

BY-LAWS
OF
SHERWOOD'S ROLLING HILLS CONDOMINIUM
OWNER'S ASSOCIATION, INC.

1. Authority: These By-Laws are established pursuant to the "Georgia Condominium Act", Georgia Laws, 1975, page 609, as amended, (hereinafter referred to as the "Act"), and the Declaration of Condominium (hereinafter referred to as "Declaration") by James B. Sineath (hereinafter referred to as "Owner"). The Act and the Declaration are incorporated herein by reference.

2. Name: The name of this Association shall be "Sherwood's Rolling Hills Condominium Owner's Association, Inc.", an association of condominium unit owners.

3. Powers: The Association shall have all of the powers and duties as set forth in the Act, except as modified by the Declaration and these By-Laws, and all other powers and duties reasonably necessary to operate and maintain the Condominium Property on the principles and standards set forth in the Declaration, these By-Laws, and the other condominium documents.

4. Membership: The membership of the Association shall consist of all of the record owners of the units. Each unit owner shall automatically become a member of the Association upon acquisition of title to a unit, and the membership of the prior owners shall be automatically terminated upon transfer of his entire title. However, execution of a mortgage shall not entitle the mortgagee to membership and shall not terminate the membership of the owner executing such mortgage.

5. Applicability: These By-Laws shall apply to the Condominium Property known as the Sherwood's Rolling Hills Condominiums, said property being more particularly described in the Declaration, and shall be binding on all unit owners, their lessees, grantees, heirs, executors, administrators, devisees, successors and assigns, and on all other persons occupying or using said property in any manner. The ownership, rental or occupancy of any unit shall constitute acceptance and ratification of these By-Laws and all other condominium documents.

6. Board of Directors:

A. Number: The affairs of the Association shall be governed by a Board of Directors (hereinafter referred to as "Board") composed of five (5) members, all of whom must at all times during their services as Directors be owners of units or an officer or

employee of a mortgagee, or officers or employees of a corporation owning one or more units. However, the three (3) initial Board of Directors do not have to be unit owners.

B. Powers: The Board shall have all the powers and duties necessary to administer the affairs of the Association and to do all things on behalf of the Association as are not by law nor by the Declaration directed to be done otherwise. The property and the business of the Association shall be managed by its Board of Directors.

The Board of Directors, by resolution adopted by a majority of the entire board, may designate one or more committees, each committee to consist of three or more directors of the Association, which committee may exercise such powers of the Board of Directors in the management of the business and affairs of the Association, as may be determined from time to time by the Board of Director. The Board of Directors shall have the power at any time to remove any members of any committee, with or without cause, and to fill vacancies in and dissolve such committees.

C. Management: The Board may employ for the Association a management agent or agents and such personnel as the Board may deem necessary under such terms and compensation and with such duties as the Board may authorize.

D. Election and Term of Office: At the first meeting of the Association, two Directors shall be elected for the term of one year, and three Directors shall be elected for a term of two years. Thereafter, the Directors shall serve a term of two years and be elected at the annual meeting or at such other meeting of the Association as shall be called for such purpose. A Director shall hold office until his successor has been elected and takes office.

E. Vacancies: Vacancies in the Board caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall hold office until a successor is elected at the next annual meeting of the Association, unless sooner removed.

F. Removal of Directors: At any regular or special meeting of the Association, any of the Directors may be removed with or without cause by a vote of sixty-six and two-thirds percent (66-2/3%) of the total authorized vote of the Association members, and a successor may then and there be elected by majority to fill the vacancy thus created. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting prior to the vote on his removal.

G. Organizational Meeting: The first meeting of the first Board shall be held within ten (10) days after election at such time and place as shall be determined by the Directors.

H. Regular Meetings: Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. At least two regular meetings shall be held during each calendar year. Written notice of the time and place of regular meetings of the Board shall be given to each Director at least three (3) days prior to the day named for such meeting.

I. Special Meetings: Special Meetings of the Board may be called by the chairman on five (5) days written notice to each Director, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the Chairman or Secretary in like manner and with like notice at the written request of at least two (2) Directors.

J. Waiver of Notice: Any Director may waive notice of a meeting by written waiver executed before, at, or after the meeting. Attendance by a Director at any meeting of the Board shall be a waiver of notice of such meeting.

K. Board of Directors Quorum: At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. If at any meeting of the Board there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. Any business which might have been transacted at any adjourned meeting as originally called may be transacted at any adjourned meeting at which a quorum is present, without further notice.

7. Association Officers:

A. Number and Election: There shall be elected by and from the Board an Association President (who shall also be the Chairman of the Board), a Vice-President, a Secretary and a Treasurer. The Secretary and Treasurer may be the same person. The Directors may appoint such other officers from the Association membership as in their judgment may be needed.

B. President: The President shall also serve as Chairman of the Board of Directors and shall be the chief executive officer of the Association. The President shall be in charge of the general management of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall be ex officio a member of all standing committees, unless otherwise provided in the resolution appointing the same. The President shall call meetings of the members of the Association and the Board of Directors to order and shall preside at such meetings. The President shall also have such powers and perform such duties as are specifically imposed upon him by law and as may be assigned to him by the Board of Directors.

C. Vice President: The Vice President shall perform such duties and exercise such other powers as the Board of Directors or the President shall request of or delegate to him. In the absence of the President, the Vice President shall call meetings of the Association, the Board of Directors or any committee and shall act as the presiding officer at such meeting.

