

By-Laws

BY-LAWS OF

HOMEOWNERS ASSOCIATION OF HUNTINGTON PARK, INC.

A Nonprofit Corporation

(the "Association")

- TABLE OF CONTENTS -

Part Description Page

I. GENERAL

1. Applicability	1
2. Name	1
3. Definitions	1
4. Submitted Membership	1-2
5. Entity Submitted Members	2
6. Voting	2
7. Majority	2
8. Purpose	2-3

II. MEETINGS OF MEMBERS

1. Annual Meetings	3
2. Special Meetings	3
3. Notice of Meetings	3
4. Waiver of Notice	3
5. Quorum	4
6. Adjournment	4
7. Proxy	4

8. Action Taken Without a Meeting 4

9. Order of Business 4

III. BOARD OF DIRECTORS

A. Board of Directors

1. Composition 5

2. Term of Office 5

3. Removal of Members of the Board of Directors 5

4. Vacancies 6

5. Quorum 6

6. Compensation 6

7. Director Conflicts of Interest 6

8. Nominations 6

9. Elections 6

B. Meetings

10. Regular Meetings 6

11. Special Meetings 7

12. Waiver of Notice 7

13. Conduct of Meetings 7

14. Open Meetings 7

15. Action Without a Meeting 7

C. Powers and Duties

16. Power and Duties 7

17. Management Agent 9

18. Borrowing 9

19. Liability and Indemnification of Officers and Directors 9

D. Committees

20. Committees 10

21. Service on Committees 10

IV. OFFICERS

1. Designation 10

2. Election of Officers 10

3. Removal of Officers 10

4. Vacancies 10

5. President 10

6. Vice President 10

7. Secretary 11

8. Treasurer 11

9. Other Officers 11

10. Agreements, Contracts, Deeds, Leases, Etc. 11

V. RULE MAKING AND ENFORCEMENT

1. Authority and Enforcement 11

2. Fining and Suspension Procedure 12

3. Additional Enforcement Rights 12

VI. MISCELLANEOUS

1. Notices 13

2. Severability 13

3. Captions 13

4. Gender and Grammar 13

5. Fiscal Year	13
6. Financial Review	13
7. Conflicts	13-14
8. Amendment	14
9. Books and Records	14

BYLAWS

OF

Homeowners Association of Huntington Park Inc

Article I.

General

Section 1. Applicability. These Bylaws provide for the self-government of the HOMEOWNERS ASSOCIATION OF HUNTINGTON PARK, INC., (hereinafter referred to as the “Association”) in accordance with the Georgia Property Owners’ Association Act (“Act”), the Articles of Incorporation filed with the Secretary of State and the Declaration of Protective Covenants and Restrictions for HUNTINGTON PARK, as recorded in the Carroll County, Georgia land records (“Declaration”).

Section 2. Name. The name of the corporation is “HOMEOWNERS ASSOCIATION OF HUNTINGTON PARK, INC.” (“Association”).

Section 3. Definitions. The terms used herein shall have their generally accepted meanings or such meanings as are specified in Paragraph 2 of the Declaration.

Section 4. Submitted Membership. An Owner of a Member or Associate Member Lot that has been subjected to the provisions of the Declaration shall automatically become a Submitted Member of the Association upon taking title to the Lot and shall remain a Submitted Member for the entire period of ownership. As may be more fully provided below, a spouse of a Submitted Member may exercise the powers and privileges of the Submitted Member. If title to a Lot is held by more than one (1) Person, the Submitted Membership shall be shared in the same proportion as the title, but there shall be only one (1) Submitted Membership and one (1) vote per Lot. Submitted Membership does not include Persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the

Submitted Member's membership. Submitted Membership shall be appurtenant to the Lot and shall be transferred automatically by conveyance of that Lot and may be transferred only in connection with the transfer of title. In accordance with the Declaration, there shall be two separate classes of Membership, Class A and Class B.

Section 5. Entity Submitted Members. In the event a Submitted Member is a corporation, partnership, trust, or other legal entity not being a natural person or persons, then any natural person who is an officer, director, or other designated agent of such corporation, partner of such partnership, beneficiary or other designated agent of such trust, or manager of such other legal entity shall be eligible to represent such entity in the affairs of the Association. Such person's relationship with the Association shall terminate automatically upon the termination of such person's relationship with the entity which is the Submitted Member, which will create a vacancy in any elected or appointed position within the Association in which such person may have been serving, to be filled by the Board.

