

**BY-LAWS OF THE
HOLLY TREE PLANTATION
HOMEOWNERS ASSOCIATION, INC.**

(Revised effective July 21, 2008)

Article I. Name and Location

The name of this Corporation shall be the “Holly Tree Plantation Homeowners Association, Inc.” and shall be located in Greenville County, South Carolina.

Article II. Corporate Purposes

The purpose of said proposed Corporation is to conduct a community club to serve the Holly Tree Plantation community to engage in any and all types of social and community activities, not for a profit and not prohibited by law which shall promote and foster better citizenship and civic pride among its members and shall promote and foster the recreational, physical and social activities of its members and to engage in such activities as shall raise the standards of civic morality and community welfare through educational, recreational and social facilities among the residents of Holly Tree Plantation Subdivision in Greenville County, South Carolina including but not limited to the administration and performance of functions of such community organization as set forth in any recorded Declaration of Covenants and Restrictions applicable to any existing or future phase of Holly Tree Plantation Subdivision.

Article III. Tax Exempt Status

Notwithstanding the foregoing Corporate Purposes contained in Article II, this Corporation is organized for charitable, religious, educational and scientific purposes within the meaning of the Internal Revenue Code of 1954, Section 501 and including for such purposes, the making of distributions to organizations that qualify for exempt organizations under Section 501 of Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees or officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporate Purposes hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from the Federal Income Tax under Section 501 (c) 3 of Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws) or (b) by a Corporation contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article IV. Distribution of Assets upon Dissolution

Upon the dissolution of this Corporation, the Board of Directors shall after paying or making provisions for the payment of all the liabilities of this Corporation, dispose of all of the assets of this Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Greenville County, South Carolina in which the principal office of this Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized exclusively for such purposes.

Article V. Capitalization

This Corporation shall be a non-stock Corporation and have no capitalization. No dividends or pecuniary profits of any kind or nature shall ever be declared or paid to the members hereof or to any officer, director or trustee of this Corporation.

Article VI. Board of Directors

Section 1. General Affairs.

The general affairs and business of this Corporation shall be governed by a Board of Directors consisting of five (5) Members subject to the limitations contained in these By-Laws.

Section 2. Number of Directors.

At the annual meeting of the membership of this Corporation, the members shall elect from the membership for a term of office for one (1) year five (5) directors of this Corporation, president, 1st vice-president, 2nd vice president, secretary and treasurer of the Corporation. At each annual meeting of the membership of the Corporation thereafter the members shall elect or re-elect the Board of Directors whose term of office shall expire at the end of the fiscal year.

Section 3. Absences.

When any director shall have three (3) consecutive unexcused absences from any meeting of the Board of Directors, or cease to be an active Member in the Corporation, his term of office as a director shall automatically expire.

Section 4. Annual Meetings.

The annual meeting of the Board of Directors shall take place immediately following the annual meeting of the Members. Special meetings may be called by the President or any two Directors on five (5) days written notice. Personal attendance of any director at any meeting of the Board of Directors shall constitute a Waiver of Notice.

Section 5. Vacancies.

Any vacancy occurring in the Board of Directors between annual meetings of the Members shall be filled by a majority of the then remaining directors in office.

Section 6. Quorum.

At all meetings of the Board of Directors, (except for the purposes of Section 5, above) a quorum shall consist of three (3) of any five (5) members of the Board, and a majority of such quorum present may decide any questions which may come before the meeting and which are within the authority of the directors.

Article VII. Powers of Directors

Section 1. General Powers

The general affairs and business of this Corporation shall be managed by its Board of Directors. The foregoing general grant of power to the Board of Directors shall not be deemed to be curtailed or restricted by any provisions of these By-Laws that declare the power or impose the duty of the Board of Directors in any specific matter, and the Board of Directors of this Corporation is hereby specifically authorized to exercise the following powers, duties and discretion, to wit:

(A) To promulgate, amend publish and enforce rules and regulations binding upon the Members necessary or advisable in the management of the Corporation's affairs.

(B) To constitute, designate and appoint committees and define their powers and duties and to delegate authority thereto.

