

BY-LAWS

OF

TWIN OAKS TOWNE HOMES - COURT B HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is TWIN OAKS TOWNE HOMES - COURT B HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 408 West Arlington Boulevard, Greenville, Pitt County, North Carolina 27834, but meetings of members and directors may be held at such places within the State of North Carolina, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1: "Association" shall mean and refer to TWIN OAKS TOWNE HOMES - COURT B HOMEOWNERS ASSOCIATION, its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

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" shall mean and refer to RICE CONSTRUCTION & DEVELOPMENT COMPANY and RICE ENTERPRISES, their successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

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Section 7: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Register of Deeds of Pitt County, North Carolina.

Section 8: "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9: "Mortgagee" shall mean and refer to persons, firms or corporations holding a recorded lien appearing of record in the Pitt County Registry against any Lot as defined in Section 4 hereof.

ARTICLE III

MEETINGS OF MEMBERS

Section 1: Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day and the same month of each year thereafter, at the hour of 8:00 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-fourth (1/4) of all of the votes of the Class A membership.

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, 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, two-thirds (2/3) of the votes of each class of membership shall constitute 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 and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1: Number. The affairs of this Association shall be managed by a Board of four (4) directors, who need not be members of the Association. The members representing lots one (1) through eight (8) shall elect one-half of the directors being elected in any one year while members representing lots nine (9) through sixteen (16) shall elect the remaining one-half of directors which are to be elected in that year.

Section 2: Term of Office. At the first annual meeting the members shall elect two directors for a term of one year, and two directors for a term of two years; and at each annual meeting thereafter the members shall elect directors for a term of two years to succeed those directors whose terms have expired.

Section 3: Removal. After the first annual meeting, any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association which elected that director. In the event of death, resignation or removal of a director, his successor shall be selected by the members of the Association which originally elected the director and shall serve for the unexpired term of his predecessor.

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

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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 V

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 members of the Association. One member will be a lot one (1) through lot eight (8) owner and the other member will be a lot nine (9) through lot sixteen (16) owner. The Nominating 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 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. Such nominations may be made from among members or non-members.

Section 2: Election. Election to the Board of Directors shall be by secret written ballot with the members representing lots one (1) through eight (8) electing one-half of the directors to be elected and members representing lots nine (9) through sixteen (16) electing the remaining one-half (1/2) of directors to be elected. 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 VI

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 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 VII

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, 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 recreational 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 of hearing, for a period not to exceed 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, the Articles of Incorporation, 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; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 (1/4) of the Class A members who are entitled to vote;

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(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 Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual 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, at all times, adequate hazard insurance on the property owned by the Association and sufficient liability insurance to adequately protect the Association;

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

(g) cause the Common Area to be maintained;

(h) cause the exterior of the dwellings to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Officers. The officers of this Association shall be a president, a vice-president, a secretary, and a treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board from may time to time by resolution create. The offices of president, vice-president, secretary and treasurer will alternate on an annual basis to give each building equal representation, such that president and secretary shall be from one building, and vice-president and treasurer shall be from the other building, in a given year, but with job title rotation to other building in the following year.

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 or until his successor is elected and qualified, 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 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 Officer. No person shall simultaneously hold more than one of any of the 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, mortgages, deeds and other written instruments pertaining to common area and shall co-sign all checks and promissory notes.

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.

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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. He shall maintain a registry for mortgagees of properties of members of the Association, and, upon satisfactory arrangements for reimbursement of expenses incurred, advise such mortgagees of an owner of any delinquency of as much as thirty (30) days of the payment of such owner's annual assessment, and to furnish to such mortgagee annual reports and other financial data; and he shall notify such mortgagee of any condemnation procedures filed against the Association and to advise them if such action results in an award for damages to the Association's property of \$10,000.00 or more.

