

BY-LAWS
OF
THE AMBERDALE VILLAGE ASSOCIATION, LTD.

A NON-PROFIT CORPORATION

ARTICLE I

OFFICES

Section 1. Principal office: The principal office of the corporation shall be located in Robeson County, North Carolina, at such place as the Board of Directors shall from time to time determine.

Section 2. Registered Office: The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be identical with the principal office. The principal office of the Corporation is 4310 Ludgate Street, Lumberton, Robeson County, North Carolina.

ARTICLE II

MEETINGS

Section 1. Place of Meetings: All meetings of members shall be held at the principal office of the corporation or at such other place as shall be designated by the Board of Directors and stated in the notice of the meeting.

Section 2. Annual Meetings: The annual meeting of the members shall be held on the second Thursday in May of each year for the purpose of electing Directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 3. Substitute Annual Meeting: If the annual meeting shall not be held on the date designated by these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4. Special Meetings: Special meetings of the members may be called at any time by the President, Secretary or Board of Directors, or by the written request of members constituting at least one-tenth (1/10th) of all the members entitled to vote at meetings.

Section 5. Notice of Meetings: Notice stating the time and place of the meeting shall be by letter or postal card not later than three days before the date thereof. No other notice of meetings to individual

members shall be required.

Section 6.

Voting Lists: At least ten days before each meeting of members, the Secretary of the Corporation shall prepare an alphabetical list of the members entitled to vote at such meeting, with the address of each member which list shall be kept on file at the registered office of the corporation for a period of ten days prior to such meeting, and shall be subject to inspection by any member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 7.

Quorum: Fifty percent (50%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of members. If there is no quorum at the opening of a meeting of members, such meeting may be adjourned from time to time by the vote of a majority of the members voting on the motion to adjourn; and, at any adjourned meeting, any business may be transacted which could have been transacted at the

original meeting with one-half (1/2) of the original quorum requirement. In the event of meetings called for the purpose of taking action authorized under Section V, Paragraph B(2) or Section VI of the Restrictive Covenants, the requirements of the Restrictions shall control.

Section 8. Voting: Each member shall be entitled to vote on each matter submitted to a vote at a meeting of members. The vote of a majority of members voting on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the charter or bylaws of this corporation.

Section 9. Members: Each owner of each lot within Amberdale Village Subdivision shall be a member of the Association. Each member shall be entitled to one vote for each lot owned; provided, however, when more than one person holds an interest in any lot, such vote shall be exercised as they among themselves, determine, but in no event shall more than one vote or any fraction of the vote be cast with respect to any lot.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers: The business and affairs of the Corporation shall be managed by the Board of Directors or by such Executive Committee as the Board may establish pursuant to these bylaws.

Section 2. Number, Term and Qualification: The number of Directors of the Corporation shall be three (3). The number of directors of the corporation may be increased or decreased from time to time by an amendment of the bylaws adopted by the members. Directors shall be elected and shall serve for terms of two years each or until their successors are elected and qualified.

Section 3. Election of Directors: The directors shall be elected at the annual meeting of members; and, those persons who receive the highest number of votes shall be deemed to have been elected. At the discretion of the President, or if any member so demands, election of directors shall be by secret ballot.

Section 4. Removal: Directors may be removed from office with or without cause by a vote of a majority of the

members entitled to vote at a meeting of members. If any directors are so removed, new Directors may be elected at the same meeting.

Section 5. Vacancies: A vacancy occurring in the Board of Directors may be filled by a majority of remaining directors though less than a quorum, or by the sole remaining director; but a vacancy created by an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of members called for that purpose.

ARTICLE IV

Meeting of Directors

Section 1. Regular Meetings: A regular meeting of the Board of Directors shall be held immediately after the annual meeting of members. In addition, the Board of Directors may provide, by resolution, the time and place for holding of additional regular meetings.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors.

Section 3. Notice of Meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a director at a meeting shall constitute a waiver of Notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. Quorum: A majority of the directors holding office shall constitute a quorum for the transaction of business at such meeting of the Board of Directors.

Section 4. Manner of Acting: Except as otherwise provided in this section, the act of the majority of the directors present at a meeting at which the quorum is present shall be the act of the Board of Directors.

Section 6. Informal Action by Directors: Action taken by majority of the directors without a meeting is nevertheless board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board, whether done before or after the action is taken.

ARTICLE V

Officers

Section 1. Number: The officers of the corporation shall consist of a President, a Vice President, a Secretary-Treasurer, and such other officers as the members may from time to time elect. No two offices may be held by the same persons.

Section 2. Election and Term: The officers of the corporation shall be elected by the directors. Each officer shall be elected for a term of one year or until his successor is duly elected and qualified. The officers shall be elected from among the members of the Board of Directors.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board without cause.

Section 4. President: The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws. He shall, when present, preside at all meetings of the members. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice-President: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of that office.

Section 6. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. He shall give all notices required by law and by these bylaws. He shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it. He shall sign such instruments as may require his signature; and in general, shall perform all duties incident to the

office of Secretary and such other duties as may be assigned him from time to time by the President or by the Board of Directors.

Section 7. Treasurer: The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose and, he shall cause a true statement of its assets and liabilities as of the close of each year. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

ARTICLE VI

CONTRACTS, LOANS AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such office or officers and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall direct.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Seal: The corporate seal of the corporation shall consist of two concentric circles between which is inscribed the name of the corporation and in the center of which is inscribed "SEAL"; and such seal is hereby adopted as the corporate seal of the corporation.

Section 2. Waiver of Notice: Whenever any notice is required

to be given to any member or director under the provisions of North Carolina law or these bylaws, a waiver thereof in writing signed by the person entitled to such notice, either before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year: Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be from January 1, to December 31.

Section 4. Amendments: Except as otherwise provided herein, the bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors. The Board of Directors shall have no power to adopt a bylaw (1) requiring more than a majority of the members for a quorum at a meeting of the members or more than a majority of the votes cast to constitute action by the members; (2) providing for the management of the corporation otherwise than by the Board of Directors or its Executive Committee, EXCEPT, HOWEVER, where the Articles of Incorporation dictate otherwise, and in such event, the Articles

of Incorporation shall control.

ARTICLE VIII

APPLICABILITY OF PLANNED COMMUNITY ACT;

PERIOD OF DECLARANT CONTROL

Section 1. Applicability of Planned Community Act: These Bylaws are subject to the provisions of the North Carolina Planned Community Act, Chapter 47F of the General Statutes of North Carolina.

Section 2. Period of Declarant Control: So long as the Declarant owns any real property within the Development Area as defined in the Declaration, or until the Declarant divests itself of such rights, the Declarant shall control the Association. During the period of Declarant control, the Declarant, or persons designated by the Declarant, may appoint and remove the officers and members of the Board of Directors.