shall also serve as Chairman of the Board of Directors), the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may also elect an assistant treasurer, an assistant secretary and such other Officers as in its judgment may be necessary. The President and Vice President shall be owners (except for those directors designated or elected by the Declarant) and members of the Board of Directors. Any other Officers need not be owners or directors. Each Officer shall perform such duties as are normally associated with such office in parliamentary organizations, except to the extent, if any, inconsistent with the Corporation Documents, and shall perform such other duties as may be assigned to such office by resolution of the Board of Directors. If any Officer is unable for any reason to perform the duties of the office, the President (or the Board of Directors if the President fails to do so) may appoint another qualified Person to act in such Officer's stead on an interim basis.

Section 6.2. Election of Officers. The Officers of the Corporation shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board. Any Officer may hold more than one position; provided, however, that the offices of President, Vice President and Secretary shall be held by three different individuals. Except for death, resignation or removal, the Officers shall hold office until their respective successors shall have been elected by the Board.

Section 6.3. Resignation or Removal of Officers. Any Officer may resign by delivering written notice to the Board of Directors. Unless otherwise specified, such resignation shall take effect upon the receipt thereof, and acceptance of such resignation shall not be necessary to make it effective. Upon the affirmative vote of a majority of all members of the Board of Directors any Officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 6.4. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The Person appointed to fill a vacancy shall serve for the remainder of the term of the Officer such Person replaces.

Section 6.5. President. The President shall be the chief executive officer of the Corporation; preside at all meetings of the Corporation and of the Board of Directors; have general and active direction of the business of the Corporation subject to the control of the Board; see to the execution of the resolutions of the Corporation and the Board of Directors; see that all orders and resolutions of the Board are carried into effect; and, in general, perform all the duties incident to the office of President.

Section 6.6. Vice President. The Vice President shall take the place of the President and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other director to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed by the Board of Directors or by the President.

Section 6.7. Secretary. The Secretary shall: keep the minutes of all meetings of the Corporation and of the Board of Directors; have charge of such books and papers as the Board may direct and as may be required by Article 4 of Chapter 55A of the General Statutes of North Carolina; give or cause to be given all notices required to be given by the Corporation; give each Owner notice of each assessment against such Owner's Lot as soon as practicable after assessment is made; provide for each member and Owner, upon request, notice and a copy of the Rules and Regulations or amendment thereof, maintain a register setting forth the place to which all notices to members, Owners and Mortgagees hereunder shall be delivered; make it possible for any member or Owner to inspect and copy at reasonable times and by appointment the records of the Corporation; and, in general, perform all the duties incident to the office of Secretary.

Section 6.8. Treasurer. The Treasurer shall be responsible for Corporation funds and securities; keep full and accurate financial records and books of account showing all receipts and disbursements; prepare all required financial data; deposit all monies and other valuable effects in the name of the Board of Directors or the Corporation, in such depositories as may from time to time be designated by the Board; and, in general, perform all the duties incident to the office of Treasurer.

ARTICLE 7

COMMITTEES

Section 7.1. Covenants Committee. The Board of Directors shall establish a Covenants Committee as set forth in Article 9 of the Declaration.

Section 7.2. Nominations Committee. The Board of Directors shall establish a Nominations Committee as set forth in Section 4.2(a) of these Bylaws.

Section 7.3. Other Committees. The Board of Directors may create and abolish from time to time such other committees consisting of two (2) or more persons as the Board may deem appropriate to aid in the administration of the affairs of the Corporation. Such committees shall have the powers and duties fixed by resolution of the Board from time to time. The Board shall appoint the chair of each committee, and may either appoint the other members thereof or leave such appointment to the committee chair.

Section 7.4. Action by Committee Without Meeting. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed either before or after such action by all of the members of the committee. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the committee.

ARTICLE 8

FIDUCIARY DUTIES

Section 8.1. Execution of Documents. Unless otherwise provided in the resolution of the Board of Directors all agreements, contracts, deeds, leases, checks and other instruments of the Corporation for expenditures or obligations for Common Expenses and all checks drawn upon reserve accounts, shall be executed by any two (2) persons designated by the Board of Directors. Any Officer of the Corporation may be designated by Board resolution to sign a Statement of Common Expenses on behalf of the Corporation.

