



LINKSIDE VILLAGE AT SEA PALMS
ASSOCIATION, INC.

ST. SIMONS ISLAND, GEORGIA

BYLAWS

REVISION 3/27/2014

BYLAWS OF
LINKSIDE VILLAGE AT SEA PALMS ASSOCIATION, INC.
(Revised 3-27-14)

ARTICLE I

NAME AND LOCATION

The name of the corporation is LINKSIDE VILLAGE AT SEA PALMS ASSOCIATION, INC., hereinafter referred to as the "Association". Meetings of members and directors may be held at such places within Glynn County, Georgia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Linkside Village at Sea Palms Association Inc., its successors and assigns.

Section 2. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Parcel which is part of the property, which terms are hereinafter defined, including contract sellers but excluding those having such interest merely as security for the performance of an obligation. Such person or entity shall hold a voting membership.

Section 3. "Property" shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereinafter be brought within the jurisdiction of the Association.

Section 4. "Parcel" shall mean and refer to any Parcel of real estate so designated and described upon any duly recorded subdivision plat of the Property, but not including the Common Areas.

Section 5. "Unit" shall mean and refer to any single family residential dwelling constructed or to be constructed on or within any Parcel.

Section 6. "Limited Private Areas" shall mean and refer to any and all portions of land lying within any Parcel but commencing beyond the exterior walls of any Unit constructed on such Parcel, including all landscaping, improvements and decorative and functional appurtenances thereon as originally constructed. Limited Private Areas are within the

boundary lines of each Parcel and as such title and ownership of such Limited Private Areas are in the Owners of such Parcels.

Section 7. "Common Area" shall mean and refer to all real property lying within the Property excluding any Parcel or Limited Private Areas, and so designated and described on any duly recorded subdivision plat of the Property, together with any and all personal property and improvements thereon, owned and leased by the Association for the common use and enjoyment of the Owners. Said Common Areas are intended to be devoted to the common use of, and enjoyment of the members and are not for use by the general public.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Limitations applicable to the Property recorded in the Office of the Public Records of Glynn County, Georgia.

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 10. "Additional Property" shall mean that real property which may, from time to time, be brought within the scheme of the Declaration in accordance with the provisions of Article II of the Declaration.

Section 11. "Board of Directors" shall mean and refer to the Board of Directors of the Association.

Section 12. "Supplementary Declaration" shall mean any Declaration of Covenants, Conditions and Restrictions which may be recorded in the Public Records of Glynn County, Georgia which extends the provisions of the Declaration to additional property and contains such complimentary provisions for such property as may be required by such Declaration.

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 meeting of the Members shall be held on a designated day of January or February of each year thereafter at the hour designated by the Board of Directors in the notice provided for here below.

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-half (1/2) of all of the votes of the membership.

Section 3. Notice of Meeting. 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 hand delivery to each unit or by mailing a copy of such notice, postage prepaid, at least twenty-one(21) days but not more than forty-five(45) days before such meeting to each Member entitled to vote thereat. Said notice shall be addressed to the Members address last appearing on the books of the Association. Said 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. Voting. Members shall be entitled to one vote for each Parcel owned on all membership matters.

Section 5. Quorum. The presence at the meeting of Members entitled to vote, or of proxies entitled to vote fifty-one percent (51%) of the votes of all Members of the membership, shall constitute a quorum for any action taken 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 the power to adjourn the meeting from time to time, until a quorum as aforesaid shall be present or represented.

Section 6. Proxies. All notices of meetings of members shall include a proxy, in the format shown in Appendix A, to be voted in behalf of a member who cannot attend the meeting. All proxies shall be in writing and filed with the Secretary. The proxies may be assigned to:

- a. Any selected member of the Association
- or
- b. To the Board at Large. Proxies assigned to the Board at Large will be voted in the best interest of the Corporation.

Every proxy shall be revocable and shall automatically cease upon completion of the voting.

Section 7. Waiver and Consent. Whenever the vote of Members at a meeting is required or permitted, the meeting and vote may be dispensed with if the applicable percentage of the Members who would have been required to vote upon the action if such a meeting were held, shall consent in writing to such action being taken. Any such consent shall be distributed in accordance with the rules and regulations adopted by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Term. The affairs of the Association shall be managed by a Board of Directors of not less than five, but not more than nine Directors, who shall be members of the Association. All Directors shall be elected in accordance with the applicable provisions contained in the Articles of Incorporation of the Association.

Section 2. Method of Nomination. Candidates for election may file by notifying the Secretary in writing. The names of all such candidates received before November 1st shall be included on a ballot mailed to all members with the notice of the annual meeting. Additional nominations may be made from the floor at the meeting. All such nominations from the floor must be seconded and the nominee express a willingness to serve.

Section 3. Election. Election shall be by secret written ballot. The Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.

Section 4. Resignation and Removal. The unexcused absence of a Director from three consecutive meetings of the Board of Directors shall be deemed a resignation. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 5. Vacancies. In the event of death, resignation, or removal of any elected Director, his/her successor shall be selected by the remaining Directors and shall serve for the unexpired term of his/her predecessor.

Section 6. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his/her duties.

Section 7 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 first obtaining the approval, either in writing or electronically, of all of the Directors.

Section 8. Limitation. No more than one Director may be elected from a single Parcel.

ARTICLE V

MEETING OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors may hold regular meetings at a fixed time and place. However, efforts shall be made to hold meetings at least quarterly.