(C) To delegate authority to any officer or member of this Corporation from time to time.

(D) To exercise all of the powers, functions and authority set forth in Article VI entitled Homeowners Association and Maintenance Charges of the Declaration of Covenants and Restrictions applicable to Holly Tree Plantation Phases I and II appearing of record in the R.M.C. Office for Greenville County, South Carolina in Deed Book 977 at page 583 and in Deed Book 999 at page 667.

(E) To establish, set, collect the maintenance charges from the members pursuant to Paragraph 6.2 of Article VI of the Holly Tree Plantation Declaration of Covenants and Restrictions including the power to establish when the same are due and payable.

(F) To exercise the powers and authorities set forth in sub-paragraphs A through H of 6.2 of said Declaration and Covenants.

(G) To exercise powers and authorities conferred upon the Board of Directors to fill vacancies in the Holly Tree Plantation Architectural Committee pursuant to Paragraph 4.3 of Article IV entitled "Approval of Plans and Specifications" of the Declaration of Covenants and Restrictions of Holly Tree Plantation Phases I and II.

(H) To bring it its own name or in the name of any member including the payment of any necessary cost and expenses incident thereto (including but not limited to court costs and counsel fees) civil actions and suits for the enforcement of any restrictive covenants applicable to Holly Tree Plantation now or hereafter or for any complaint, annoyance or nuisance to any Member or Members of this Corporation arising out of the Holly Tree Plantation Subdivision Community for which a civil or criminal cause of action may exist for abatement, damages or relief.

Article VIII. Officers

Section 1. Names

The officers of this Corporation shall be a President, 1st Vice President, 2nd Vice President, Secretary and Treasurer.

Section 2. President

The President shall be the chief executive officer of the Corporation and, subject to control by the Board of Directors, shall with the Secretary execute all documents in the course of the business of the Corporation.

Section 3. First Vice President

The First Vice President in the absence of the President shall perform the duties of the President. In addition, the First Vice President shall over see the operations of the following but not limited to standing committees as well as any other committees formed and designated by the Board of Directors not overseen by the Second Vice President: Architectural, Covenants, Security, Street Lights and Entrance Lights.

Section 4. Second Vice President

The Second Vice President, in the absence of the President and First Vice President, shall perform the duties of the President. In addition, the Second Vice President shall over see the operations of the following standing committees as well as any other committees formed and designated by the Board of Directors not overseen by the First Vice President: Social, Welcoming, Publications, Website and Beautification.

Section 5. Secretary

The Secretary shall keep the minutes of the meeting of the Board of Directors and the Members and shall be custodian of the records of the Corporation. The Secretary, together with the President, shall execute all documents in the course of the business of the Corporation.

Section 6. Treasurer

The Treasurer shall have custody of all funds and properties of the Corporation and shall keep regular books of account in accordance with accepted accounting practices. The Treasurer shall collect and disburse the funds of the Corporation in such manner as shall from time to time be authorized by the Board of Directors.

Section 7. The Assistants

An Assistant Secretary and an Assistant Treasurer, when authorized by the Board of Directors, shall have all the powers conferred upon the Secretary and the Treasurer, with the exception of voting. The Assistant Secretary and Treasurer shall not be deemed Officers of the Corporation, merely agents of the Corporation under the guidance of the Board Secretary and Treasurer, respectively.

Section 8. Delegation of Duties

The Board of Directors may delegate to any officer of this Corporation any of the duties hereinabove designated to be performed by any officer, either temporarily or permanently, as long as such powers and authorities shall not be inconsistent with these By-Laws. The Board of Directors may delegate to any members of this Corporation any of the duties associated with standing and/or ad-hoc committees.

Section 9. Vacancy of Office

Any vacancy occurring in any office of the Corporation between annual meetings of the Members shall be filled by the Board of Directors then remaining in office.

