

**BY-LAWS OF
THE WOODS SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.**

These By-Laws originally executed May 18, 2007, by THE WOODS SUBDIVISION HOMEOWNER'S ASSOCIATION, INC., a Mississippi Corporation, as pursuant to Mississippi Code Annotated.

**ARTICLE I
ACCEPTANCE**

All present and future owners of Lots in THE WOODS SUBDIVISION and all the mortgagees, lessees and the occupants of the Units together with their employees, and any other persons who shall use the facilities of the project in any manner are subject to these By-Laws, the Declaration of Covenants, Conditions and Restrictions, any rules and regulations adopted by the Association pursuant to and in compliance with the Act, and all covenants, agreements, restrictions and easements of record (herein referred to as "the title conditions"). The acceptance of a deed or the occupancy of a Lot shall constitute an agreement by such grantee(s) and/or occupant that these By-Laws and the title conditions, as originally enacted and hereafter amended, are accepted and ratified, and will, in all respects, be complied with.

**ARTICLE II
MEMBERSHIP AND MEMBERSHIP MEETINGS**

1. Qualifications. The Members of the Association shall consist of all of the Owners or record of fee title to any lot in the Subdivision. Each lot owner shall be entitled to have one (1) and only one (1) Member of the Association; and,

likewise, each lot shall be entitled to one (1) and only one (1) vote in any matter coming before the Association to be cast by the Member or by his/her/its proxy designated in the manner hereinafter provided for.

2. Annual Meetings. The first annual meeting of the Association Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same month of each year thereafter.

3. Special Meetings. Special meetings of the Membership of the Association may be called at any time by the President or by the Board of Directors, or upon written request of at least twenty-five (25%) of the Members.

4. Notice of Meetings. Written notice of each regular or special meeting of the Members shall be given by or at the direction of the Secretary or the person(s) authorized to call the meeting by mailing or hand delivering a copy of such notice by United States mail, postage prepaid, to each Member entitled to vote at such meeting, not less than fifteen (15) nor more than thirty (30) days prior to such meeting. Such notice and all other written notices to Members given pursuant to these By-Laws shall be addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice; and such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

5. Quorum. The presence at the meeting of Members or their proxies entitled to cast twenty-six percent (26%) of the votes of the Membership shall

constitute a quorum for any action except as otherwise provided in the Association's Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented by proxy at any meeting, the Members entitled to vote at any meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

6. Proxies. At all meetings of the Association, each Member may vote in person or by a certified proxy. All certified proxies shall be in writing and filed with the Secretary. Proxies shall be revocable and shall automatically terminate upon conveyance by the Member of his/her/its lot.

7. The Order of Business. The order of business at annual meetings of the Association, and to the extent applicable, at all other meetings of the Association shall be as follows:

- A. Call to order;
- B. Calling of the roll and certifying of proxies to determine if a quorum is present ;
- C. Proof of notice and/or waiver of notice;
- D. Reading and disposal of any unapproved minutes;
- E. Reports of officers;
- F. Reports of committees;
- G. Election of directors;
- H. Unfinished business;
- I. New business; and
- J. Adjournment.

8. Reservation by Developer. Until the Developer of Subdivision (or the Declarant, as the case may be) has conveyed away at least seventy percent (70%) of

the lots, there shall be no meeting of the Members of the Association unless called for by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

1. Number and Qualification. The affairs of the Association shall be governed and conducted by its Board of Directors composed of four (4) persons or the designated representative of any Member which is not a natural person, all of whom shall be Members of the Association.

2. Initial Directors. The initial Board of Directors shall be selected by the Declarant. The names of the Directors who shall act as such from the date upon which the Declaration is filed for record in the land records for the First Judicial District of Harrison County, Mississippi, until the first annual meeting of the Members of the Association or until such time as their successors are duly chosen and qualified are as follows:

- A. William Paul Poluk
125 Ridgewood Drive
Pass Christian, MS 39571
- B. Dr. H. Kenny Olarinde
22119 Silver Hawk
Saucier, MS 39574
- C. Tina McCravey
15459 Grandmother Lane
Biloxi, MS 39532
- D. Mary S. Bourgeois
22124 Silver Hawk
Saucier, MS 39574

3. Term of Office. At the annual meeting of the Association, the Members shall elect at least three (3) Directors for a term of one (1) year; and at each annual meeting thereafter, Directors shall be elected for terms of one (1) year as necessary to fill vacancies occurring by reason of the expiration of the terms of Directors previously elected.

