

**BY-LAWS
OF
WOODLAND COVE HOMEOWNERS ASSOCIATIONS, INC.**

TABLE OF CONTENTS

ARTICLE ONE - OFFICES

- Section 1.1 Registered Office and Agent
- Section 1.2 Other Offices
- Section 1.3 Qualification as a Foreign Corporation

ARTICLE TWO - PURPOSE AND DECLARANT CONTROL

ARTICLE THREE - THE BOARD OF DIRECTORS

- Section 3.1 Number
- Section 3.2 Election
- Section 3.3 Term of Office
- Section 3.4 Resignation
- Section 3.5 Removal
- Section 3.6 Vacancies
- Section 3.7 Committees of the Board of Directors

ARTICLE FOUR - MEETINGS

- Section 4.1 Quorum
- Section 4.2 Meeting Structure

ARTICLE FIVE - OFFICERS

- Section 5.1 Number
- Section 5.2 Election and Term
- Section 5.3 Resignation
- Section 5.4 Removal
- Section 5.5 Vacancies
- Section 5.6 Duties of Officers
- Section 5.7 President
- Section 5.8 Vice-President
- Section 5.9 Secretary
- Section 5.10 Treasurer
- Section 5.11 Sureties and Bonds

ARTICLE SIX-TAX PROVISIONS

Section 6.1 Tax Exempt Status

ARTICLE SEVEN - MISCELLANEOUS

Section 7.1 Inspection of Books and Records

Section 7.2 Fiscal Year

Section 7.3 Seal

Section 7.4 Annual Statements

ARTICLE EIGHT - AMENDMENTS

Section 8.1 Power to Amend By-Laws by Members

Section 8.2 Power to Amend By-Laws by Directors

Section 8.3 Conditions

**BY-LAWS
OF WOODLAND COVE HOMEOWNERS
ASSOCIATIONS, INC.**

**ARTICLE ONE
Offices**

1.1 Registered Office and Agent. For the purpose of service of process, notices, demands and the like, the corporation shall at all times maintain in Georgia a registered office and a registered agent whose business office is the same as the registered office. The initial registered office and registered agent shall be as set forth in the articles of incorporation. All changes in the corporation's registered office or its registered agent shall be effected only in accordance with the applicable procedures set forth in the Georgia Business Corporation Code and by the execution and filing with the Secretary of State of such forms and other papers as may be required by the Secretary of State.

1.2 Other Offices. The corporation may have offices at such place or places, within or without the State of Georgia, as the Board of Directors may from time to time appoint, or the business of the corporation may require or make desirable.

1.3 Qualifications as a Foreign Corporation. Before transacting business in a state other than Georgia, the corporation shall determine whether it is required to obtain a certificate of authority to so transact business from the proper authorities of such state.

**ARTICLE TWO
Purpose**

It is the purpose of this Corporation to administer all the rights and obligations set out in that certain Declaration of Covenants, Conditions and Restrictions for Woodland Cove dated _____ and recorded _____ in Book No. ____, Pages - _____, in the office of the Clerk of Superior Court, Glynn County, Georgia (the "Declaration") filed by Smith Family Homes, LLC (the "Declarant").

The Corporation is a corporation for non-profit and is organized for the following purposes: To acquire, by purchase or otherwise, own and possess lands and premises, with buildings and improvements in Glynn County, Georgia; to improve, develop and operate the real property known as Woodland Cove; to make and enforce restrictive declarations certifications singly, jointly with other owners, or otherwise relative to the property and to make restrictive covenants and agreements with owners.

**ARTICLE THREE
Directors**

3.1 Number. The number of Directors shall not be less than one(1).

3.2 Election. Pursuant to Article III, Section 4 of the Declaration, Declarant retains the right

to appoint and remove Directors until the earlier of (i) ninety (90) days after the cessation of the Class B Membership or conversion of the Class B Membership into Class A Membership pursuant to Article III, Section 2 of the Declaration or (ii) the surrender by Declarant of the authority to appoint and remove Directors by a written letter to the Corporation from Declarant. Thereafter, except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation shall be elected by a majority of the votes cast at a meeting of members of the Corporation. The members of the Corporation ("Members") are defined and described in Article III of the Declaration.

