

**AMENDED AND RESTATED BYLAWS
OF
HUNTINGTON WEST HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE ONE

OFFICES

Section 1.1 PRINCIPAL OFFICE. The principal office for the business of HUNTINGTON WEST HOMEOWNERS' ASSOCIATION, INC. (the "Corporation") shall be located at such place as the Board of Directors may fix from time to time.

Section 1.2 REGISTERED OFFICE. The Registered Office of the Corporation shall be the office named in the Articles of Incorporation and may be changed at any time by the Board of Directors by resolution and upon the filing of appropriate documents in the office of the Secretary of State of Georgia.

ARTICLE TWO

The affairs of the Corporation shall be controlled and administered by a board of directors (the "Board of Directors" or "Board") which shall be composed at least four members, which shall be the officers prescribed in Article Three herein and any other persons named by those officers. Upon the death, removal, resignation or incapacity of any member of the Board of Directors, a majority of the remaining directors shall elect a successor, even though the remaining directors do not constitute a quorum of the Board. A director shall be considered incapacitated if for any reason he shall be unable to carry on the duties of his office and the remaining directors have declared such director incapable of service by a majority of the directors voting.

The directors shall meet from time to time as determined by a majority of the Board with reasonable notice of the time, place and date of the meeting to all directors.

ARTICLE THREE

The members of the Association shall meet annually, at a time, place and date set by the Board of Directors, in its sole discretion, for the purpose of electing officers. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers and/or assistant officers as may be called for by the Board of Directors. Any two (2) offices may be held by the same person, except the offices of President and Secretary.

The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of meetings of the directors and the general membership.

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation

A director's term shall expire at each annual meeting. Directors shall hold office for the term for which he or she was elected and until his or her successors are elected and qualified or until his or her earlier resignation, death or removal. At any time, and for any cause, upon a majority of the members of the Association eligible to vote, signing a petition to that effect, any officer or director may be removed from office, and the obtaining of such a petition shall have the immediate effect of such removal. In the event of such occurrence, the members shall agree upon a date upon which to hold new elections to fill any vacancies on the Board.

Only members in good standing whose dues and/or assessments are paid in full shall be allowed to vote for officers and/or directors, or to participate in the removal process described in the above paragraph.

ARTICLE FOUR

The Treasurer shall at all times maintain records evidencing the property owned by the Corporation and its receipts and disbursements, and shall present the same at all meetings of the Board of Directors and all general meetings of the Association.

ARTICLE FIVE

COMMITTEES

Section 5.1 **MEMBERS**. The Board of Directors may create one or more committees and appoint members to serve on them. Each committee may have one or more directors, who shall serve at the pleasure of the Board of Directors.

Section 5.2 **AUTHORITY**. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors under O.C.G.A. §14-2-801 or any successor statute. A committee shall not, however: (1) fill vacancies on the Board of Directors or on any of its committees; (2) amend Articles of Incorporation pursuant to O.C.G.A. § 14-2-1002 or any successor statute; or (3) adopt, amend or repeal Bylaws.

Section 5.3 **MEETINGS**. Committees shall meet from time to time on call of the President, or of any one or more members of the particular Committee. A committee shall keep a record of its proceedings and shall report these proceedings to the Board of Directors at the meeting thereof held next after the action has been taken. All such proceedings shall be subject to revision or alteration by the Board of Directors, except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

Section 5.4 **QUORUM AND VOTING**. The quorum and voting requirements of the Board of Directors shall also apply to any committee which the Board shall establish.

Section 5.5 **REMOVAL**. The Board of Directors shall have power to remove any member of any committee at any time, with or without cause, to fill vacancies, and to dissolve any such committee without prior notice.

ARTICLE SIX

A quorum for the transaction of any business shall be a majority of the directors then in office.

ARTICLE SEVEN

The Board of Directors shall have the power to alter, amend or repeal the bylaws or adopt new bylaws, provided that the bylaws at no time shall contain any provision inconsistent with the Georgia Nonprofit Corporation Code (O.C.G.A § 14- 3-135).

ARTICLE EIGHT

MISCELLANEOUS

Section 8.1 INSPECTION OF RECORDS. The books and records of the Corporation shall be available for inspection by the members of the Association by appointment at a reasonable time and place determined by the custodian of those records.

Section 8.2 FISCAL YEAR. The fiscal year of the Corporation shall be fixed from time to time by Resolution of the Board of Directors.

Section 8.3 SEAL. The corporate seal shall be in such form as the Board of Directors may determine from time to time.

Section 8.4 FINANCIAL STATEMENTS. The Board of Directors may appoint the Treasurer or other officer to cause to be prepared and furnished to members entitled thereto any special financial notice or any financial statements which may be required by any provision of law.

Section 8.5 APPOINTMENT OF AGENTS. The President or any other officer authorized by the Board shall be authorized and empowered to name and appoint general and special agents, representatives, and attorneys to represent the Corporation in the United States or in any foreign country or countries, and to prescribe, limit, and define the powers and duties of such agents, representatives, attorneys, and to make substitution, revocation, or cancellation in whole or in part of any power or authority conferred on any such agent, representative, attorney or proxy. All powers of attorney or instruments under which such agents, representatives, attorneys or proxies shall be so named and appointed shall be signed and executed by the President, or any other officer designated by the Board, and the corporate seal shall be affixed thereto. Any substitution, revocation, or cancellation shall be signed in like manner. Any agent, representative, attorney, or proxy, when so authorized by the instrument appointing such person, may substitute or delegate such person's powers in whole or in part and revoke and cancel such substitutions or delegations. No special authorization by the Board of Directors shall be necessary in connection with the foregoing, and this By-Law shall be deemed to constitute full and complete authority to the officers above designated to do all the acts and things as they deem necessary or incidental thereto or in connection therewith.

Section 8.6 CONTRACTS, DEEDS AND LOANS. All contracts, deeds, mortgages, pledges, promissory notes, security documents, transfers, and other written instruments binding upon the Corporation shall be executed on behalf of the Corporation by the President, or by such officers or agents as the Board of Directors or the President (unless the Board of Directors shall otherwise provide) may designate from time to time. Any such instrument required to be given under the seal of the Corporation may be sealed and attested by the Secretary or any Assistant Secretary of the Corporation.

Section 8.7 CHECKS AND DRAFTS. Checks and drafts of the Corporation shall be signed by such officer or officers or such other employees or persons as the Board of Directors may from time to time designate. The Board of Directors may provide by resolution for the authority of officers, employees, and other persons to deal with banks and other financial institutions on behalf of the Corporation. In this connection, the Board states that the present requirement is that checks and drafts must be signed by the President and one other officer.

Section 8.8 SWIMMING POOL AND TENNIS COURT RULES. The swimming pool and tennis court rules may only be changed by a majority of the members of the Association. In this regard, only members in good standing and whose dues and/or assessments are paid in full to date may participate.

IN WITNESS WHEREOF, the undersigned officers of Huntington West Homeowners' Association, Inc. hereby execute this Amendment on the date and year first above written.

**HUNTINGTON WEST
HOMEOWNERS' ASSOCIATION, INC.,**
a Georgia nonprofit corporation

By: David Hamby
Print Name: David Hamby
Print Title: President

Attest: Susan Powell
Print Name: Susan Powell
Print Title: Secretary

[CORPORATE SEAL]