Section 8.2. Conflicts of Interest. Each director or Officer shall exercise such director's or Officer's powers and duties in good faith and in the best interests of the Corporation. No contract or other transaction between the Corporation and any of its directors or Officers, or between the Corporation and any corporation, firm or association (including the Declarant) in which any of the directors or Officers of the Corporation are directors or officers or are pecuniary or otherwise interested, is either void or voidable because of such relationship or because any such director or Officer is present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction or because such director's or Officer's vote is counted for such purpose if any of the following conditions exist: (1) the material facts of the transaction and the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof, and the Board authorizes, approves or ratifies such contract or transaction in good faith by a majority of directors entitled to vote on the transaction, but in no event may such a transaction be authorized, approved or ratified by a single director; (2) the material facts of the transaction and the common directorate or interest is disclosed or known to all of the members entitled to vote on the matter, and the members who are entitled to be counted in a vote on the

transaction approve or ratify the contract or transaction by a majority of the total number of votes entitled to be cast; or (3) the contract or transaction is commercially reasonable to the Corporation in view of all the facts known to any director or Officer at the time such contract or transaction is authorized, ratified, approved or executed.

(b) Vote Not Counted. Any common or interested directors or Officers may be counted in determining the presence of a quorum of any meeting of the Board of Directors, a committee thereof, or the members which authorizes, approves or ratifies any contract or transaction, but such director's vote shall not be counted with respect to any matter as to which such director would have a conflict of interest; such director may vote, however, at the meeting to authorize any other contract or transaction.

Section 8.3. Liability and Indemnification.

(a) No Personal Liability. The directors, Officers and members of the Covenants Committee shall not be liable to the Corporation or any member or owner for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. Directors and Officers shall have no personal liability with respect to any contract made by them on behalf of the Corporation. No member or owner shall be liable for the contract or tort liability of the Corporation by reason of ownership or membership therein. Every agreement made by the Board of Directors, the Officers or the managing agent on behalf of the Corporation shall, if obtainable, provide that the directors, the Officers or the managing agent, as the case may be, are acting only as agents for the Corporation and shall have no personal liability thereunder.

(b) Indemnification. The Corporation shall indemnify the directors, Officers and members of the Covenants Committee to the extent that it is contemplated a non-profit corporation may indemnify its directors, officers and employees pursuant to Article 4 of Chapter 55A of the General Statutes of North Carolina.

(c) Directors and Officers Liability Insurance. The Corporation shall have the power, pursuant to Article 10 of the Declaration, to purchase and maintain insurance on behalf of any Person who is or was a director, Officer or member of the Covenants Committee against any liability asserted against such Person and incurred by such Person in any such capacity or arising out of such Person's status as such, whether or not the Corporation would have the power to indemnify such Person against such liability under the provisions of this section. Further, the availability of the Corporation's indemnity shall not relieve any insurer of any liability under an insurance policy held by the Corporation.

Section 8.4. Compensation of Directors and Officers. No salary or other compensation shall be paid by the Corporation to any director or Officer of the Corporation for serving or acting as such, but this shall not preclude the payment of salary or other compensation for the performance by such director or Officer of other services to the Corporation nor shall it preclude the reimbursement of reasonable, ordinary and necessary expenses incurred in serving or acting as a director or Officer.

ARTICLE 9

BOOKS AND RECORDS

Section 9.1. Maintenance. The Corporation shall keep books and records as required by Article 4 of Chapter 55A of the General Statutes of North Carolina. All books and records shall be kept in accordance with generally accepted accounting principles. Additionally, the Corporation shall cause to be adopted procedures for an annual review of the financial status of the Corporation by an auditor retained by the Board of Directors who shall not be an Owner or an occupant of a Lot. The cost of such review shall be a Common Expense.

Section 9.2. Availability. The books and records of the Corporation shall be available for examination by the members, the Owners, their attorneys, accountants, Mortgagees and authorized agents during general business hours on business days at the times and in the manner established by the Board of Directors for the general knowledge of the owners. The list of members required by Section 3.9 hereof shall be available for inspection for a period of ten (10) days prior to the meeting and at the meeting. Pursuant to Section 13.3 of the Declaration, all Mortgagees or their representatives shall have the right to examine the books and records of the Corporation on the same terms and conditions as the members and Owners. The Board of Directors may fix from time to time a reasonable charge to cover the direct and indirect costs of providing any documents to a member, Owner or Mortgagee.

Section 9.3. Accounting Report. Within one hundred twenty (120) days after the end of each fiscal year, the Board of Directors shall make available to members and owners and Mortgagees requesting the same, an itemized accounting of the Common Expenses for such fiscal year actually incurred and paid, together with a tabulation of the amounts collected pursuant to the budget adopted by the Board of Directors for such fiscal year, and showing the net amount over or short of the actual expenditures plus reserves.

Section 9.4. Fiscal Year. The first fiscal year of the Corporation shall begin on the date of incorporation and end on the last day of December, unless otherwise determined by the Board of Directors.