3.3 Term of Office. Each Director shall hold office until the annual meeting of the Members next succeeding his or her election, and until his or her successor is elected and qualified, or until his or her death, resignation or removal. Directors may serve successive terms.

3.4 Resignation. Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

3.5 Removal. Any Director may be removed from office with or without cause by the affirmative vote of the Members. Removal action may be taken at any Members' meeting with respect to which notice of such purpose has been given, and a successor to any removed Director may be elected at the same meeting to serve the unexpired term.

3.6 Vacancies. A vacancy occurring in the Board of Directors, except by reason of removal of a Director, may be filled for the unexpired term and until the members of the Board of Directors shall have elected a successor by affirmative vote of a majority of the Directors remaining in office though less than a quorum of the Board of Directors.

3.7 Committees of the Board of Directors. The Board of Directors by resolution adopted by a majority of the full Board of Directors may designate from among its members an executive committee and one or more other committees, each consisting of two or more Directors. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said committee.

3.8 Engagement of Third Party Manager. Notwithstanding anything stated herein to the contrary, the Board of Directors by resolution adopted by a majority of the full Board of Directors may designate and engage a third party to undertake some or all of the duties of the Board of Directors and/or manage the affairs of the

ARTICLE FOUR

Meetings

4.1 Quorum. (a) At all meetings of the Board of Directors, the presence of a majority of the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-laws. (b) At all meetings of Members, the presence of a majority of the Members shall be necessary

and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-laws.

4.2 Meeting Structure. Meetings will be conducted in compliance with Roberts' Rules of Order for proposing, approving and tabling motions.

ARTICLE FIVE

Officers

5.1 Number. The executive officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer and such other officers, including one or more Vice Presidents, as the Board of Directors may from time to time deem advisable.

5.2 Election and Term. Pursuant to Article III, Section 4 of the Declaration, Declarant retains the right to appoint and remove officers until the earlier of (i) ninety (90) days after the cessation of the Class B Membership or conversion of the Class B Membership into Class A Membership pursuant to Article III, Section 2 of the Declaration or (ii) the surrender by Declarant of the authority to appoint and remove officers by a written letter to the Corporation from Declarant. All executive officers shall be elected by the Board of Directors and shall hold office for a term of one year and until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

5.3 Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

5.4 Removal. Any officer may be removed, either with or without cause, and a successor elected by the Board at any time.

5.5 Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

5.6 Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these by-laws, or may from time to time to specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Corporation

5.7 President. The president shall be the chief executive officer of the corporation and shall have general supervision of the day-to-day business of the corporation. He or she shall serve as chairman of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall perform such other duties as may from time to time be delegated by the Board of Directors.

5.8 Vice-President. The vice-president shall act in the place of the President and shall, in such instance, perform all duties that the President shall be empowered to perform. The vice-president shall perform such other duties as may from time to time be delegated by the Board of Directors.

5.9 Secretary. The Secretary (i) shall keep accurate records of the acts and proceedings of all meetings of Directors and committees of Directors, (ii) shall have authority to give all notices required by law or these by-laws, and (iii) shall be custodian of the corporate books, records, contracts and other documents. The Secretary may affix the corporate seal and attest to any documents lawfully executed on behalf of the corporation by a duly elected officer authorized to so execute on behalf of the corporation and may execute certifications of the proceedings of Members and of Directors.

5.10 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. The Treasurer shall cause full and true accounts of all receipts and disbursements to be kept and shall make reports of the same to the Board of Directors and the President upon request. The Treasurer shall perform such other duties as may be assigned from time to time by the Board of Directors. The Treasurer shall comply with any requirement of filing annual or periodic financial reports to the Secretary of State.

5.11 Sureties and Bonds. The Board of Directors may require any or all of the officers, agents or employees of the Corporation to give bonds to the Corporation, in such sum as the Board of Directors may direct, with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices or positions, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE SIX Tax Provisions

6.1 Tax Exempt Status. Any Member and/or Director of the corporation shall guard against lobbying unless under the appropriate Georgia code section and protect the organization from private inurement.

