

BYLAWS
OF
BROAD RIVER HIGHLANDS PROPERTY OWNER'S ASSOCIATION

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at 1349 TWO GREEN LANE NEWTON, NC 28658.

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The Corporation may have offices at such other places, either within of without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE II

DIRECTORS

Section I. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors or by such Executive Committees as the Board may establish pursuant to these Bylaws.

Section II. Members and Terms. The Board of Directors shall consist of not less than two (2) nor more than fifteen (15) Directors. Directors shall be elected for a term of one (1) year, as the case may be, to succeed those whose terms expire pursuant to the provisions hereof. the number of Directors each year shall be determined by the Board of Directors based upon need therefore.

Section III. Election. The two (2) initial Directors named at the organizational meeting shall elect the initial full Board of Directors and shall determine the initial number thereof. In all years thereafter the existing Board of Directors shall determine the number of Directors and the persons who shall serve as Directors in each succeeding year of operation of the corporation. Directors shall be elected at annual meetings and those receiving the highest number of votes shall be deemed elected. In the event any Director so demands, election of Directors shall be by ballot.

Section IV. Vacancies. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, and the Director so elected shall serve the unexpired term of the Director replaced thereby.

Section V. Removal. Directors may be removed from office with or without cause by a vote of a majority of the Directors. In the event any Director is so

removed, a new Director or Directors may be elected at the same meeting.

Section VI. Chairman. There shall be a Chairman of the Board of Directors elected by the Directors from their number at the organizational meeting of the Board. The President shall preside at all meetings of the Board of Directors thereafter and perform such other duties as may be directed by the Board.

Section VII. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Such meetings may be held either within or without the State of North Carolina.

Section VIII. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice.

The person or persons calling a special meeting of the Board of directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section IX. Informal Action by Directors. Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE III

COMMITTEE

Section I. Generally. The Board of Directors may create such committees as are necessary from time to time to assist the Board of Directors.

Section II. Executive Committee. An executive committee is created which shall consist of the President, Vice-president, Secretary, and Treasurer. Their duties shall include: (a) meeting with the Board of Directors to carry on business affairs of the Corporation; (b) designating and coordinating special meetings; (c) establishing a nominating committee; (d) establishing committees as needed to address the affairs, financial or otherwise, of the Corporation; and (e) filling vacancies for the Board of Directors that occur during the fiscal year.

Section III. Nominating Committee. A nominating committee shall be established which shall consist of the Vice-president and three Board members designated by the executive committee. The purpose of said committee shall be to assist the Board in researching candidates to serve as officers of the Corporation. Members of the nominating committee shall serve until their function of assisting with said nominations have been completed.

ARTICLE IV

OFFICERS

Section I. Officers. The officers of the Corporation shall consist of President, Vice-president, Secretary/Treasurer, and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the office of President and Secretary.

Section II. Election and Term. Officers shall be elected at the annual meeting of the Board of Directors by the Board of Directors and hold office for a term of one year. The nominating committee will assist the Board in researching for suitable candidates. It is not required that a candidate for officership be a current member of the Board of Directors. The slate of officers shall be presented to the entire Board for consideration and election of officers at the annual meeting.

Section III. Vacancy. Any vacancy occurring shall be filled by the Board of Directors at a special meeting duly called for such purpose. Said substitute officers to serve the remaining term thereof.

Section IV. President. The President shall preside at all meetings and appoint committees as deemed necessary. The President shall be principal executive officer of the Corporation and, subject to control of the Board of Directors, shall supervise the control and management of the Corporation in accordance with these By-Laws.

Section V. Vice President. The Vice-presidents in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition; they shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section VI. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of shareholders and directors. He shall give all notices required by law and by these By-Laws. He shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it.

Section VII. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any Director for a period of 10 years, and the Treasurer shall mail or otherwise deliver a copy of the latest statement to any Director upon his written request therefore. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may

be assigned to him from time to time by the President or by the Board of Directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS, DEPOSITS

Section I. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section II. Loans. No loans shall be contracted on behalf of the Corporation 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 III. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section IV. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE VI

GENERAL PROVISIONS

Section I. Seal. The corporate seal of the Corporation shall consist of the name of the corporation, the year of incorporation and the state in which incorporated, as well as the words "not for profit" and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

Section II. Waiver of Notice. Whenever any notice is required to be given to any director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section III. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from January 1 to December 31.

Section IV. Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors

then holding office at any regular or special meeting of the Board of Directors.

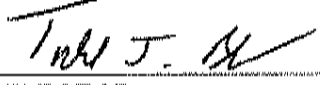
ARTICLE VII

ELECTION AS A SECTION 501(C)(3) CORPORATION

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 3 of the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (C)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



DIRECTOR