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 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; 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 IX

MORTGAGEES OR LIENHOLDERS

Any mortgagee of or lienholder on, any lot may file with the Homeowners Association a declaration of his interest therein. Thereafter, the consent of seventy-five percent (75%) of the mortgagees or lienholders on all lots in TWIN OAKS TOWNE HOMES - COURT B, then under mortgage or lien, shall be required in order for the association to:

(a) Remove, abandon, or substantially alter any property taken under its control for the use and benefit of the owners of properties in TWIN OAKS TOWNE HOMES - COURT B, from its original use and purpose, or from its status for common use.

(b) Dedicate any common areas to any public agencies other than for normal utility easements.

(c) Substantially alter the terms of the By-Laws of the TWIN OAKS TOWNE HOMES - COURT B HOMEOWNERS ASSOCIATION or the Declaration of Covenants, Conditions, and Restrictions of the TWIN OAKS TOWNE HOMES - COURT B.

(d) Abridge the right of a mortgagee of lots in TWIN OAKS TOWNE HOMES - COURT B to protect the common area from jeopardy for unpaid taxes, liens and assessments, and in the event any mortgagee shall pay overdue taxes, insurance premiums, or assessments on common property, impair the right of such mortgagee to immediate reimbursement from the Association for all sums so expended in the protection of the common elements.

ARTICLE X

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in 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 or a mortgagee of any member. The Declaration, the Articles of Incorporation and the By-Laws of the Associations 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 more fully provided in the Declaration, 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 assessments shall bear interest from the date of delinquency at the rate of twelve (12) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessment provided for herein by nonuse of the Common Area or abandonment of his lot.

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ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: TWIN OAKS TOWNE HOMES - COURT B HOMEOWNERS ASSOCIATION and the words: "CORPORATE SEAL - 1981", in the center thereof.

ARTICLE XIV

AMENDMENTS

Section 1: The By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of members in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.


Section 2: In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

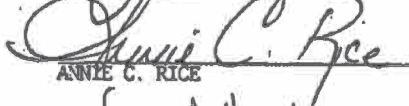
ARTICLE XV


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, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of the TWIN OAKS TOWNE HOMES - COURT B HOMEOWNERS ASSOCIATION have hereunto set our hands and seals, this 4th day of August, 1981.

 (SEAL)  
JAMES G. RICE

 (SEAL)  
ANNIE C. RICE

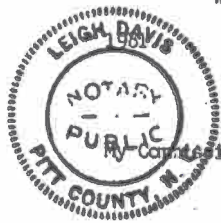
 (SEAL)  
DENNIS I. HARRIS, JR.

 (SEAL)  
ELIZABETH R. HARRIS

STATE OF NORTH CAROLINA  
COUNTY OF PITT

I, Leigh Davis, a Notary Public in and for the  
aforesaid County and State, do hereby certify that James G. Rice  
Annie C. Rice, Dennis I. Harris, Jr.  
and Elizabeth R. Harris, personally appeared before me this  
day and acknowledged the due execution of the foregoing By-Laws of TWIN OAKS  
TOWNE HOMES - COURT B HOMEOWNERS ASSOCIATION and certify that the same is true.

WITNESS my hand and Notarial Seal, this the 4th day of August



Leigh Davis  
Notary Public

Commission Expires: 1-24-84

CERTIFICATION

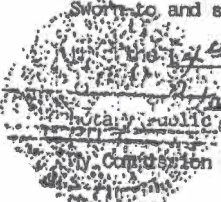
I, the undersigned, do hereby certify: That I am the duly elected and  
acting secretary of the TWIN OAKS TOWNE HOMES - COURT B HOMEOWNERS ASSOCIATION,  
a North Carolina corporation; and,

That the foregoing By-Laws constitute the original By-Laws of said  
Association, as duly adopted at a meeting of the Board of Directors thereof,  
held on the 4th day of August, 1981.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my  
seal, this the 4th day of August, 1981.

James G. Rice (SEAL)  
Secretary

Sworn to and subscribed to before me  
the 4th day of August, 1981.