ARTICLE 10

NOTICES

Except as specifically provided otherwise in the Corporation Documents, all notices, demands, bills, statements or other communications under the Corporation Documents shall be in writing and shall be deemed to have been duly given if delivered personally or sent by United States mail, postage prepaid, or if notification is of a default or lien, sent by registered or certified United States mail, return receipt requested, postage prepaid: (1) if to an owner, at the address which the owner shall designate in writing and file with the Secretary or, if no such address is designated, at the address of the Lot of such owner; (2) if to the Corporation, the Board of Directors or to the managing agent, at the principal office of the managing agent or at such other address as shall be designated by notice in writing to the owners pursuant to this section; or (3) if to a Mortgagee, at the address indicated by the Mortgagee in a written notice to the Corporation. If a Lot is owned by more than one Person, each such Person who so designates an address in writing to the Secretary shall be entitled to receive all notices hereunder, otherwise the Person receiving the notice shall have the responsibility for notifying the other Persons comprising the owner.

ARTICLE 11

AMENDMENTS

These Bylaws may be amended by a Majority Vote of the members if the proposed amendment has been inserted in the notice of meeting or all of the members are present in person or by proxy. These Bylaws may also be amended by a Majority Vote of the Board of Directors. The Board of Directors shall send any amendment to the members within fifteen (15) days after adoption. If the members call for a special meeting in accordance with Section 3.3 hereof, the members may reverse such amendment by a Majority Vote at the meeting. No amendment to these Bylaws may diminish or impair the rights of the Declarant under the Bylaws without the prior written consent of the Declarant.

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**AMENDMENT TO BY-LAWS
OF
SOUTH HALL OWNERS ASSOCIATION OF GREENVILLE, INC.**

WHEREAS, during a meeting of the Board of Directors of the South Hall Owners Association of Greenville, Inc., held on March 28, 1996 and pursuant to the provisions of **ARTICLE XIII** of the By-Laws of South Hall Owners Association as the same appears of recorded in Book , Page , by a majority of the quorum of the Directors present at said meeting in person it was resolved and determined that said By-Laws should be amended as is hereafter set forth.

NOW, THEREFORE, the By-Laws of South Hall Owners Association of Greenville, Inc. are the same hereby amended pursuant to the provisions of **ARTICLE XIII** of said By-Laws as recorded at Book , Page of the Pitt County Registry as follows:

That the provisions of **ARTICLE 3**, Section 3.6 of the By-Laws of South Hall Owners Association of Greenville, Inc., as the same appear of record at Book , Page of the Pitt County Public Registry, shall be deleted and in place thereof, a new Section 3.6 of said **ARTICLE 3** shall be inserted as follows:

Section 3.6 Quorum. A quorum shall be deemed to be present throughout any meeting of the Corporation if members to cast at least twenty-five percent (25%) of the total votes are present, in person or by proxy, at the beginning of such meeting. Once a member is present at a meeting such member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new Record date is or shall be set for that adjourned meeting.

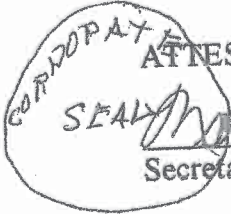
If at any meeting of the Corporation a quorum is not present, a majority of the members who are present at such meeting in person or by proxy may: (1) recess the meeting to such date, time, and place as members may agree not more than forty-eight (48) hours after the time the original meeting was called; or, (2) adjourn the meeting to a time the original meeting was called at such date and place as such members may agree, whereupon the Secretary shall announce the date, time and place at the meeting and make other reasonable efforts to notify all members of such date, time and place.

The foregoing is certified to be a true copy of the Amendment to the By-Laws of South Hall Owners Association of Greenville, Inc. adopted on the 28th day of March, 1996 by a majority of the quorum of Directors present at the Association's meeting held on said date.

SOUTH HALL OWNERS ASSOCIATION OF GREENVILLE, INC.

BY: *James S. Angley M*
President

ATTEST:
Mary Dillard Mills
Secretary



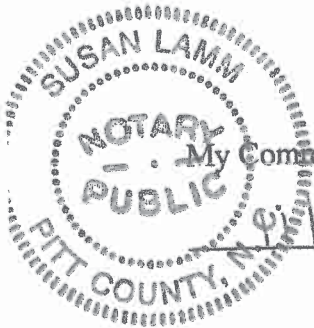
NORTH CAROLINA
PITT COUNTY

I, *Susan Lamm*, a Notary Public for said County and State, do hereby certify that Mary Dillard Mills personally appeared before me this day and acknowledged that she is Secretary of SOUTH HALL OWNERS ASSOCIATION OF GREENVILLE, INC., a corporation, and that by authority duly given, and as the act of the corporation, the foregoing instrument was signed by its President, sealed with its corporate seal, and attested by herself as its Secretary.

WITNESS my hand and Notarial Seal, this 18th day of April

1996.

Susan Lamm
Notary Public



My Commission Expires:

4/27/99