Section 6. Voting. Each Submitted Member Lot shall be entitled to one equally weighted vote, which vote may be cast by the Submitted Member, the Submitted Member's spouse, or by a lawful proxy as provided below. When more than one (1) Person owns a Submitted Member Lot, the vote for such Submitted Member Lot shall be exercised as they determine between or among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot. If only one (1) co-owner attempts to cast the vote for a Submitted Member Lot, it shall be conclusively presumed that such co-owner is authorized on behalf of all co-owners to cast the vote for such Submitted Member Lot. In the event of disagreement among co-owners and an attempt by two (2) or more of them to cast such vote, such Persons shall not be recognized and such vote or votes shall not be counted. No Submitted Member shall be eligible to vote, either in person or by proxy, or to be elected to the Board, if that Submitted Member is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due the Association or if the Submitted Member has had its voting rights suspended for the infraction of any provision of the Declaration, these Bylaws, or any rule of the Association. If the voting rights of a Submitted Member have been suspended, that Submitted Member shall not be counted as an eligible vote for purposes of establishing a Majority or a quorum or for purposes of amending these Bylaws or the Declaration. The voting rights of Submitted Members are more fully set forth in Paragraph 5 of the Declaration. Outside Members are not Submitted Members of the Association and, as such, shall not vote on any Association matters.

Section 7. Majority. As used in these Bylaws, the term "majority" shall mean those votes, Members or Associate Members, or other group as the context may indicate totaling more than fifty (50%) percent of the total number of eligible votes, Members or Associate Members, or other group, respectively. Unless otherwise specifically stated, the words "majority vote" mean more than fifty (50%) percent of those voting in person or by proxy. Except as otherwise specifically provided in the Declaration or these Bylaws, all decisions shall be by majority vote.

Section 8. Purpose. The Association shall have the responsibility of administering the Property, establishing the means and methods of collecting the contributions to the Common Expenses, arranging for the management of the Property and performing all of the other acts that may be

required to be performed by the Association pursuant to the Act, the Georgia Nonprofit Corporation Code and the Declaration. Except as to those matters which the Declaration, the Act or the Georgia Nonprofit Corporation Code specifically require to be performed by the vote of the Association membership, the administration of the foregoing responsibilities shall be performed by the Board of Directors as more particularly set forth below.

Article II.

Meetings of Submitted Members

Section 1. Annual Meetings. The regular annual meeting of the Submitted Members shall be held during October of each year with the date, hour, and place to be set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Submitted Members may be called for any purpose at any time by the President, the Secretary, or by request of any two (2) or more Board members, or upon written petition of twenty-five (25%) percent of the Submitted Members. Any such written petition by the Submitted Members must be submitted to the Association's Secretary. The Secretary shall then verify that the required number of Submitted Members have joined in the petition and shall submit all proper petitions to the Association's President. The President shall then promptly call a special meeting for the purpose stated in the petition, and the Secretary shall send notice of the meeting in accordance with these Bylaws.

Section 3. Notice of Meetings. It shall be the duty of the Secretary to mail or deliver to each Submitted Member of record or to the Submitted Members' Lots a notice of each annual or special meeting of the Association at least twenty-one (21) days prior to each annual meeting and at least seven (7) days prior to each special meeting. The notice shall state the purpose of any special meeting, as well as the time and place where it is to be held. The notice of an annual meeting shall state the time and place of the meeting. If any Submitted Member wishes notice to be given at an address other than his or her Lot, the Submitted Member shall designate such other address by written notice to the Secretary. The mailing or delivering of a meeting notice as provided in this Section shall constitute proper service of notice.

Section 4. Waiver of Notice. Waiver of notice of a meeting of the Submitted Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any Association meeting, either before or after such meeting. Attendance at a meeting by a Submitted Member, whether in person or represented by proxy, shall be deemed waiver by such Submitted Member of notice of the time, date, and place thereof unless such Submitted Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted at such meeting unless objection to lack of notice is raised before the business, of which proper notice was not given, is put to a vote.

Section 5. Quorum. Except as may be provided elsewhere, the presence, in person or by proxy at the beginning of the meeting, of Submitted Members entitled to cast twenty (20%) percent of the

eligible vote of the Association shall constitute a quorum. Once a quorum is established for a meeting, it shall conclusively be presumed to exist until the meeting is adjourned and shall not need to be reestablished. Submitted Members whose voting rights have been suspended pursuant hereto shall not be counted as eligible votes toward the quorum requirement.