Jay T. Lee  
Notary Public  
Commission Expires: 8-25-85

NORTH CAROLINA: Pitt County

The foregoing certificate of Leigh Davis, N.P. of  
Pitt Co., NC is certified to be correct.

Filed for registration at 12:31 o'clock P m. this 4th  
day of August, 1981.

PITT COUNTY REGISTER OF DEEDS  
BY: Quinn J. Allred

BYLAWS

OF

TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 110 South Evans Street, Greenville, Pitt County, North Carolina 27834; but meetings of members and directors may be held at such places within the State of North Carolina, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1: "Association" shall mean and refer to TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION, its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4: "Unit" 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 Unit 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" shall mean and refer to MSS PARTNERSHIP, a North Carolina general partnership.

Section 7: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Register of Deeds of Pitt County, North Carolina.

Section 8: "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9: "Mortgagee" shall mean and refer to persons, firms or corporations holding a recorded lien appearing of record in the Pitt County Registry against any Unit as defined in Section 4 hereof.

ARTICLE III

MEETINGS OF MEMBERS

Section 1: Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day and the same month of each year thereafter, at the hour of 8 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-fourth ( $\frac{1}{4}$ ) of all of the votes of the membership.

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, 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-third ( $\frac{1}{3}$ ) 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 Bylaws. 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 Unit.

ARTICLE IV

Board of Directors: Selection: Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

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 successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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

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, 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 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. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret 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 VI

##### 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 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 VII

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, 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 recreational 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 of hearing, for a period not to exceed 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 Bylaws, the Articles of Incorporation, 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; and

(e) employ a manager, an independent contractor, or such other employees as they deem

necessary, and to prescribe their duties; provided, however, that any contract for professional management shall contain a clause requiring not more than 90 days termination notice.

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 (1/4) 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 Declaration, to:

(1) fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual 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, at all times, adequate hazard insurance on the property owned by the Association and sufficient liability insurance to adequately protect the Association;

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

(g) cause the Common Area to be maintained;

(h) cause the exterior of the dwellings to be maintained.

ARTICLE VIII

Officers and their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall be elected from among the 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 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 or until his successor is elected and qualified, 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 as the affairs of the Association

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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 Officer. 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, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(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.

(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. He shall maintain a registry for mortgagees of properties of members of the Association, and, upon satisfactory arrangements for reimbursement of expenses incurred, advise such mortgagees of an owner of any delinquency of as much as thirty (30) days of the payment of such owner's annual assessment, and to furnish to such mortgagee annual reports and other financial data; and he shall notify such mortgagee of any condemnation procedures filed against the Association and to advise them if such action results in an award for damages to the Association of \$10,000.00 or more.

(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 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; 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 IX

Mortgagees or Lienholders

Any mortgagee of, or lienholder on, any Unit may file with the Homeowners Association a declaration of his interest therein. Thereafter, the consent of seventy-five percent (75%) of the mortgagees or lienholders on all Units in TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION, then under mortgage or lien, shall be required in order for the association to:

(a) Remove, abandon, or substantially alter any property taken under its control for the use and benefit of the owners of properties in TWIN OAKS TOWNHOMES, from its original use and purpose, or from its status for common use.

(b) Diminish the voting interest of any Unit owner to less than one vote for each Unit in TWIN OAKS TOWNHOMES, or increase the total votes to a larger number than the total number of Units in TWIN OAKS TOWNHOMES.

(c) Dedicate any common areas to any public agencies other than for normal utility easements.

(d) Substantially alter the terms of the Bylaws of the TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION or the Declaration of Covenants, Conditions and Restrictions of the TWIN OAKS TOWNHOMES.

(e) Abridge the right of a mortgagee of Units in TWIN OAKS TOWNHOMES to protect the common area from jeopardy for unpaid taxes, liens and assessments, and in the event any mortgagee shall pay overdue taxes, insurance premiums, or assessments on common property, impair the right of such mortgagee to immediate reimbursement from the Association for all sums so expended in the protection of the common elements.