ARTICLE SEVEN Miscellaneous

7.1 Inspection of Books and Records. The Board of Directors shall have power to determine which accounts, books and records of the corporation shall be opened to the inspection of Members, except such as may by law be specifically open to inspection, and shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts, books and records which by law or by determination of the Board of Directors shall be open to inspection.

7.2 Fiscal Year. The Board of Directors is authorized to establish a fiscal year for the corporation and to change the same from time to time as it deems appropriate.

7.3 Seal. The corporate seal shall be in such form as the Board of Directors may from time to time determine by resolution.

7.4 Annual Statements. Not later than four months after the close of each fiscal year, and in any case prior to the next annual meeting of Members, the corporation shall prepare (a) a balance sheet showing in reasonable detail the financial condition of the corporation as of the close of its fiscal year, and (b) a profit and loss statement showing the results of its operations during its fiscal year.

ARTICLE EIGHT Amendments

8.1 Power to Amend By-Laws By Members. All by-laws of the corporation shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the Members at the time entitled to vote in the election of Directors.

8.2 Power of Amend By-Laws By Directors. The Board of Directors shall have power to make, adopt, alter, amend or repeal, from time to time, by-laws of the Corporation; provided, however, that the Members may alter, amend or repeal by-laws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of Members or of the Board of Directors, or to change any provisions of the by-laws with respect to the removal of Directors or the filling of vacancies in the Board resulting from the removal by the Members. If any by-law regulating an impending election of Directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Members for the election of Directors, the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

8.3 Conditions. Action taken by the Members with respect to by-laws shall be taken by an affirmative vote of a majority of all Members, and action by the Board of Directors with respect to by-laws, shall be taken by an affirmative vote of a majority of all Directors then holding office.

The undersigned Directors certify the foregoing by-laws have been adopted as the first by-laws of the Corporation, in accordance with the requirement of the Non-Profit Corporation laws.

WOODLAND COVE HOMEOWNERS ASSOCIATIONS,
INC.

Date: _____

◆ _____ ◆ (LS.)
STEVEN E. SMITH, DIRECTOR

**RESOLUTION ADOPTED BY SOLE DIRECTOR
AT ORGANIZATIONAL MEETING OF
WOODLAND COVE HOMEOWNERS ASSOCIATIONS, INC.**

The organizational meeting of the Board of Directors of the above-captioned Corporation was held on the __ st day of March, 2021, at 152 Thunderbird Drive, Suite 207, Richmond Hill, Georgia. No notice was necessary, as the sole director, Steven E. Smith, was present.

The undersigned, being the sole Director hereby adopts the following resolutions:

RESOLVED, that the Articles of Incorporation filed in the Office of the Secretary of State, effective on March 18, 2021, be inserted, together with the Certificate of Incorporation in the corporate minute book.

RESOLVED, that the form of By-laws submitted to this meeting be, and it hereby is, approved and adopted as the By-laws of this Corporation.

RESOLVED, that Steven E. Smith is hereby elected to serve as the President and Secretary/Treasurer until his successor is elected and qualified.

RESOLVED, that the form of seal submitted to this meeting be, and it hereby is, approved and adopted as and for the corporate seal of this Corporation, and that an impression thereof be made on the margin of these minutes.

RESOLVED, that the specimen form of certificate annexed hereto be, and it hereby is, approved and adopted as the certificate representing the shares of this Corporation.


RESOLVED, that the Secretarial Certificate annexed hereto reflecting the banking arrangements of the Corporation be, and it hereby is, approved and the resolutions set forth therein adopted.

RESOLVED, that the Corporation elect to file for 501(c)(3) status.

RESOLVED, that the Secretary/Treasurer is hereby authorized and directed to work with Schreiber LLC, Savannah, Georgia, in taking any and all action necessary or desirable to comply with all of the requirements of the Internal Revenue Service for making a 501(c)(3) election.

RESOLVED, that, in accordance with Article 7 Section 2 of the By-Laws, the fiscal year end shall be December 31.

DATED:


/Steven E. Smfth, Sole Director