Section 6. Adjournment. Any meeting of the Submitted Members may be adjourned for periods not exceeding ten (10) days by vote of the Submitted Members holding the Majority of the votes represented at such meeting, regardless of whether a quorum is present. Any business which could be transacted properly at the original session of the meeting may be transacted at a reconvened session, and no additional notice of such reconvened session shall be required.

Section 7. Proxy. Any Submitted Member entitled to vote may do so by written proxy duly executed by the Submitted Member setting forth the meeting at which the proxy is valid. To be valid, a proxy must be signed, dated, and filed with the Secretary prior to the opening of the meeting for which it is to be used. Proxies may be delivered to the Board by personal delivery, U.S. mail or telefax transmission to any Board member. Proxies may be revoked only by written notice delivered to the Association, except that the presence in person by the proxy giver at a meeting for which the proxy is given shall automatically invalidate the proxy for that meeting. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy.

Section 8. Action Taken Without a Meeting. In the Board's discretion, any action that may be taken by the Association Submitted Members at any annual, regular, or special meeting may be taken without a meeting if the Board delivers a written consent form or written ballot to every Submitted Member entitled to vote on the matter.

(a) Ballot. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by written ballot shall: a) indicate the number of responses needed to meet the quorum requirements; b) state the percentage of approvals necessary to approve each matter other than election of directors; and c) specify the time by which a ballot must be received by the corporation in order to be counted. A written ballot may not be revoked. The Association shall maintain such ballots in its file for at least three (3) years.

(b) Written Consent. Approval by written consent shall be valid only when the number of written consents received equals or exceeds the requisite majority of the voting power for such action. Executed written consents shall be included in the minutes or filed with the Association's records. If an action of the Submitted Members is approved by written consent hereunder, the

Board shall issue written notice of such approval to all Submitted Members who did not sign written consents. Submitted Membership approval shall be effective ten (10) days after written notice is issued; provided, however, if the consent is to an amendment to the Declaration or Bylaws which

must be recorded, the effective date shall be no earlier than the date of recording of such amendment.

Section 9. Order of Business. At all meetings of the Association efforts shall be made to conduct such meetings under Roberts Rules of Order (latest edition), when such rules are not in conflict with the terms of the Declaration, these Bylaws or the Articles of Incorporation.

Article III.

Board of Directors

A. Composition and Selection.

Section 1. Composition. The affairs of the Association shall be governed by a Board of Directors composed of no less than three (3) nor more than seven (7) persons, in an odd number. The directors shall be Submitted Members or spouses of such Submitted Member; provided, however, no Submitted Member and his or her spouse or co-Owner may serve on the Board at the same time.

Section 2. Term of Office. Those directors serving on the Effective Date of these Bylaws shall remain in office until the terms for which they were elected expire. Successor directors shall be elected by the vote of those Submitted Members present or represented by proxy, at the annual or other meeting of the membership of the Association, a quorum being present. At the first election of directors after the Effective Date of these Bylaws, the terms of successor directors shall be staggered on a one (1) and two (2) year basis. Three (3) directors shall be elected for one (1) year, and two (2) to (4) directors, depending on the total number of directors, shall be elected for two (2) years. At the expiration of the term of office of each Board member, and at each annual meeting thereafter, a successor shall be elected to serve for a term of two (2) years. Each Board member shall hold office until his/her respective successor shall have been elected by the Association.

Section 3. Removal of Members of the Board of Directors. At any valid regular or special Association meeting, any one or more Board members may be removed with or without cause by a Majority of the Association Submitted Members and a successor may then and there be elected to fill the vacancy created. Moreover, any director who has had three (3) consecutive unexcused absences from regularly scheduled Board meetings or is more than sixty (60) days past due in the payment of any assessment may be removed by the vote of a Majority of the other directors. Any director whose removal has been proposed shall be given at least ten (10) days notice of the calling of the meeting to consider his or her removal and the purpose thereof and shall be given an opportunity to be heard at the meeting.

Section 4. Vacancies. Vacancies in the Board caused by any reason, except the removal of a director by vote of the membership, shall be filled by a vote of the Majority of the remaining directors at any Board meeting, provided a quorum is present. The successor selected shall hold office for the remainder of the term of the director being replaced.