D. Secretary: The Secretary shall attend all sessions of the Board of Directors and all meetings of the Association and record all votes and the minutes of all proceedings in books to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, any notice required to be given of any meetings of the Association and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. The Assistant Secretary shall, in the absence or disability of the Secretary, or at his request, shall perform the duties of the Secretary and exercise the powers and authority of the office.

E. Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable effects, in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Association, and in general, he shall perform all the duties incident to the office of a Treasurer of a corporation, and such other duties as may be assigned to him by the Board of Directors or the President.

F. In case of the absence of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such officer to any officer or to any director.

G. Term: The officers shall be elected annually and shall hold office at the pleasure of the Board.

8. Indemnification and Compensation of
Officers and Directors:

A. Indemnification: Each Director and each Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses were incurred. However, no indemnification shall be paid to a Director or Officer who is adjudged guilty of willful mis-

negligence or malfeasance in the performance of his duties.

B. Compensation: No Director or Officer shall receive any fee or compensation for services performed by him unless such fee or compensation is first fixed by a resolution adopted by a majority vote of the unit owners.

9. Association Meetings:

A. Place of Meeting: Meetings of the Association shall be held in Valdosta, Lowndes County, Georgia, at such suitable place convenient to the members as may be designated by the Board, except that the Owners shall designate the place of the first meeting.

B. Annual Meeting: The first meeting of the Association shall be held within one hundred eighty (180) days after the filing of the Declaration. Thereafter, the annual meeting of the Association shall be held on the first day of June of each calendar year, unless such day is a legal holiday, in which event the meeting shall be held on the next succeeding business day.

C. Special Meetings: The President may call a special meeting of the Association at any time and he shall be required to call a special meeting of the Association if directed by a majority of the Association members and presented to the Secretary. The call of a special meeting shall be by notice stating the time, the place, the purpose and the order of business of such special meeting. Only the business stated in the notice may be transacted at a special meeting.

D. Notice of Meeting: It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each unit owner at least twenty-one (21) days in advance of any annual or regularly scheduled meeting, and at least seven (7) days of any other meeting. The mailing of such notices shall be considered notice served. Any member may waive notice of a meeting by written waiver executed before, at or after the meeting. Any members attending a regular meeting or special meeting shall be deemed to have waived notice of such meeting. The notice of the meeting shall state the time, place and purpose of such meeting.

E. Order of Business: The order of business at all annual meetings shall be as follows:

- (1) Roll call.
- (2) Proof of notice of meeting.
- (3) Reading of minutes of preceding meeting.
- (4) Reports of officers.

- (5) Reports of committees, if any.
- (6) Election of inspectors of election.
- (7) Election of Directors.
- (8) Unfinished business.
- (9) New business.

F. Quorum: At all meetings, regular or special, the presence of members entitled to cast fifty-one (51%) percent or more of the total authorized votes shall constitute a quorum.

G. Rules of Order: Except as may be otherwise provided herein, the parliamentary conduct of all meetings of the Board of Directors or of the Association shall be governed by Roberts Rules of Order.

10. Voting by Members of the Association:

A. Equal Voting: Voting shall be on an equal basis with one (1) vote per unit owned.

B. Designation of Voting Representative: If a unit is owned by one person, his right to vote shall be established by the record title to his unit. If a unit is owned by more than one person, or is under lease, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the record owners of the unit and filed with the Secretary. If a unit is owned by a corporation, the person entitled to cast the vote for the unit shall be designated by a certificate of appointment signed by the President or Vice-President of the corporation. Such certificate shall be valid until revoked or until superceded by a subsequent certificate or until written notice of a change in the ownership of the unit concerned is delivered to the Secretary of the Association. Whenever the decision of a unit owner is desired upon any matter, whether or not the subject of a vote at an Association meeting, such decision shall be expressed by the person who would be entitled to cast the vote of such unit in an Association meeting.

C. Proxy: Votes may be cast in person or by proxy. Proxies must be filed with the Secretary at or before the appointed time of each meeting.

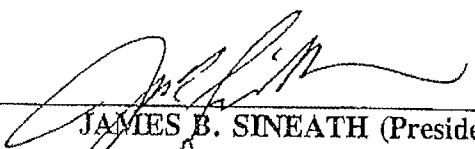
11. Amendment. These By-Laws may be amended only at a duly constituted annual or special meeting of the Association, the notice of which states that consideration of such proposed amendment is a purpose of the meeting. These By-Laws may be amended only by the affirmative vote of members entitled to cast seventy-five (75%) percent or more of the total vote of the Association.

Adopted as the By-Laws of Sherwood's Rolling Hills Condominium Owner's Association, Inc. at the organizational meeting of the Board of Directors held on the 1st day of August, 1994.

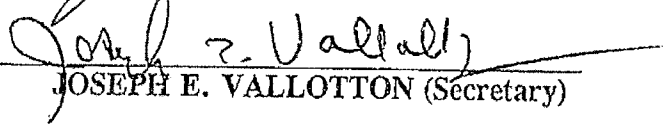
SHERWOOD'S ROLLING HILLS CONDOMINIUM
OWNER'S ASSOCIATION, INC.

(SEAL)

By: _____


JAMES B. SINEATH (President)

Attest: _____


JOSEPH E. VALLOTTON (Secretary)

Ratified as the By-Laws of Sherwood's Rolling Hills Condominium Owner's Association, Inc. at the first regular meeting of members of the Association held on the 1st day of August, 1994.