Article IX. Committees

The following committees shall be deemed standing Committees of the Corporation. The Chairs of the Committees are appointed annually by the membership at the annual meeting of the members. Each appointed Chair shall hold office until the next annual meeting of the membership or until removed by the Board in its sole discretion. Any vacancy occurring in any committee chair position between annual meetings of the Members shall be filled by the Board of Directors. Each committee will be responsible for submitting a monthly report to the Board of Directors as to the activity and proposed activity of the committee. The Chairs will serve as non-voting advisors to the Board of Directors and shall not be deemed Officers of the Corporation, merely agents of the Corporation under the authority of the Board of Directors. All expenses are to be represented in the budget and are subject to the approval of the Board of Directors. With the exception of the Architectural committee, which must have a minimum of three members, the Board of Directors of the Corporation is hereby empowered to appoint as many or as few members of each said standing Committee, he/she may deem advisable in his/her discretion necessary to complete and carry forward the work of each of said committees, to-wit:

Section 1. Architectural

The Architectural committee is responsible for carrying out the duties outlined in Article IV of the Holly Tree Plantation Declaration of Covenants and Restrictions, Phase I.

Section 2. Covenants

The Covenant committee is responsible for overseeing the compliance of the membership with the covenants as filed in the Register of Deeds office of Greenville County for Holly Tree Plantation and all related phases.

Section 3. Security

The Security committee will act as a liaison between the membership and the contracted security force.

Section 4. Street Lights

The Street Lights committee will be responsible for overseeing the addition of any new street lights as well as the condition of existing lights in Holly Tree Plantation Subdivision and related phases. The committee will notify Laurens Electrical Cooperative when any of the current street lights are in disrepair.

Section 5. Entrance Lights

The Entrance Lights committee will be responsible for overseeing the maintenance light fixtures, spots and up lights of the 10 lighted entrances.

Section 6. Social

The Social committee will be responsible for overseeing various social activities for the membership, including but not limited to adult and family functions.

Section 7. Welcoming

The Welcoming committee will be responsible for welcoming new property owners to Holly Tree Plantation and related phases.

Section 8. Publications

The Publications committee will be responsible for the compiling, printing and distribution of the Holly Tree Newsletter.

Section 9. Website

The Website committee will be responsible for compiling, maintenance, and content of the website.

Section 10. Beautification

The Beautification committee is responsible for the planning and maintenance of irrigation and planting of the 10 marked entrances.

Section 11. Other Committees

In addition to the aforementioned standing Committees, the Board of Directors may appoint any other Committees it may deem necessary from time to time for the administration of the business and affairs of the Corporation.

Section 12. Difference of Opinion

The Board of Directors shall decide all questions that may arise as to difference as to opinions between Committees.

Article X. Members

Section 1. Geographical Limits

Every person who is a record owner of a fee or undivided fee simple interest in any numbered lot in the residential area (as numbered lot is defined in the Holly Tree Plantation Declaration of Covenants and Restrictions) which is subject to said Covenants shall be a member of the Holly Tree Plantation Homeowners Association, Inc., upon approval of the Board of Directors. Provided, however, that any person or entity who holds such an interest merely as security for the performance of an obligation shall not be a member.

Section 2. Number of Votes

At all meetings of the Members, each Member shall be entitled to one vote provided, however, that where several Members may exist in one household or family unit by virtue of an undivided ownership either as tenants in common or joint tenancy, then the entire combined membership certificates under said one household or family unit shall be entitled to be counted as only one vote, it being the intention hereof that each single family residential dwelling shall have one vote at all meetings of the membership.

Section 3. Appeal

Any Member aggrieved by any fine, penalty or disciplinary action by the Board of Directors may appeal to the membership at a special meeting called for such purpose for a reversal of the action of the Board of Directors.

Section 4. Annual Meeting

An annual meeting of the Members shall be held during the fourth quarter of each year at such time and place as shall be specified in the notice of the meeting. Said notice must be sent at least thirty (30) days in advance of the meeting to the Members by the Board of Directors. Special meetings of the Members may be called on notice given by the President, and two (2) directors, or ten percent (10%) of the Members.

Section 5. Quorum

The presence of the owners of at least ten percent (10%) of the Membership of this Corporation at any annual or special meeting of the membership shall constitute a quorum for the transaction of any business which may come before the membership. A majority of the above defined quorum present at any such meeting shall decide any matter which may come before the membership. Personal attendance at a meeting of the Members shall be deemed a waiver of written notice hereinabove required.