Section 5. Quorum. The presence, in person or by proxy at the beginning of any Board meeting, of a Majority of the directors shall constitute a quorum. Once a quorum is established for a Board meeting, it shall conclusively be presumed to exist until the meeting is adjourned and shall not need to be reestablished.

Section 6. Compensation. Directors shall not be compensated for services rendered in the performance of their duties as directors of the Association. Directors may be reimbursed for the expenses incurred in carrying out their duties as directors upon Board approval of such expenses.

Section 7. Director Conflicts of Interest. Nothing herein shall prohibit a director from entering into a contract and being compensated for services or supplies furnished to the Association in a capacity other than as director, provided that the director's interest is disclosed to the Board and the contract is approved by a Majority of the directors who are at a meeting of the Board of Directors at which a quorum is present, excluding the director with whom the contract is made. The interested director shall not count for purposes of establishing a quorum of the Board. The interested director shall be entitled to be present at the meeting at which the proposed contract is discussed, but the director must leave the room during the discussion on such matter.

Section 8. Nomination. Nominations may be made by a nominating committee. Nomination for election to the Board may also be made from the floor at the meeting. No Submitted Member shall be nominated for election to the Board of Directors, nor permitted to run for election, if more than thirty (30) days past due in the payment of any assessment.

Section 9. Elections. All Submitted Members eligible to vote shall be entitled to cast their entire vote for each directorship to be filled. There shall be no cumulative voting. The directorships for which elections are held shall be filled by that number of candidates receiving the most votes. Voting for election of Board members shall be by secret written ballot (unless dispensed by unanimous consent at the meeting at which such voting is conducted).

B. Meetings.

Section 10. Regular Meetings. Regular Board meetings may be held at such time and place as determined by the Board, but at least once every three (3) months. The newly elected Board shall meet within a reasonable amount of time not to exceed thirty (30) days after each annual Association meeting.

Section 11. Special Meetings. Special Board meetings may be called by the President on three (3) days' notice to each director given by mail, in person, by telephone, by facsimile transmission, or by other electronic means which notice shall state the time, place, and purpose of the meeting. Special Board meetings shall be called by the President, Vice President, Secretary, or Treasurer in like manner and on like notice on the written request of at least two (2) directors.

Section 12. Waiver of Notice. Any director at any time, in writing, may waive notice of any Board meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any Board meeting shall also constitute a waiver of notice by him or her of the time and place of such meeting. If all directors are present at any Board meeting, no notice shall be required and any business may be transacted at such meeting.

Section 13. Conduct of Meetings. The President shall preside over all Board meetings, and the Secretary shall keep a minute book recording therein all resolutions adopted by the Board and a record of all transactions and proceedings occurring at such meetings. The presence of directors entitled to cast one-half of the votes of the Board shall constitute a quorum for the transaction of business. One or more directors who participate in a meeting by means of telephone or electronic communication shall be deemed present and in attendance for all purposes at such meeting, provided all persons participating in the meeting can hear each other.

Section 14. Open Meetings. All Board meetings shall be open to all Submitted Members, but Submitted Members other than directors may not participate in any discussion or deliberation unless expressly authorized by the Board. Notwithstanding the above, the Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session. The Board may order the removal of any meeting guest who, in the Board's opinion, either disrupts the conduct of business at the meeting or fails to leave the meeting upon request after an announcement of reconvening in executive session.

Section 15. Action Without a Meeting. Any Board action required or permitted to be taken at any meeting may be taken without a meeting if a Majority of the directors consent in writing to such action. The written consents must describe the action taken and be signed by no fewer than a Majority of the directors. The written consents shall be filed with the minutes of the Board.

C. Powers and Duties.

Section 16. Powers and Duties. The Board of Directors shall manage the affairs of the Association and shall have all the powers and duties necessary for the administration of the Property and may do all such acts and things as are not by the Act, the Declaration, the Articles of Incorporation, or these Bylaws directed to be done and exercised exclusively by the Submitted Members. In addition to the duties imposed by these Bylaws, the Board of Directors shall have the power to and shall be responsible for the following, in way of explanation, but not limitation:

(a) preparation and adoption of an annual budget, in which there shall be established the contribution of each Submitted Member and Outside Member to the Common Expenses;

(b) making assessments to defray the Common Expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment payments of the annual assessment;

(c) providing for the operation, care, upkeep, and maintenance of all of the Area of Common Responsibility as defined in Paragraph 2(c) of the Declaration;

