

BY-LAWS
of
GRIMBALL GATES
PROPERTY OWNERS ASSOCIATION, INC.

A Corporation Not for Profit
Under the Laws of the State of South Carolina

ARTICLE I
DEFINITIONS

- Section 1.** "Association" shall mean and refer to Grimball Gates Property Owners Association, Inc., a non-profit corporation organized and existing under the laws of the State of South Carolina.
- Section 2.** The "Properties" shall mean and refer to the existing property described in Article II, Section 1 of the Declaration of Restrictions and Protective Covenants for Grimball Gates, located in Charleston County, South Carolina.
- Section 3.** "Owner" shall mean and refer to the record owners who are members of the Association as provided in Article I, Section 7, of the Declaration.

ARTICLE II
LOCATION

The principal office of the Association shall be located at the business address of Grimball Gates Company, LLC, 3227 Walter Drive, Johns Island, South Carolina 29455.

ARTICLE III
MEMBERSHIP

Section 1. Membership of the Association is as set forth in Article III of the Declaration

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each Owner of, and becomes a lien upon, the Properties against which such assessments are made as provided in Article VIII of the Declaration to which the Properties are subject, which is dated February 22, 2001, and recorded simultaneously herewith in the records of Charleston County, South Carolina.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. The Initial Board of Directors shall be appointed by Grimball Gates Co., LLC, and shall serve until the time of the first annual meeting. At the time of the first Annual Meeting, the directors of the Association shall be elected at the annual meeting of the members as specified in Article VI of these By-Laws. Elections shall be decided by majority vote, provided that prior to the time that the Class II membership terminates as specified in the Declaration, the Class II Member shall be entitled to elect a majority of the directors, all as set out below in Section 8.

The Board of Directors shall, among their other duties, appoint the Architectural Review Board at such time as the Class II membership expires or as set forth in Article X of the Declaration.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership or by the Class II member, except that the directors elected by the Class II member may be removed only by the Class II member.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the annual meeting of members, provided the majority of the members of the Board elected be present. Any action taken at such meeting shall be by a majority of the whole Board. If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of members upon three (3) days notice in writing to each member of the Board elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within Charleston County, South Carolina, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held at any place or places within Charleston County, South Carolina, at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President or by or on the behalf of the Secretary or by or on behalf of any two (2) members of the Board to each member of the Board not less than three (3) days by mail or two (2) days by telephone or telegraph. Special meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by all the directors.

Section 8. Election of Directors shall be conducted in the following manner:

Prior to the time the Class II membership terminates, the Class II member shall be entitled to elect a majority of the Board of Directors, the two elected at the first annual meeting shall serve terms of two (2) years and one (1) year respectively. The remaining director shall be elected by a majority vote of the Class I members and shall serve for a term of two (2) years. Thereafter, the term of all directors shall be for a term of two (2)

years each with the director who had served for one (1) year set out above, being replaced by a director to serve two (2) years and, if the Class II membership has not terminated, being elected by the Class II member. As long as the Class II membership has not terminated, the Class II membership shall elect the replacement for each Director the Class II membership had previously elected. At the termination of the Class II membership, the Class I members shall elect all directors by a majority vote.

ARTICLE V
OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors or by the Class II member at any duly called regular or special meeting of the Board.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association, which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law in these By-Laws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 3. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and

shall perform all duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 4. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

Section 5. The Board of Directors will have the authority to contract the services of a property management consultant to provide management services for the operations of the P.O.A.

ARTICLE VI
MEETINGS OF MEMBERS

Section 1. The regular meeting of the members shall be held on the first Saturday of the month of October in each year beginning in 2001, at such time and place as shall be determined by the Board of Directors.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary, or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote twenty-five percent (25%) of the votes of the Class I membership.

Section 3. Notice may be given to the member either personally, or by sending a copy of the notice through first class mail, postage thereon fully paid, to his address appearing on the records of the corporation. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered not less than ten (10) days, but not more than sixty (60) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast forty (40%) percent of the votes shall constitute a quorum for any action governed by the By-Laws. Presence shall include in person or by proxy.

ARTICLE VII
BOOKS AND PAPERS

Section 1. The books, records, financial statements and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member of the Association and by the holders, insurers and guarantors of first mortgages secured by Lots in the Properties. In addition, upon prior written request of a holder, insurer, or guarantor of such a first mortgage, the Association shall provide such party with a financial statement for the preceding fiscal year.

I HEREBY CERTIFY that the foregoing By-Laws of the above named corporation were duly adopted by the Board of Directors of said Association in a meeting held for such purpose on the 22 day of February, 2001.



John F. Hendricks, Secretary

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CHARLIE LYBRAND
REGISTER
CHARLESTON COUNTY SC