Section 6. Membership

Each membership as herein defined shall entitle the holder thereof, the members of his family living in this home and all relatives within a third degree of kinship living in his home to use and exercise any facilities on or controlled by this Corporation and for all purposes whatsoever of this Corporation subject to such rules and regulations as may be from time to time promulgated by the Board of Directors.

Section 7. Membership Cards

The Board of Directors may from time to time in such form as it may deem desirable provide for cards evidencing membership in this Corporation.

Section 8. Privileges of Membership

In order to serve on any committee, hold any office, make a nomination for an office, a member must be in "good standing". "Good Standing" is defined as not being in arrears as to any annual dues or assessment and also means that a member has not been suspended as provided for in Article XIII.

Article XI. Nominating Procedure

Section 1. Nominating Committee.

The Board of Directors shall have the right, but is not required, to appoint a Nominating Committee for the purpose of establishing the candidates for the annual election. In lieu of appointing a Nominating Committee, the Board of Directors may serve as the Nominating Committee.

Section 2. Members of the Nominating Committee.

The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors and is not therefore eligible for nomination, and two (2) or more Members who are not directors and/or candidates. As of the date of appointment, the Nominating Committee members (if other than the Board) shall be Members of the Association and be members who meet the guidelines of Article X, Section 8.

Section 3. Appointment.

The Nominating Committee shall be appointed by the Board no later than one hundred and fifty (150) days prior to the Annual Meeting.

Section 4. Requests.

The Association should mail/email out requests to serve on the Board approximately one hundred thirty (130) days before the meeting.

Section 5. Receipt of Nominations.

Nominations for elected positions must be received no later than one hundred (100) days prior to

the Annual Meeting. Any qualified member of the Association may nominate himself or herself for election to the Board of Directors. Only members who meet the guidelines of Article X, Section 8 may nominate.

Section 6. Agreement to Serve.

Before being placed on the ballot all nominees must, in writing, consent to be placed on the ballot and also express their intent to serve if elected.

Section 7. Roster.

The Nominating Committee shall, upon finalization of the ballot, provide the names of the nominees in nomination to the Board of Directors. Submission of the finalized roster shall be no later than forty-five (45) days prior to the meeting date.

Section 8. Ballot.

The ballot shall be mailed/emailed to the membership no later than thirty (30) days prior to the Annual Meeting date.

Section 9. Voting.

As per the By-Laws, voting by mail and proxies will be recognized by the Nominating Committee. The nomination of qualified candidates from the floor at the meeting shall not be permitted.

Section 10. Counting.

The Nominating Committee shall receive all completed ballots, tabulate the votes and provide the names of the winning candidates to the Board of Directors for certification and publication of results to the members of the Association.

Section 11. In Case of a Tie.

In the event of a tie vote, the Board of Directors shall announce a run-off election under such procedures as the Board of Directors shall determine. The procedures set by the Board of Directors shall strive to preserve fairness, adequate notice of the election to the members and adequate opportunity for the qualified members to cast a vote.

Article XII. Accidents and Injuries

No Member, or guest of any Member of this Corporation, shall have any right, title, claim, interest or cause of action against this Corporation for accident or injury to persons or property connected with the use of or any property owned, maintained, supervised or controlled by this Corporation or brought upon or left on the Corporation's premises.

Article XIII. Transfer of Membership

Section 1. Direct Sales to Home Purchasers

Any member selling his home and moving from the community served by this Corporation shall be entitled to sell his Membership Certificate to the purchaser of his home without the necessity of transferring the same back to the Corporation as hereinabove provided subject to condition however, that the Board of Directors approve that purchaser of such Membership Certificate which approval shall not be withheld or delayed except for good and satisfactory reasons.

Section 2. Non-Payment of Assessments

No membership shall be transferred or approved by this Corporation unless the owner of such Membership Certificate shall then be current with all maintenance charges authorized to be collected and assessed as provided in Paragraphs 6.2 of Article VI of the Declaration of Covenants and Restrictions applicable to Holly Tree Plantation. And the purchaser of any residence in Holly Tree Plantation for which past due and in default assessments for maintenance charges exist shall not be recognized as Members of this Corporation until such charges have been paid in full.