ARTICLE X

Committees

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. 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 or a mortgagee of any Unit. The Declaration, the Articles of Incorporation and the Bylaws 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 more fully provided in the Declaration, 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 assessments shall bear interest from the date of delinquency at the rate of twelve (12) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action

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shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the Common Area or abandonment of his Unit.

ARTICLE XIII

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION, and the words: "CORPORATE SEAL - 1982", in the center thereof.

ARTICLE XIV

Amendments

Section 1. The Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of members present, in person or by proxy, provided any such amendment is in accordance with the provisions of Article IX hereof.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

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, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Incorporators of the TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION have hereunto set our hands and seals, this the 29th day of June, 1982.

F. Bruce Sauter (SEAL)  
F. BRUCE SAUTER

Jane B. Warren (SEAL)  
JANE B. WARREN

Collice C. Moore (SEAL)  
COLLICE C. MOORE

NORTH CAROLINA  
PITT COUNTY

I, Paula Pelland Mills, a Notary Public in and for the aforesaid County and State, do hereby certify that F. BRUCE SAUTER, JANE B. WARREN and COLLICE C. MOORE, personally appeared before me this day and acknowledged the due execution of the foregoing Bylaws of TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION and certify that the same is true.

WITNESS my hand and Notarial Seal, this the 29<sup>th</sup> day of June, 1982.



Paula Pelland Mills  
Notary Public

Commission Expires: 3-15-87

CERTIFICATION

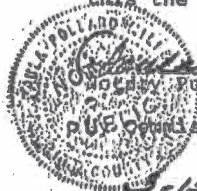
I, the undersigned, do hereby certify: That I am the duly elected and acting secretary of the TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION, a North Carolina corporation; and,

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted by the written consent of all of the Board of Directors thereof, such consent being effective on the 21st day of June, 1982.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, this the 29<sup>th</sup> day of June, 1982.

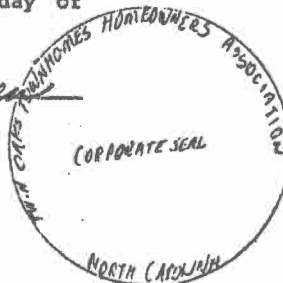
Jane B. Warren  
Secretary

Sworn to and subscribed to before me this the 29<sup>th</sup> day of June, 1982.



Paula Pelland Mills  
Notary Public

Commission Expires: 3-15-87



NORTH CAROLINA: Pitt County  
The foregoing certificate of Paula Pelland Mills, P. of Pitt Co. NC, is certified to be correct.  
Filed for registration at 4:22 o'clock P. on this 29<sup>th</sup> day of June, 1982.

Elvira T. Allen, Register of Deeds

By Elvira T. Allen

BYLAWS  
OF  
TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 211 S. Woodstock Drive, Greenville, Pitt County, North Carolina 27834, but meetings of members and directors may be held at such places within the State of North Carolina, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1: "Association" shall mean and refer to TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION, its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: "Commcr. Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4: "Unit" 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 Unit 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" shall mean and refer to Dennis I. Harris, Jr., Keyma D. Harris and Cornelius Jackson Harris.

Section 7: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Register of Deeds of Pitt County, North Carolina.

Section 8: "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9: "Mortgagee" shall mean and refer to persons, firms or corporations holding a recorded lien appearing of record in the Pitt County Registry against any Unit as defined in Section 4 hereof.

ARTICLE III

MEETINGS OF MEMBERS

Section 1: Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day and the same month of each year thereafter, at the hour of 8 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.

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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-fourth (1/4) of all of the votes of the membership.

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, 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-third (1/3) 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 Bylaws. 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 Unit.

ARTICLE IV

Board of Directors: Selection: Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

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 successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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

Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating

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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, 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 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. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret 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 VI

##### Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held semi-annually 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 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 VII

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, 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 recreational 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 of hearing, for a period not to exceed 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, the Articles of Incorporation, 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; and

(e) employ a manager, an independent contractor, or such other employees as they deem

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necessary, and to prescribe their duties; provided, however, that, any contract for professional management shall contain a clause requiring not more than 90 days termination notice.