(d) designating, hiring, and dismissing the personnel necessary for the operation of the Association and the maintenance, repair, and replacement of the Common Property, Association property, and the Area of Common Responsibility and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;

(e) collecting the assessments, depositing the proceeds thereof in a financial depository or institution which it shall approve, or otherwise investing the proceeds in accordance with any limitations set forth in O.C.G.A. Section 14-3-3 02, and using the proceeds to administer the Association;

(f) making and amending rules and regulations and imposing sanctions for violation thereof, including reasonable monetary fines;

(g) opening of bank or other financial accounts on behalf of the Association and designating the signatories required;

(h) making or contracting for the making of repairs, additions, and improvements to, or alterations of the Common Property in accordance with the other provisions of the Declaration and these Bylaws, after damage or destruction by fire or other casualty;

(I) enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it, and bringing any proceedings which may be instituted on behalf of or against the Submitted Members concerning the Association;

(j) obtaining and carrying insurance against casualties and liabilities, as provided in the Act and the Declaration, and paying the premium cost thereof;

(k) paying the costs of all services rendered to the Association or its Submitted Members and not directly chargeable to specific Submitted Members;

(l) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred; and

(m) contracting with any Person for the performance of various duties and functions. The Board shall have the power to enter into common management agreements with trusts, condominium associations, or other associations or corporations. Any and all functions of the Association shall be fully transferable by the Board, in whole or in part, to any other entity.

Section 17. Management Agent. The Association may, but shall not be required to, hire a professional management agent or agents, at a compensation established by the Board, to perform such duties and services as the Board of Directors shall authorize. The Board shall use reasonable efforts in any management contract to provide for termination of such contract with or without cause and without penalty, upon no more than thirty (30) days written notice, and for a term not in excess of one (1) year.

Section 18. Borrowing. The Board shall have the power to borrow money for the purpose of maintenance, repair, restoration or improvement of the Area of Common Responsibility and facilities without the approval of the Submitted Members of the Association. The Board also shall be authorized to borrow money for other purposes (including, but not limited to modifying, improving or adding amenities to the Property), but, in such case, if the total amount of such borrowing exceeds or would exceed ten thousand (\$10,000.00) dollars outstanding debt at any one time, such borrowing must first be approved by Members holding a Majority of the total eligible Association vote.

Section 19. Liability and Indemnification of Officers and Directors. The Association shall indemnify every officer, director and committee member against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon such person in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the then Board of Directors) to which he or she may be made a party by reason of being or having been an officer, director or committee member, whether or not such person holds such position at the time such expenses are incurred. The officers, directors and committee members shall not be liable for any mistake of judgment, negligent or otherwise, or for injury or damage caused by any such person in the performance of his or her duties, except for his or her own individual willful misfeasance or malfeasance. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be Submitted Members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director or committee member, or former officer, director or committee member, may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and, if obtainable, officers' and directors' liability insurance to fund this obligation, and the insurance shall be written as provided in the Declaration.

D. Committees.

Section 20. Committees. There shall be a nominating committee of at least three (3) members appointed by the Board to make nominations for election to the Board of Directors, and such other committees as the Board shall determine with the powers and duties that the Board shall authorize.

Section 21. Service on Committees. Unless otherwise provided in these Bylaws or in the resolution authorizing a particular committee, the members of any committee shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. Any committee member may be removed with or without cause at any time and with or without a successor being named.

Article IV.

Officers

Section 1. Designation. The principal officers of the Association shall be the President, President Elect, Secretary, and Treasurer. All officers shall be members of the Board of Directors and shall be elected by the Submitted Members at the annual meeting. Except for the offices of Secretary and Treasurer, which may be held by the same person, no person may hold more than one (1) office.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Submitted Members of the Association at the annual meeting of the Submitted Members and shall hold office until a successor is elected or a vacancy filled.

Section 3. Vacancies. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the chief executive officer of the Association and shall preside at all Association and Board meetings. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code, including, but not limited to, the power to assist in the conduct of the affairs of the Association.

Section 5. President Elect. The President Elect shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting. The President Elect automatically shall become President in the second year of his or her term of office.

Section 6. Secretary. The Secretary shall keep the minutes of all Association and Board meetings and shall have charge of such books and papers as the Board may direct, and shall, in general, perform all duties incident to the office of the secretary of a corporation organized under Georgia law.

Section 7. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association or the managing agent in such depositories as may from time to time be designated by the Board. The Treasurer shall be responsible for the preparation of the budget as provided in the Declaration. The Treasurer may delegate all or a part of the preparation and notification duties associated with the above responsibilities to a management agent.

