

**BY-LAWS
OF**

MORGAN RIDGE HOMEOWNERS' ASSOCIATION, INC.

[A North Carolina Nonprofit Corporation]

**ARTICLE I
INTRODUCTION**

These are the By-Laws of MORGAN RIDGE HOMEOWNERS' ASSOCIATION, INC., a North Carolina Nonprofit Corporation. The terms used in these By-Laws are defined and shall have that meaning as set forth in Article I of the Declaration of Covenants, Conditions and Restrictions, Easements, Charges and Liens for Morgan Ridge Homeowners' Association, Inc., (the "Declaration") recorded or to be recorded in the Office of the Register of Deeds for Orange County, North Carolina.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.1 - "Number and Qualifications; Termination of Declarant Control"

- (a) The affairs of the Subdivision and the Association shall be governed by an Board of Directors consisting of not less than three (3) nor more than five (5) persons, the majority of whom, excepting the members of the Board of Directors appointed by the Declarant, shall be Owners. The number of directors serving on the Board of Directors, within such minimum and maximum, shall be the number elected from time to time. The members of the Board of Directors shall be elected by the Owners except for those appointed by the Declarant. At any meeting at which board members are to be elected, the Owners may, by resolution, adopt specific procedures for conducting the elections, not inconsistent with these By-Laws, the Declaration or the laws of the State of North Carolina.
- (b) The terms of at least one-third (1/3) of the members of the Board of Directors shall expire annually, as established in a resolution of the members setting terms.
- (c) Section 7 of Article I of the Declaration shall govern appointment of members of the Board of Directors during the period of Declarant control.
- (d) The Board of Directors shall appoint the officers of the Association. The Board of Directors members and officers shall take office upon election or appointment.
- (e) At any time after Owners, other than the Declarant, are entitled to elect a member of the Board of Directors, the Association shall call and give not less than ten (10) nor more than sixty (60) days notice of a meeting of the Owners for this purpose. Such meeting may be called and the notice given by forty percent (40%) of the Owners if the Association fails to do so.

Section 2.2 - "Powers and Duties"

The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors may act in all instances on behalf of the Association, except as provided in the

Declaration, these By-Laws or the Act. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and of the Subdivision which shall include, but are not limited to, the following:

- (a) Adopt By-Laws and Rules and Regulations subject to the limitations of the Declaration and below;
- (b) Adopt and amend budgets for revenues, expenditures and reserves and collect assessments for Common Expenses from Owners;
- (c) Hire and discharge managing agents;
- (d) Hire and discharge employees and agents other than managing agents and independent contractors;
- (e) Institute, defend, compromise or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Owners on matters affecting the Subdivision;
- (f) Make contracts and incur liabilities;
- (g) Regulate the use, maintenance, repair, replacement and modification of the Common Areas;
- (h) Cause additional improvements to be made as a part of the Common Areas;
- (i) Acquire, hold, encumber and convey in its own name and any right, title or interest to real property or personal property, but Common Areas may be conveyed or subjected to a Security Interest only pursuant to N.C.G.S. § 47F-3-112;
- (j) Grant easements, leases, licenses, concessions or other conveyances through or over the Common Areas;
- (k) Impose and receive any payments, fees or charges for the use, rental or operation of the Common Areas described in N.C.G.S. § 47F-3-102(10) and for services provided to Owners;
- (l) Impose charges or interest or both for late payment of assessments and, after Notice and Hearing, levy reasonable fines for violations of the Declaration, By-Laws, Rules and Regulations of the Association;
- (m) Impose reasonable charges for the preparation and recordation of amendments to the Declaration, resale certificates required by N.C.G.S. § 47F-3-102(13) or statements of unpaid assessments;
- (n) Provide for the indemnification of its officers and Board of Directors and maintain Directors' and officers' liability insurance;
- (o) Assign its right to future income, including the right to receive Common Expense assessments;
- (p) Exercise any other powers conferred by the Declaration or these By-Laws or the Act;
- (q) Exercise all other powers that may be exercised by nonprofit corporations in the State of North Carolina;
- (r) Exercise any other powers necessary and proper for the governance and operation of the Association; and
- (s) By resolution, establish committees, temporary or permanent, to perform any of the above functions as specifically delegated in the resolution establishing the committee.

Section 2.3 - "Standard of Care"

In the performance of their duties, the officers and members of the Board of Directors are required to exercise: (a) if appointed by the Declarant, the care required of fiduciaries of the Owners and (b) if elected by the Owners, ordinary and reasonable care.