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 (1/4) 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 Declaration, to:

(1) fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual 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, at all times, adequate hazard insurance on the property owned by the Association and sufficient liability insurance to adequately protect the Association;

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

(g) cause the Common Area to be maintained;

(h) cause the exterior of the dwellings to be maintained.

ARTICLE VIII

Officers and their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall be elected from among the 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 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 or until his successor is elected and qualified, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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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 Officer. 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, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(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.

(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. He shall maintain a registry for mortgagees of properties of members of the Association, and, upon satisfactory arrangements for reimbursement of expenses incurred, advise such mortgagees of an owner of any delinquency of as much as thirty (30) days of the payment of such owner's annual assessment, and to furnish to such mortgagee annual reports and other financial data; and he shall notify such mortgagee of any condemnation procedures filed against the Association and to advise them if such action results in an award for damages to the Association of \$10,000.00 or more.

(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 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; 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 IX

Mortgagees or Lienholders

Any mortgagee of, or lienholder on, any Unit may file with the Homeowners Association a declaration of his interest therein. Thereafter, the consent of seventy-five percent (75%) of the mortgagees or lienholders on all Units in TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION, then under mortgage or lien, shall be required in order for the association to:

(a) Remove, abandon, or substantially alter any property taken under its control for the use and benefit of the owners of properties in TWIN OAKS TOWNHOMES COURT B - BUILDING 1, from its original use and purpose, or from its status for common use.

(b) Diminish the voting interest of any Unit owner to less than one vote for each Unit in TWIN OAKS TOWNHOMES COURT B - BUILDING 1, or increase the total votes to a larger number than the total number of Units in TWIN OAKS TOWNHOMES COURT B - BUILDING 1.

(c) Dedicate any common areas to any public agencies other than for normal utility easements.

(d) Substantially alter the terms of the Bylaws of the TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION or the Declaration of Covenants, Conditions and Restrictions of the TWIN OAKS TOWNHOMES COURT B - BUILDING 1.

(e) Abridge the right of a mortgagee of Units in TWIN OAKS TOWNHOMES COURT B - BUILDING 1 to protect the common area from jeopardy for unpaid taxes,

liens and assessments, and in the event any mortgagee shall pay overdue taxes, insurance premiums, or assessments on common property, impair the right of such mortgagee to immediate reimbursement from the Association for all sums so expended in the protection of the common elements.

ARTICLE X

Committees

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. 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 or a mortgagee of any Unit. The Declaration, the Articles of Incorporation and the Bylaws 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 more fully provided in the Declaration, 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

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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 assessments shall bear interest from the date of delinquency at the rate of twelve (12) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the Common Area or abandonment of his Unit.

ARTICLE XIII

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION, and the words: "CORPORATE SEAL - 1982", in the center thereof.

ARTICLE XIV

Amendments

Section 1. The Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of members present, in person or by proxy, provided any such amendment is in accordance with the provisions of Article IX hereof.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

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, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Incorporators of the TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION have hereunto set our hands and seals, this the 29~~th~~ day of June, 1982.

Dennis I. Harris Jr. (SEAL)  
DENNIS I. HARRIS, JR.

Keyma D. Harris (SEAL)  
KEYMA D. HARRIS

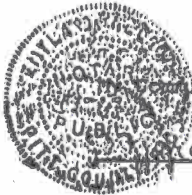
Cornelius Jackson Harris (SEAL)  
CORNELIUS JACKSON HARRIS

NORTH CAROLINA  
PITT COUNTY

I, Emyle B. Nelson, a Notary Public in and for the aforesaid County and State, do hereby certify that DENNIS I. HARRIS, JR., KEYMA D. HARRIS and CORNELIUS JACKSON HARRIS, personally appeared before me this day and acknowledged the due execution of the foregoing Bylaws of TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION and certify that the same is true.