Section 8. Other Officers. Other offices may be created by the Board, and the Board members which hold such offices shall have such titles and duties as are defined by the Board.

Section 9. Agreements, Contracts, Deeds, Leases, Etc. All agreements, contracts, deeds, leases, checks, promissory notes, and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by Board resolution.

Article V.

Rule Making and Enforcement

Section 1. Authority and Enforcement. The Property shall be used only for those uses and purposes set out in the Declaration. The Board of Directors shall have the authority to make, modify, repeal and enforce reasonable rules and regulations governing the conduct, use, and enjoyment of Lots and the Common Property; provided, copies of all such rules and regulations shall be furnished to all Submitted Members and Occupants. Any rule or regulation may be repealed by the affirmative vote or written consent of a Majority of the total Association vote at an annual or special meeting of the Submitted Membership.

Every Submitted Member and Occupant shall comply with the Declaration, Bylaws and rules and regulations of the Association, and any lack of compliance shall entitle the Association and, in an appropriate case, one or more aggrieved Submitted Members, to take action to enforce the terms of the Declaration, Bylaws or rules and regulations.

The Board shall have the power to impose reasonable fines, which shall constitute a lien upon the Submitted Member's Lot, and to suspend a Submitted Member's right to vote or to use the Common Property for violation of any duty imposed under the Declaration, these Bylaws, or any Association rules and regulations; provided, however, nothing herein shall authorize the Association or the Board to deny ingress and egress to or from a Lot. If any Occupant violates the Declaration, Bylaws or Association rules and a fine is imposed, the fine may be imposed against the Submitted Member and/or Occupant, subject to Section 2 below. The failure of the Board to enforce any provision of the Declaration, Bylaws, or any rule or regulation shall not be deemed a waiver of the right of the Board to do so thereafter.

Section 2. Fining and Suspension Procedure. The Board shall not impose a fine or suspend the right to vote or to use the Common Property, unless and until the Association has sent or delivered written notice to the violator as provided in subsection (a) below. However, compliance with this Section 2 shall not be required for the following: (i) late charges on delinquent assessments, or (ii) suspension of voting rights if a Submitted Member is shown on the Association's records to be more than thirty (30) days delinquent in any payment due the Association, in which case suspension of the right to vote shall be automatic.

(a) Notice. If any provision of the Declaration or Bylaws or any Association rule is violated, the Board shall send the violator written notice identifying the violation and fine(s) being imposed and advising the violator of the right to request a hearing before the Board to contest the violation or fine(s) or to request reconsideration of the fine(s). Fines may be effective or commence upon the sending of such notice or such later date specified in such notice, notwithstanding the violator's right to request a hearing before the Board to challenge the fine(s). In the event of a continuing violation, each day the violation continues or occurs again constitutes a separate offense, and fines may be imposed on a per diem basis without further notice to the violator.

(b) Hearing. If a written request for hearing is received from the violator within ten (10) days of the date of the violation notice provided above, then the Board shall schedule and hold in executive session a hearing affording the violator a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing. The Board may establish rules of conduct for such hearing, which may include limits on time and on the number of participants who may be present at one time. Failure to request a timely hearing as provided herein shall result in loss of the right to challenge and request reconsideration of the fines.

Section 3. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association, acting through the Board, may elect to enforce any provision of the Declaration, the Bylaws, or the rules and regulations by self-help or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity for compliance with the procedure set forth in Section 2 of this Article. In any such action, to the maximum extent permissible, the Member or Occupant responsible for the violation for which abatement is sought shall pay all costs, including reasonable attorney's fees actually incurred. The Association or its duly authorized agent shall have the power to enter a Lot or upon any portion of the Common Property to abate or remove, using such force as may be reasonably necessary, any structure, thing or condition which violates the Declaration, the Bylaws, or the rules and regulations. Except in emergency situations or situations involving repeat violations for which notice hereunder already has been given, or as otherwise specified in the Declaration, entry onto a Lot to abate or remove a violation shall be made only after ten (10) days written notice to the violating Member. All costs of self-help or of otherwise enforcing the Declaration, Bylaws or Association rules, including reasonable attorney's fees, shall be assessed against the violating Member. Additionally, the Association shall have the authority to record in the Carroll County land records a notice of violation identifying an uncured violation of the Declaration, Bylaws or rules and regulations regarding the Lot.