Section 2.4 - "Manager"

The Board of Directors may employ a manager for the Subdivision, at a compensation established by the Board of Directors, to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the Manager all of the powers granted to the Board of Directors by these By-Laws other than the powers set forth in subdivisions (a), (b), (c), (e), (h), (i), (j), (k), (l), (m), (n), (o), (p), (q), (r), and (s) of Section 2.2. Licenses, concessions and contracts may be executed by the Manager pursuant to specific resolutions of the Board of Directors.

Section 2.5 - "Removal of Members of the Board of Directors"

The Owners, by a two-thirds (2/3) vote of all persons present and entitled to vote at any meeting of the Owners at which a majority of Owners is present, may remove any member of the Board of Directors with or without cause, other than a member appointed by the Declarant; the Declarant may remove any member of the Board of Directors appointed by the Declarant at any time, with or without cause.

Section 2.6 - "Vacancies"

Vacancies in the Board of Directors may be filled as follows: At a special meeting of the Board of Directors held for that purpose at any time after the occurrence of any such vacancy, even though the directors present at such meeting may constitute less than a quorum, (a) as to vacancies of Board of Directors members who are Owners other than the Declarant appointed, by a majority of the remaining such directors constituting the Board of Directors; (b) as to vacancies of members whom the Declarant has the right to appoint, by the Declarant. Each person so elected or appointed shall be a member of the Board of Directors for the remainder of the term of the member so replaced.

Section 2.7 - "Annual Meeting"

The annual meeting of the Board of Directors following each annual meeting of the Owners shall be held within ten (10) days thereafter at such time which such Board of Directors shall have been elected. No notice shall be necessary to the newly elected board members in order to legally constitute such meeting, providing a majority of the members shall be present.

Section 2.8 - "Meetings"

Meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors on at least three (3) business days' notice to each member. The notice shall be hand-delivered or mailed and shall state the time, place and purpose of the meeting.

Section 2.9 - "Location of Meetings"

All meetings of the Board of Directors shall be held within North Carolina, unless all members thereof consent in writing to another location.

Section 2.10 - "Waiver of Notice"

Any director may waive notice of any meeting in writing. Attendance by a Board of Directors member at any meeting of the Board of Directors shall constitute a waiver of notice. If all the directors are present at any meeting, no notice shall be required.

Section 2.11 - "Quorum of Board Members"

At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute a decision of the meeting. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present any business which might have been transacted at the meeting originally called, may be transacted without further notice.

Section 2.12 - "Fidelity Bonds"

The Board of Directors may obtain adequate fidelity bonds for all officers, employees and agents of the Association handling or responsible for Association funds. The premiums on such bonds are a Property Common Expense.

Section 2.13 - "Compensation"

No member of the Board of Directors shall receive any compensation from the Association for acting as such, although members acting as officers or employees may be compensated for such duties, upon reasonable and customary rates or amounts.

Section 2.14 - "Consent to Corporate Action"

If all directors of the Board of Directors or all members of a committee established by the Board of Directors, severally or collectively consent in writing to any action taken or to be taken by the Association, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors or the committee, as the case may be. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Section 2.15 – "Presumption of Assent"

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such

dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE III OWNERS

Section 3.1 - "Annual Meeting"

Annual meetings of the Association shall be held at such time as the Board of Directors may designate. At such meeting, the members of the Board of Directors shall be elected by ballot of the Owners, in accordance with the provisions of Article II of these By-Laws. The Owners may transact such other business at such meetings as may properly come before them. The Association shall meet at least once in each calendar year.

Section 3.2 - "Budget Meeting"

Meetings to consider the proposed budget shall be called in accordance with the Declaration. The budget may also be considered at Annual or Special Meetings called for other purposes.

Section 3.3 - "Place of Meeting"

Meetings of the Owners shall be held at such place as may be designated by the Board of Directors.

Section 3.4 - "Special Meetings"

Special meetings of the Association may be called by the President, a majority of the Board of Directors, or by Owners having forty percent (40%) of the votes in the Association.

Section 3.5 - "Notice of Meetings"

Not less than ten (10) nor more than thirty (30) days in advance of any meeting, the secretary or other officer specified in these By-Laws shall cause notice to be hand-delivered or sent prepaid by United States mail to the mailing address of each Lot or to any other mailing address designated in writing by the Owner. The notice of any meeting shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration or By-Laws, or any budget changes and any proposal to remove an officer or member of the Board of Directors. No action shall be adopted at a meeting except as stated in the notice.