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 three Directors, after not less than three 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 an act of the Board.

ARTICLE VI

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, including all fees, assessments, dues, penalties and other appropriate charges, if any, governing the use of the Common Areas and limited Private Areas, and the personal conduct of the Members and their guests thereon.

b. Suspend the right of an Owner to use the Common Areas during any period in which the owner shall be in default for more than thirty days after notice of the payment of any assessment is levied by the Association. Such rights may also be suspended from Members, after notice and hearing, for a period not to exceed sixty days for infractions of the Declaration.

c. Cause to be kept a complete record of all its corporate affairs, make such records available for inspection by any Member or his agent, and present an annual statement thereof to the Members.

d. Supervise all officers, agents, and employees of the Association and see that their duties are properly performed.

e. Issue, upon demand by any Member, a certificate setting forth whether or not any assessment has been paid and giving evidence thereof, for which a reasonable charge may be made.

f. Designate depositories for Association funds, designate those officers, agents, and/or employees who shall have authority to withdraw funds from such account on behalf of the Association, and cause persons to be bonded, if, in the sole discretion of the Board of Directors, it may seem appropriate.

g. Prepare the proposed annual budget, submit the same to the membership for comments, and approve the annual budget.

h. Fix annual general assessments, special assessments, and special parcel assessments at an amount sufficient to meet the obligations imposed by the Declaration and all Supplementary Declarations.

i. Annually adopt the budget and set the date or dates assessments will be due, decide what, if any, interest is to be applied to assessments which remain unpaid ten days after they become due.

j. Send written notices of each assessment to every Owner subject thereto at least fifteen days in advance of the due date of the annual assessment or of the first installment thereof.

k. Cause the lien against any Property for which fees, assessments, dues, penalties and other appropriate charges are not paid within thirty days after due date to be foreclosed or cause action at law to be brought against the Owner personally obligated to pay the same. Owner shall be required to fully reimburse Association for all costs incurred, including legal fees and court costs.

l. Cause the Common Areas and limited Private Areas to be maintained in accordance with the Declaration.

m. Procure and maintain adequate liability and hazard insurance on all Property owned by the Association, and such other insurance as they deem necessary.

n. Enter into mortgage agreements and obtain capital debt financing subject to the provisions of the Declaration.

o. Appoint such committees as prescribed herein and such other committees as the Board of Directors may, from time to time, deem necessary or appropriate.

p. Enforce and administer the rules and regulations and the provisions of the Declaration.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, Vice President, Secretary, and Treasurer who shall at all times be members of the Board of Directors.

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 the Association shall be elected annually by the Board of Directors and each shall hold office for one year and until a successor is duly elected and qualifies, unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect other such officers as the affairs of the Association shall require, each of

whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 be necessary to make it effective.

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

Section 7. Multiple Offices. The offices of the President and Secretary may not be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

a. President. The President shall preside at all meetings of the Board of Directors: shall see that orders and resolutions of the Board of Directors are carried out: shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes and contracts as the Board of Directors may approve from time to time. May approve minor expenditures, not to exceed \$500, for the purchase of goods and services necessary to the operation of the Association.

b. Vice President. The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board of Directors.

c. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring such seal: serve notice of meetings of the Board of Directors 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 of Directors.

d. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as

directed by resolutions of the Board of Directors; shall co-sign any promissory notes and contracts of the Association; keep proper books of account; upon request of the board cause an audit or review 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 Board of Directors and to the membership at its regular annual meetings.

ARTICLE VIII

COMMITTEES

The President may appoint, with Board of Directors approval, an Elections Committee. It shall be the duty of the Elections Committee to supervise the nomination and election of the Directors. Other committees may be appointed by President as deemed appropriate in carrying out the purposes of the Association.

ARTICLE IX

FISCAL YEAR

The Fiscal Year of the Association shall begin on the first day of January and end of the thirty first day of December of every year.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments and special parcel assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments that are not paid when due are delinquent. The assessment shall bear interest from the date of delinquency at an interest rate equal the highest allowed by law or as otherwise determined by the Board of Directors. 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

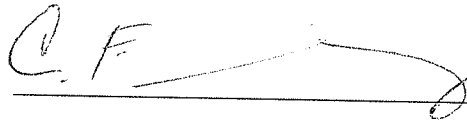
attorney's fees of any such action shall be added to the amount of the delinquent assessment. No Owner may waive or otherwise escape liability for the assessments provided herein by failure to use the Common Areas or abandonment of his/her Parcel.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended or modified by a majority of the Board of Directors or at any meeting of the Association called in accordance with Article III, Section 3.

Revised and effective March 27, 2014.

A handwritten signature in black ink, appearing to read "C. F.", written over a horizontal line. The signature is stylized and extends to the right.

Charles Scarbrough, President

Attest:

A handwritten signature in black ink, appearing to read "Charla Delaney", written over a horizontal line.

Charla Delaney, Secretary

APENDIX A: PROXY FORMAT

TO: Secretary of the Board of Directors of Linkside Village at Sea Palms Association, Inc.

SUBJECT: Proxy statement for meeting to be held on _____.

The undersigned Owner does hereby make, constitute and appoint;
(Check one)

(a) _____ The Linkside Board of Directors

Or

(b) _____ Owner of Unit # _____

My true and lawful attorney with full power of substitution for me and in my name, place and stead to vote and act with respect to my interests at the subject meeting on all matters.

(signature) Linkside Unit # _____