4. Designation of Officers of the Board of Directors. The President of the Association shall be elected by the Board of Directors and shall serve as the Chairman of the Board of Directors. At the discretion of the Board of Directors, the Secretary of the Association may also serve as Secretary of the Board of Directors; however, unless the Secretary is, in fact, a Member of the Board, he/she shall have no vote in matters coming before the Board for consideration and/or action.

5. Compensation. No director shall receive compensation for any services he/she may render to/for the Association. Nevertheless, excluding travel expenses to attend meetings of the Board of Directors, Directors may be reimbursed for actual expenses incurred by him/ her in the performance of his/her duties.

6. Powers and Duties of Board of Directors. All of the powers and duties of the Association under the Act, the Declaration, the Articles and these By-Laws shall be exercised by the Board of Directors of the Association or its delegates, subject only to approval by the Members and institutional mortgagees when such approval is specifically required.

7. Nomination and Election of Directors. With the exception of the initial board of directors, and after the initial 70% of the lots have been sold, the

nomination of persons to serve as Directors of the Association shall be by a nominating committee consisting of three (3) Members or representatives entitled to vote at meetings of the Association, no more than one (1) of whom shall be a Director currently serving. Members of the nominating committee shall be appointed by the President with the approval of the Board of Directors. The nominating committee, in its discretion, shall make as many nominations for the position of Director as it shall determine proper, but not less than the number of vacancies that are to be filled. Those persons nominated by the nominating committee may be Members or Non-Members, as set forth in the Declaration.

ARTICLE IV
MEETING OF THE BOARD OF DIRECTORS

1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

2. Special Meetings. Special meetings of the Board of Directors may be held upon three (3) days written notice when called by the President of the Association or by any two (2) Directors.

3. Quorum. A majority of the whole number of Directors shall constitute as quorum for the transaction of business. Every act or decision done or made by a

majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE V
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. Powers. The Board of Directors shall have the following powers and authority:
 - A. To adopt and publish rules and regulations governing the management, use and control of the common areas and facilities and the personal conduct of the Members, residents and their guests thereon, and to establish penalties for violations or infractions thereof; and
 - B. To exercise for the Association all powers and duties granted by the provisions of these By-Laws, the Articles of Association, or the Declaration; and
 - C. To declare the office of a Member of Board of Directors to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
 - D. To employ and to prescribe the duties and responsibilities of a manager, an independent contractor, or such other employees as the Board may, from time to time, deem necessary; and
 - E. To assess annual membership dues; and
 - F. To sell any lot purchased by the Association.
 - G. To take any action necessary to maintain the subdivision in a first class condition, so long as said actions are in the best interest of the lot owners.

2. Duties. It shall be the duty of the Board of Directors to do the following:
 - A. To cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Association, or at any special meeting when such

statement is requested in writing by twenty-five percent (25%) of the Members who are entitled to vote; and

- B. To supervise the performance of the officers, agents and employees of the Association, and to see that their duties are properly carried out; and
- C. As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period; and
 - (2) Send written notice of each assessment to each and every lot Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) Foreclose the lien against any lot for which assessments are not paid within sixty (60) days after the due date thereof or to bring an action at law or in equity against the lot owner personally obligated to pay the same.
- D. To issue, or to cause an appropriate officer or agent of the Association to issue, upon demand by any interest person, a certificate setting forth whether or not any assessment has been paid, and the amount, if any, then due and owing. A reasonable charge may be made by the Board for the issuance of such certificate. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment; and
- E. To procure and maintain adequate liability and hazard insurance on the real and/or personal property owned or managed by the Association, if the same is not otherwise adequately insured; and

- F. To cause all officers or employees having fiscal responsibilities to be bonded, as may be appropriate; and
- G. To cause the common areas to be maintained; and
- H. To enforce and give effect to all of the provisions of the Declaration, the Charter of Incorporation and these By-Laws; and
- I. To maintain actions or class actions, and to settle causes of action, on behalf of the Association and the lot Owners with reference to the common areas.

ARTICLE VI
OFFICERS AND THEIR DUTIES

1. Enumeration of Officers. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

2. Qualifications of Officers. The President and the Vice President shall, at all times, be members and also Directors of the Association. The Secretary and the Treasurer shall be adult citizens of the United States, but shall not be required to be Directors or Members of the Association.

