

BY - LAWS

OF

MARINER'S POINTE HOMEOWNERS ASSOCIATION OF BRAGG, INC.

ARTICLE I

The name of the corporation is Mariner's Pointe Homeowners Association of Bragg, Inc., hereinafter referred to as "Association." The principal office of the corporation shall be located at the residence of the person holding the office of President of the corporation, but meetings of members and directors may be held at such places within the State of North Carolina, County of Cumberland, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Mariner's Pointe Homeowners Association of Bragg, Inc., its successors or assigns.

Section 2. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration. Class A members shall be the Declarant, its successors and assigns, and so long as Declarant owns one or more lots in the Properties, then Declarant shall have three (3) votes for each lot owned in the Properties. Class B members shall be all other owners of lots in the Properties, with each member having one vote per lot owned or, where multiple owners own a lot, those owners have a combined one vote per lot.

Section 3. "Registered office" shall be located at the location of the principal office as hereinbefore stated.

Section 4. "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 5. "Common Area" shall mean all property owned by the Association for the common use and enjoyment of the Owners.

Section 6. "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 7. "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 8. "Declarant" shall mean and refer to Landfall Partners, LLC, a North Carolina limited liability company, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the

Declarant for the purpose of development.

Section 9. "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 Cumberland County, North Carolina, and/or recorded in the Office of the Register of Deeds of Hoke County, North Carolina.

#### ARTICLE III MEETING 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 of the same month of each year thereafter, at the hour of eight o'clock, p.m. If the day for the annual meeting of the members is a legal holiday or weekend, 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 or Class B memberships.

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 each class of membership shall constitute a 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 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 three (3) directors, who need not be members of the Association. Two of the directors shall be the President and the Vice President of the Association. Additionally, so long as the Declarant, its successors

and/or assigns owns any Lot in the Properties, Declarant shall have the right to appoint all three (3) directors so long as Declarant is a Lot owner.

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 successor director for a term of three years. No director shall serve more than two (2) consecutive terms, including the initial term.

Section 3. Removal. Any director may be removed from the Board, with or without a cause, by a majority vote of the members of the Association or by the Declarant, its successors and/or assigns, so long as Declarant owns any Lot in the Properties. In the event of death, resignation or removal of a director, his successor shall be elected 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 elections to the Board of Directors as it shall in its discretion determine, but 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 MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice at 7:30 p.m. on the first Thursday of the first calendar month of each quarter, or 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 the 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 the Common Area facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 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 for three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they may 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 and Class B 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 developed Lot at least thirty (30) days in advance of each annual assessment period in an amount not less than \$100.00 per year, and to assess a initial start up fee for each lot in the amount of \$75.00.
  - (2) fix the amount of the reimbursement to the Declarant, its successors and/or assigns, for construction and development of the clubhouse, pool, and other amenities provided by the Declarant, such reimbursement to be made over a period not to exceed twenty (20) years from completion of such amenities or January 1, 2027, whichever shall occur first.
  - (3) send written notice of each assessment to every Owner subject thereto at least thirty (30) days after due date or to bring an action to law against the owner personally obligated to pay the same.
  - (4) 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 cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Area to be maintained.

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 at all times be 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 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 secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of 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 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.

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 fix it on all papers requiring said seal; serve notice of meeting of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

### Treasurer

- (d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; 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 represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

### ARTICLE IX COMMITTEES

The Association may 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 may appoint other committees as deemed appropriate in carrying out its purpose.

### ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

### ARTICLE XI 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 due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen (18%) percent per annum, and the Association may bring an action 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 assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

### ARTICLE XII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present 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. So long as Declarant owns ten percent (10%) or more of the lots in

the Properties, Declarant reserves the right to alter or amend these By-Laws without consent or joinder of the other members.

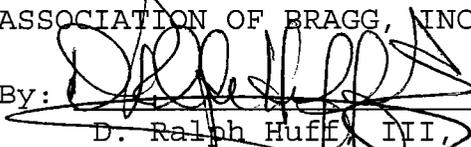
Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII  
MISCELLANEOUS

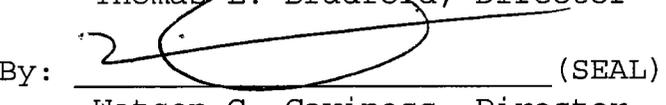
The fiscal year of the Association shall begin on the first of January and end on the 31st day of December of every year; provided, however, that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of the Mariner's Pointe Homeowners Association of Bragg, Inc., have hereunto set our hands this the 16<sup>th</sup> day of MAY, 2007.

MARINER'S POINTE HOMEOWNERS  
ASSOCIATION OF BRAGG, INC.

By:  (SEAL)  
D. Ralph Huff, III, Director

By:  (SEAL)  
Thomas L. Bradford, Director

By:  (SEAL)  
Watson G. Caviness, Director

State of North Carolina  
County of Cumberland

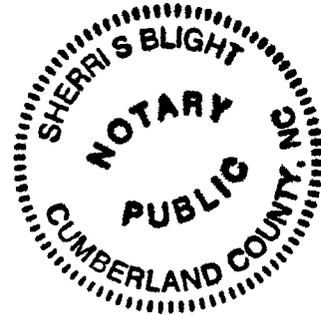
I, the undersigned notary public for the above stated county and state, do hereby that D. Ralph Huff III, director of Mariner's Pointe Homeowners Association of Bragg, Inc., a North Carolina corporation, personally appeared before me this day and, being first duly sworn, acknowledged the due execution of the foregoing instrument for the purposes therein stated individually and, where applicable, on behalf of the corporation with authority duly given and as the act of the corporation in his capacity as an officer of the corporation.

Witness my hand and notarial stamp or seal this 16<sup>th</sup> day

of MAY, 2007.

Sherri S. Blight  
Notary Public

My commission expires:  
FEB 7 2011



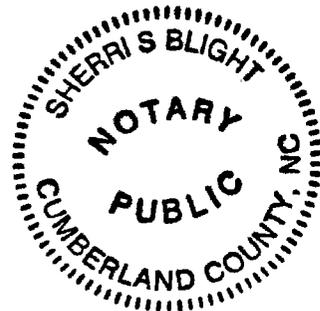
State of North Carolina  
County of Cumberland

I, the undersigned notary public for the above stated county and state, do hereby that Thomas L. Bradford, director of Mariner's Pointe Homeowners Association of Bragg, Inc., a North Carolina corporation, personally appeared before me this day and, being first duly sworn, acknowledged the due execution of the foregoing instrument for the purposes therein stated individually and, where applicable, on behalf of the corporation with authority duly given and as the act of the corporation in his capacity as an officer of the corporation.

Witness my hand and notarial stamp or seal this 16<sup>th</sup> day of MAY, 2007.

Sherri S. Blight  
Notary Public

My commission expires:  
FEB 7 2011



State of North Carolina

County of Cumberland

I, the undersigned notary public for the above stated county and state, do hereby that Watson G. Caviness, director of Mariner's Pointe Homeowners Association of Bragg, Inc., a North Carolina corporation, personally appeared before me this day and, being first duly sworn, acknowledged the due execution of the foregoing instrument for the purposes therein stated individually and, where applicable, on behalf of the corporation with authority duly given and as the act of the corporation in his capacity as an officer of the corporation.

Witness my hand and notarial stamp or seal this 16<sup>th</sup> day of MAY, 2009.

Sherris S. Blight  
Notary Public

My commission expires:

FEB 7 2011