Section 3. Delinquent Dues

In addition to the powers and authorities conferred for enforcement for maintenance charges upon this Corporation and its Board of Directors the Board of Directors shall have the power to revoke the membership of any Member who shall be delinquent and in default in payment of his maintenance charges in the amount set and from time to time collectable by the Board of Directors in accordance with the provisions of Paragraphs 6.2 of Article VII of the Declaration of Covenants and Restrictions applicable to Holly Tree Plantation.

Article XIV. Suspension of Membership

Section 1. Notice by the Board of Directors

The Board of Directors may suspend or revoke the Membership rights of any Member or his family to use the facilities of the Corporation upon finding that any Member of his family has violated the By-Laws or rules finding that any Member of his family has violated the By-Laws or rules and regulations of the Corporation or has abused the Corporation's property. Any Member against whom such action is taken under this Article shall be given at least five (5) days' advance notice of proposed action and shall be provided an opportunity to be heard at a meeting of the Board of Directors. Any Member whose privileges have been revoked by the Board may file a written petition for a meeting of the Membership for the purposes of reviewing the action of the Board of Directors. The Petition shall require the signature of at least twenty (20) Members of the Corporation and the notice and the Membership meeting shall include the fact that a petition has been filed for the purpose of holding such a meeting. If at the ensuing meeting of the Members, the Members shall reverse the action of the Board of the Directors, the suspension or revocation shall be declared void.

Article XV. Miscellaneous

Section 1. Amendments

These By-Laws may be amended by the Members at a meeting duly called for such purpose at which a quorum of the Members are present and only by a vote of two-thirds of such quorum then present.

Section 2. Bank Accounts

All checks, drafts and orders for the payment of money issued in the name of the Corporation and less than \$100.00 shall be signed by either the Treasurer or the Assistant Treasurer. Checks for more than \$100.00 shall be signed by any two of the following: the President, the Treasurer and the Assistant Treasurer. All funds of the Corporation shall be deposited in such banks as the Board of Directors may select and designate by resolution as the official depository of the Corporation.

Section 3. Fiscal Year

The fiscal year of this Corporation shall be the calendar year.

Section 4. Notices

Any notice of any meeting required to be given to any Director and/or Member may be waived in writing by the signature of the party to receive such notice, either before or after the meeting, which waiver need not specify the business transacted at the meeting or the purpose thereof.

Section 5. Discipline of Minors

Anything in these By-Laws to the contrary notwithstanding, the Board of Directors may suspend, or may delegate to an appropriate committee or person, the power to suspend, for periods not exceeding one week, any person under twenty-one (21) years of age found violating the regulations of this Corporation. Should the occasion warrant, such suspension may be made immediately and without hearing; provided, however, that if such suspension is made without hearing, then it shall be the obligation of the person making the suspension to contact the parent of person accused of the offense and provide them with an opportunity to have a hearing before the Board of Directors in behalf of the minor child involved.

Section 6. Informal Action of Members

Any action required by Law to be taken at the meeting of Members, or any action which may be taken at a meeting of the Members, may be taken without meeting if a consent in writing setting forth the action taken is signed by the Members entitled to vote with respect to the subject matter thereof.

Section 7. Proxies

At any meeting of the Members, a Member entitled vote may vote by proxy executed in writing by the Member or his duly authorized attorney-in-fact. No proxy shall be valid after nine (9) months from the date of its execution unless otherwise provided in the proxy.

Section 8. Voting by Mail

At the discretion of the Board of Directors, all official business communications of the Holly Tree Plantation Homeowners Association, such as officer elections, By-Laws changes, budget approvals, and project approvals, may be distributed and/or received by mail, which, as defined here, includes but is not limited to hard copy sent via the U.S. Postal Service and communications sent electronically.

Section 9. Authorization for Disbursements

The president is authorized to approve disbursements of \$250 or less for any single purpose. Any expenditure greater than \$250 must be approved by a majority of the Board of Directors.