3. Election of Officers. The election of officers shall take place at the annual meeting of the Board of Directors.

4. Term. The officers of this association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

5. Special Appointments. The Board may elect such other officers as the affairs of the Association may dictate, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

6. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice thereof to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt thereof or at any later time as shall be stated therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary for it to be effective.

7. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer he or she replaces.

8. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person; however, no person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 5 of Article VI.

9. Duties. The duties of the officers are as follows:

A. President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes of the Association.

- B. Vice President. The Vice President shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
- C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Association; keep the corporate seal of the Association and affix it upon documents requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the names and addresses of the Members of the Association, and shall perform such other duties as shall, from time to time, be required of him/her by the Board.
- D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts funds received as annual and special assessments of the Association and all other monies of the Association, and shall disburse such funds as directed by the Board of Directors; shall sign all checks and promissory notes of the Association, keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership of the Association at its regular annual meetings, and deliver a copy to each of the Members.

ARTICLE VII COMMITTEES

The Board of Directors shall appoint a Nominating Committee as provided by these By-Laws; and in addition, the Board shall from time to time create and appoint the Members of such special and/or *ad hoc* committees as it may deem reasonable and appropriate to carry out its functions, purposes, responsibilities.

ARTICLE VIII
BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to and available for inspection by any Member of the Association at any time during reasonable business hours after providing forty eight (48) hours advance notice of any proposed inspection. A true and authentic copy of the Declaration of Covenants, Conditions and Restrictions, the Articles of Associations, and these By-Laws shall, at all times, be maintained in the principal office of the Association, available for inspection by any Member during reasonable business hours, where copies may also be purchased at a reasonable cost.

ARTICLE IX
ASSESSMENTS

As more fully provided in the Declaration, each Member of the Association is obligated to pay to the Association such annual and special assessments as shall be established by the Board of Directors. Members shall be promptly notified in writing of all assessments as made by the Board and the due date thereof. All annual and special assessments are secured by a continuing lien upon the lot against which the assessment is made. Any assessments which are not paid within thirty (30) days following the due date thereof shall be considered to be delinquent, and shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum. The Association may foreclose its lien and/or bring an action at law or in equity against the lot Owner or Member personally obligated to pay the same for the amount of the assessment together with interest, reasonable attorneys fees and court costs which shall be added to the amount of the assessment. No lot Owner may waiver or otherwise escape liability for the

assessment provided for herein by his/her/its non-use of the common area or abandonment of his/her/its lot.

ARTICLE X
CORPORATE SEAL

The Association shall have a seal, circular in design, having within its circumference the words: THE WOODS SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.

ARTICLE XI
MORTGAGES, NOTICES AND OTHER RIGHTS OF MORTGAGEE FHA/VA

1. Notice to Board of Directors. The Owner of any lot in the subdivision who shall grant a security interest (either a deed of trust or a mortgage) in such lot shall promptly notify the Association's Board of Directors of the name and address of the mortgagee, and, upon request, shall also file a conformed copy of such deed of trust or mortgage with the Board of Directors. The Board of Directors shall maintain a suitable roster of the names and addresses of mortgagees.

2. Rights of Mortgagee. Upon written request, an institutional holder of a first mortgage or deed of trust on a lot in the subdivision, is entitled to:

- A. Inspect the books and records of the Association during normal business hours; and
- B. Receive an annual financial statement of the Association; and

ARTICLE XII
AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of the Members of the Association, by a vote of a majority of a quorum of Members of the Association present in person or by proxy at a meeting called for that purpose for which notice in writing has been given to each Member at least fourteen (14) days prior to the meeting.

ARTICLE XIII
USE AND OCCUPANCY RESTRICTIONS

The use of the lots in the subdivision shall, at all times, be in strict accord with the terms of the Declaration of Covenants, Conditions and Restrictions, these By-Laws, and with such other rules and regulations as shall, from time to time, be adopted by the Board of Directors of the Association in the manner herein provided.