Article VI.

Miscellaneous

Section 1. Notices. Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States mail, first class postage prepaid:

(a) If to a Submitted Member, at the address which the Submitted Member has designated in writing and filed with the Secretary, or if no such address has been designated, at the address of the Lot of such Submitted Member;

(b) If to an Occupant, at the address of the Lot occupied; or

(c) If to the Association, the Board or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other address as shall be designated in writing and filed with the Secretary.

Section 2. Severability. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these Bylaws or the Declaration.

Section 3. Captions. The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision thereof.

Section 4. Gender and Grammar. The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.

Section 5. Fiscal Year. The fiscal year of the Association may be set by Board resolution or, in the absence thereof, shall be the calendar year.

Section 6. Financial Review. A financial review of the accounts of the Association shall be performed annually in the manner provided by the Board. However, after having received the Board's financial review at the annual meeting, the Submitted Members may, by a Majority of the Association vote, require that the Association accounts be audited as a Common Expense by an independent accountant.

Section 7. Conflicts. The duties and powers of the Association shall be those set forth in the Act, the Georgia Nonprofit Corporation Code, the Declaration, these Bylaws, and the Articles of Incorporation, together with those reasonably implied to affect the purpose of the Association. If there are conflicts or inconsistencies between such, then the provisions of the Act, the Georgia

Nonprofit Corporation Code (as may be applicable), the Declaration, the Articles of Incorporation and these Bylaws, in that order, shall prevail, and each Submitted Member of a Lot, by acceptance of a deed or other conveyance therefor, covenants to vote in favor of such amendments as will remove such conflicts or inconsistencies.

Section 8. Amendment. Except where a higher vote is required for action under a particular provision of the Declaration or Bylaws, these Bylaws may be amended by the affirmative vote, written consent, or any combination of affirmative vote and written consent of the Submitted Members holding sixty-six and two-thirds (66-2/3%) percent of the total eligible votes of the Association. Notice of a meeting, if any, at which an amendment will be considered shall state that fact and the subject matter of the proposed amendment. No amendment shall become effective until it is certified by the President and Secretary of the Association and filed in the Carroll County, Georgia land records. Any amendment covered by Paragraph 17 of the Declaration shall not be effective until the requirements of that Paragraph are met. Any amendment duly certified and recorded (containing any additional signatures required by the Declaration) shall be conclusively presumed to have been duly adopted in accordance with the Declaration and Bylaws. Submitted Members whose voting rights have been suspended pursuant to the Declaration or these Bylaws shall not be counted as eligible votes toward the amendment requirement.

If legal action is not instituted to challenge the validity of an amendment within one (1) year of the recording of the amendment in the Carroll County, Georgia land records, then such amendment shall be presumed to be validly adopted.

Section 9. Books and Records. To the extent provided in O.C.G.A. Section 14-3-1602, all Association Members and any institutional holder of a first Mortgage shall be entitled to inspect Association records at a reasonable time and location specified by the Association, upon written request at least five (5) business days before the date on which the Member wishes to inspect and copy. The Association may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to the Member. Notwithstanding anything to the contrary, the Board may limit or preclude Member inspection of confidential or privileged documents, including attorney/client privileged communications, executive session meeting minutes, and financial records or accounts of other Members. Minutes for any Board or Association meetings do not become effective and an official Association record until approved by the Board or Association membership, as applicable, at a subsequent meeting.

Section 10. Ownership. Every person or entity who is hereafter a record owner of any lot is entitled to membership and voting rights in the Association. Membership is appurtenant to and inseparable from ownership of a lot. In the event of dissolution of the Association, the assets shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes;

Section 11. Amendment. Amendment to the Articles of Incorporation requires the approval of at least a two thirds (2/3) vote of the Class A lot owners. Dissolution and amendment of the Articles, mergers and consolidations, mortgaging of the Common Areas and additions of

additional properties requires the prior approval of HUD/VA as long as there is Class B membership;

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Homeowners Association of Huntington Park, Inc. Property Owners' Association, Inc., a Georgia corporation;

That the foregoing Bylaws constitute the Amended and Restated Bylaws of said Association, as duly adopted by the Board of Directors and the Submitted Members of the Association on the 26th day of July, 2002.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 26th day of July, 2002.

HOMEOWNERS ASSOCIATION OF HUNTINGTON PARK, INC.

Secretary [Seal]
(corporate seal)