

BYLAWS
OF
TWIN BROOK HILLS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I. Purposes. This Corporation does not contemplate pecuniary gain or profit and shall be operated exclusively for public purposes, and the specific purposes for which it is formed are:

(a) to own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, make gifts of or otherwise dispose of, all property, real or personal, to borrow money, contract debts and issue bonds, notes and debentures, and to secure the payment for performance of its obligations.

(b) to receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(c) to enter into contracts with any person, firm, association, corporation, municipality, county, state or other body politic or agency of any of the foregoing.

(d) to perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(e) Notwithstanding any powers granted to this Corporation by its Articles of Incorporation, these Bylaws or by the laws of the State of North Carolina, no such activity shall be such as is not permitted (a) by a Corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), and the Corporation shall not attempt to influence legislation, by propaganda or otherwise, not shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office and no part of the net earnings of this Corporation shall inure to the benefit of any member or private individual and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation and no private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE II. Offices.

Section 1. Principal Place of Business. The principal place of business shall be PO Box 214, Weaverville, North Carolina 28787.

Section 2. Registered Office. The registered office shall be located at 22 S. Pack Square, Ste. 402, Asheville, North Carolina.

ARTICLE III. Board of Directors.

Section 1. General Powers. The Board of Directors shall have the general charge and control of the affairs, funds and property of the Corporation.

Section 2. Duties. It shall be the duty of the Board of Directors (a) to cause to be kept a full, true and accurate record of its acts and corporate affairs; (b) to supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed.

Section 3. Number and Qualification. The Board of Directors shall consist of not less than three (3) nor more than seven (7) members. Each Director shall hold office for a term of three years or until his earlier death, resignation, retirement, removal, disqualification or his successor is elected and qualifies. Directors must be residents of the State of North Carolina. Directors may be reelected for additional terms.

Section 4. Election. Directors shall be elected to replace the Director who has resigned, been removed or whose tenure is then expiring, or has expired by the majority vote of Directors then remaining, even if only one remains.

Section 5. Resignation. A director may resign from membership on the Board at any time by giving notice of his resignation in writing addressed to the president or secretary of the Corporation or by presenting his written resignation in person at an annual, regular or special meeting of the Board.

Section 6. Vacancies. By the Directors then remaining in office.

Section 7. Removal. Directors may be removed from office by vote of the remaining board members on failure of a member to attend three (3) consecutive regularly scheduled board meetings, or upon the accumulative attendance at regularly scheduled board meetings following two (2) or below fifty (50%) percent.

Section 8. Chairman. There may be a Chairman of the Board of Directors elected by the Directors from their number at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 9. Compensation. Directors as such will not receive compensation for their services, but may be compensated for rendering services to the Corporation in a capacity other than as a director.

ARTICLE IV. Directors Meetings.

Section 1. Regular Meetings. The Board of Directors shall meet each year during the month of May for the purpose of organization, election of officers, and consideration of any other business that may properly be before the meeting. In addition, the Board of Directors may provide, by

resolution, the time and place within the State of North Carolina for the 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. Such meetings shall be held within the State of North Carolina.

Section 3. Notices; Waiver. 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 the usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 4. Quorum. The majority of the number of the directors then holding office shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V. Members. The Corporation shall have no members.

ARTICLE VI. Officers.

Section 1. Titles. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may elect such other officers as it shall deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors, except as otherwise specifically provided in these Bylaws.

Section 2. Election and Term. All officers shall be elected at the annual meeting of the Board of Directors, and each officer shall hold office until the next annual meeting of the Board and until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. The officers shall be chosen by a majority vote of the Directors present and voting.

Section 3. Vacancies and Removal. Vacancies among the officers of the Corporation may be filled by vote of a majority vote of the Directors present and voting at any special or regular meeting of the Board and the officer so elected shall hold office until the next annual meeting of Directors. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board when in the judgment of the Board the best interests of the Corporation will be served thereby.

Section 4. President. The President shall be the chief executive officer of the Corporation and, subject to control of the Board of Directors, shall supervise and control management of the Corporation in accordance with these Bylaws. The President shall, when present, unless the Board has chosen a Chairman other than the President, preside at all meetings of the Board of Directors. He shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed,

and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, he shall perform all duties incident to the office of President and such other duties may be prescribed by the Board of Directors from time to time.

Section 5. Vice President. The Vice President shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time action was taken. The Vice President shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors.

Section 6. 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; provided, that the Board may appoint a custodian or depository for any such funds or securities, and provide upon whose signature or authority such funds may be disbursed or transferred.

Section 7. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. He shall give or cause to be given 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 to him from time to time by the President or by the Board of Directors.

Section 8. Absence or Disability of Officers. In the event of the absence or disability of any officer, the Directors may delegate his powers and duties for the time being to any other officer.

Section 9. Books and Accounting. The Treasurer shall keep proper books of account and cause an annual audit of the Corporation's books to be made by a certified public accountant at the completion of each calendar year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its annual meeting.

ARTICLE VII. General Provisions.

Section 1. Seal. The seal of the Corporation shall be circular and shall bear the name of the Corporation.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any member of the Board under the provisions of these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, or attendance at the meeting referred to in such notice, shall be equivalent to the waiving of such notice.

Section 3. Checks. All checks, drafts or orders for the payment of money or notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or

officers or other individuals as the Directors may from time to time designate.

Section 4. Bond. The Board of Directors may by resolution require any or all officers, agents and employees of the Corporation to give bond to the Corporation, at the expense of the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 5. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts. The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise of real or personal property for the general purposes or for any special purpose of the Corporation.

Section 7. Fiscal Year. The fiscal year of the Corporation shall be the period ending on December 31 of each year.

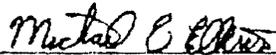
Section 8. Books and Records. The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by the Blue Ridge Area Authority, the North Carolina Department of Human Resources or duly appointed agent of either.

Section 9. Indemnity of Directors and Officers. Subject to any restrictions in the charter of the Corporation or applicable law, the Corporation may by action of the Directors indemnify any Director or officer or former Director or officer of the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he was made a party by reason of being or having been such Director or officer, except in relation to matters against which he shall be adjudged in such action, suit or proceeding, to be liable for such negligence or misconduct in the performance of duty. The Corporation may by action of the Directors provide at the expense of the Corporation insurance protection to the Corporation and its Directors or officers as shall be permitted by applicable law and governmental regulations, including federal income tax laws and regulations relating to the tax exempt status of the Corporation and to the conduct of the affairs of the Corporation.

Section 10. Gender. As used in these Bylaws, the masculine pronoun shall include the feminine, and the singular shall include the plural.

Section 11. Amendments. These Bylaws may be amended at a regular or special meeting of the Board of Directors, by a vote of the majority of such directors, provided that those provisions of these Bylaws which are covered by the Articles of Incorporation of this Corporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that no amendment shall ever be adopted which will alter the non-profit character of the Corporation.

Section 12. Resolution of Conflicts. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.



Michael E. Elkins, Director

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