29~~th~~ WITNESS my hand and Notarial Seal, this the day of June, 1982.

Emyle B. Nelson  
Notary Public



Commission Expires:

April 4, 1987

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CERTIFICATION

I, the undersigned, do hereby certify: That I am the duly elected and acting secretary of the TWIN OAKS TOWNHOMES COURT B - BUILDING 1 HOMEOWNERS ASSOCIATION, a North Carolina corporation; and,

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted by the written consent of all of the members of the Board of Directors thereof, such consent being effective on the 21st day of June, 1982.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, this the 29th day of June, 1982.

Carol Jackson  
Secretary

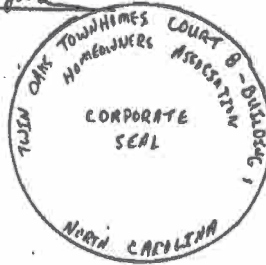
Sworn to and subscribed to before me this the 29th day of June, 1982.



Emyle B. Nelson  
Public

My Commission Expires:

March 4, 1987



NORTH CAROLINA: FIFTY COUNTY

The foregoing certificate of Emyle B. Nelson N. P. of Will Co. NC is certified to be correct. Filed for registration at 4:27 o'clock P. M. this 29th day of June, 1982.

ELVIRA T. ALLEN, Register of Deeds

By Elvira T. Allen

Osborn G. Dunn Co. 2022

Return to: Lewis & Assoc.  
file

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STATE OF NORTH CAROLINA

PITT COUNTY

AMENDMENT TO BY-LAWS OF TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, that Twin Oaks Townhomes Homeowners Association, a non-profit corporation organized and existing under and by virtue of the laws of the State of North Carolina, and having its principal office and place of business in Greenville, Pitt County, North Carolina, does hereby amend its By-Laws to read as follows:

ARTICLE IV. Board of Directors; Selection; Term of Office, Section One shall henceforth provide: "The affairs of this Association shall be managed by a Board of five (5) directors, who need not be members of the Association."

Said amendment represents a change in the number of acting directors of the Association from three to five.

IN WITNESS WHEREOF, Twin Oaks Townhomes Homeowners Association has caused this instrument to be certified by its President, as evidenced by the signature below, verifying that a majority of members present in person or by proxy at the annual meeting of the Twin Oaks Townhomes Homeowners Association on April 14, 1999 voted to amend the By-Laws as reflected herein, and has further caused this instrument to be signed in its corporate name by its President and attested by its Secretary and its corporate seal affixed hereto this the \_\_\_\_ day of May, 1999.

LEWIS & ASSOCIATES, ATTORNEYS AT LAW, P. O. BOX 647 FARMVILLE, N.C. 27828

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TWIN OAKS TOWNHOMES HOMEOWNERS ASSOCIATION

BY: Tim Mills (SEAL)  
President

ATTEST:

Paul W. Blau  
Secretary

NORTH CAROLINA

PITT COUNTY

I, Judith A. Harris, Notary Public for said County and State, certify that Paul W. Blau personally came before me this day and acknowledged that he/she is Secretary of Twin Oaks Townhomes Homeowners Association, a corporation, and that by authority duly given and as the act of the corporation the foregoing instrument was signed in its name by its President, ~~sealed with its corporate seal~~, and attested by him/herself as its Secretary.

Witness my official seal, this the 14<sup>th</sup> day of July 1999.



Judith A. Harris  
Notary Public

My Commission Expires 1/25/03

STATE OF NORTH CAROLINA  
COUNTY OF PITT

The foregoing certificate of Judith A. Harris, a Notary Public, for said County and State is certified to be correct.

Filed for registration at 3:35 o'clock P.M., this the 16 day of July, 1999.

Judy G. Sant  
REGISTER OF DEEDS, PITT COUNTY  
By: Tracy Pace Deputy

CPE/TWNOAKS.AMD