ARTICLE XIV
RULES AND REGULATIONS

1. Authority and Enforcement. The Board of Directors shall have the authority to adopt, constitute, establish and enforce reasonable rules and regulations governing the conduct, use, and enjoyment of the lots and the common areas, provided, however, that a true, correct and up-to-date copy of such rules and regulations shall be furnished to each lot owner. In case of a default, breach, violation or dereliction by a lot Owner of the obligations, commitments, responsibilities, obligations or charges pursuant to the Declaration, these By-Laws and such rules and regulations properly adopted by the Board of Directors, the Board of Directors shall have the power to impose reasonable fines which shall

constitute a lien upon that offending Owner's lot, and/or to suspend the offending Owner's right to use the common areas, and/or to suspend the offending Owner's right to attend and vote at meetings of the Association or to hold office in or be a Director of the Association.

2. Procedure. The Board shall not impose a fine, suspend voting rights, or infringe upon any of the other rights of a Member of the Association or other owner or lawful occupant of any lot in the subdivision for violation of rules and regulations adopted and promulgated pursuant to this Article XIV unless and until the following procedure is followed:

A. Demand. Written demand to cease and desist from or to cure an alleged breach or violation shall be served upon the alleged violator and also the Owner of the lot against whom such breach or violations is charged specifying the following:

- (1) A brief but complete description of the alleged breach or violation;
- (2) A description of the action required to cure or abate the breach or violation;
- (3) A time period of not less than ten (10) days within which the breach or violation may be cured or abated without a penalty or sanction; and
- (4) A statement that, if the breach or violation continues or if there is a further, continuing or subsequent breach or violation of the same rule, penalties and/or sanctions may be imposed following a hearing before the Board.

B. Notice. If the breach or violation continues beyond the period allowed for cure or abatement by the notice, or if the same rule is subsequently violated, then, in such event, the Board may, within twelve (12) months of such notice, serve the violator with written notice of a hearing to be conducted by and before the Board of Directors in session. The notice shall contain the following:

- (1) The nature of the alleged breach or violation;
- (2) The time and place of the hearing, which time shall not be less than (10) days from the date of the notice;
- (3) An invitation to attend the hearing and to produce any statement, evidence and/or witnesses on his/her behalf; and
- (4) The proposed penalty and/or sanction to be imposed.

C. The Hearing. The hearing shall be held in an executive session of the Board of Directors on the day and at the time and place stated in the notice. At the hearing, the alleged violator and also the Owner of the lot against whom such breach or violation is charged shall be afforded a reasonable opportunity to be heard and to present any statement, evidence or witnesses on his/her/its behalf. Prior to the imposition of any penalty or sanctions hereunder, proof of notice and the invitation to be heard shall be placed in the Minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice together with a statement of the date and manner of delivery is entered by the officer or director who delivered such notice(s). In addition, the appearance of the alleged violator and/or the Owner of the lot against whom such breach or violation is charged or his/her/its duly appointed representative at the meeting shall constitute proof of the receipt of the notice by the

Member. The Minutes of the meeting shall contain a written statement of the results of the hearing and the penalty(ies) and/or sanction(s), if any, imposed.

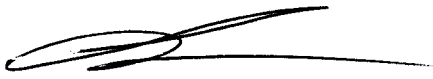
ARTICLE XV
MISCELLANEOUS

1. Fiscal Year. The fiscal year of the Association shall begin on the first day in January and end on the 31st day of December of the same year, except the first fiscal year shall begin on the date of incorporation and shall end on the 31st day of December of that year.


2. Conflicts. In case of any conflict between the Articles of Association or Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictive Covenants and these By-Laws, the Restrictive Covenants shall control.

IN WITNESS WHEREOF, we, being all of the Directors of THE WOODS SUBDIVISION HOMEOWNER'S ASSOCIATION, INC., have hereunto set our hands this March 3rd, 2012.

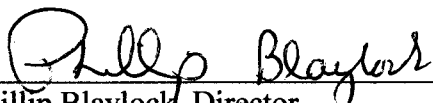
THE WOODS SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.

BY: 

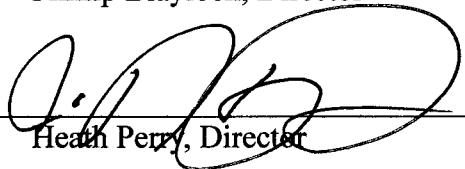
Luke Pyron, Director

BY: 

Kian Davis, Director

BY: 

Phillip Blaylock, Director

BY: 

Heath Perry, Director