Section 3.6 - "Adjournment of Meeting"

At any meeting of Owners, a majority of the Owners who are present at such meeting, either in person or by proxy, may adjourn the meeting to another time.

Section 3.7 - "Order of Business"

The order of business at all meetings of the Owners shall be as follows:

- (a) Roll call (or check-in procedure) and acceptance of any proxies.
- (b) Proof of notice of meeting.
- (c) Review of minutes of preceding meeting.
- (d) Reports.
- (e) Establish number and term of memberships of the Board of Directors (if required and noticed).
- (f) Election of inspectors of election (when required).
- (g) Election of members of the Board of Directors (when required).
- (h) Ratification of Budget (if required).
- (i) Unfinished business.
- (j) New business.

Section 3.8 - "Voting"

- (a) If only one of several owners of a Lot is present at a meeting of the Association, that owner will be entitled to cast all of the votes allocated to that Lot. If more than one of the owners of a Lot is present, the vote allocated to that Lot may be cast only in accordance with the agreement of a majority of the owners of that Lot. There will be deemed to be majority agreement if anyone of the owners casts the vote allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other owners of the Lot.
- (b) The vote allocated to a Lot may be cast pursuant to a proxy duly executed by an Owner. If a Lot owned by more than one person, each owner of the Lot may vote or register protest to the casting of the vote by the other owners of the Lot through a duly executed proxy, provided, however, that requirements for a majority agreement contained in Section 3.8 (a) above shall also apply to votes and protests exercised by proxy. An Owner may revoke a proxy given pursuant to this section only by actual notice of revocation to the person presiding at a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy will terminate one year after its date unless it specifies a shorter term.
- (c) The vote of a corporation or business trust may be cast by an officer of such corporation or business trust in the absence of express notice of the designation of a specific person by the Board of Directors or By-Laws of the corporation or business trust. The vote of a partnership may be cast by any general partner of partnership in the absence of express notice of the designation of a specific person by the partnership. The moderator of the meeting may require reasonable evidence that a person voting on behalf of a corporation, partnership or business trust owner is qualified so to vote.
- (d) No vote allocated to a Lot owned by the Association may be cast.
- (e) Each Lot shall be allocated votes in accordance with the Declaration. Unless otherwise provided in the Declaration, each vote by the members of the Association on any action taken by the members of the Association shall be cumulative.

Section 3.9 - "Quorum"

Except as otherwise provided in these By-Laws, the Owners present in person or by proxy at any meeting of Owners shall constitute a quorum at all meetings of the Owners.

Section 3.10 - "Majority Vote"

The majority of votes of the Membership present in person or by proxy at a meeting at which a quorum is present shall be binding upon all Owners for all purposes, except where a higher percentage vote is required in the Declaration, these By-Laws or by law.

ARTICLE IV OFFICERS

Section 4.1 - "Designation"

The principal officers of the Association shall be the president, the vice president, the secretary and the treasurer, all of whom shall be appointed by the Board of Directors. The Board of Directors may appoint an assistant treasurer, an assistant secretary, and such other officers as in its judgment may be necessary or desirable. The president and vice president must be members of the Board of Directors, the other officers may, but are not required to be members of the Board of Directors. Any two officers maybe held by the same person, except the offices of president and vice president, and the offices of president and secretary. The office of vice president may be vacant.

Section 4.2 - "Appointment of Officers"

The officers of the Association shall be appointed annually by the Board of Directors at the annual meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

Section 4.3 - "Removal of Officers"

Upon the affirmative vote of a majority of the directors of the Board of Directors, any officer may be removed, either with or without cause, and his successor may be appointed at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose.

Section 4.4 - "President"

The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Owners and of the Board of Directors. He shall have all of the general powers and duties which are incident to the office of president of a non- stock corporation organized under the laws of the State of North Carolina, including but not limited to the power to appoint committees from among the Owners from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association. He may fulfill the role of treasurer in the absence of the treasurer. The president may cause to be prepared and may execute amendments to the Declaration and these By-Laws on behalf of the Association, following their proper authorization.

Section 4.5 - "Vice President"

The vice president shall take the place of the president and perform his duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Board of Directors shall appoint some other member of the Board of Directors to act in the place of the president on an interim basis. The vice president shall also perform such other duties as may be imposed upon him by the Board of Directors or by the president.

Section 4.6 - "Secretary"

The secretary shall keep the minutes of all meetings of the Owners and the Board of Directors; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of secretary of a non-stock corporation organized under the laws of the State of North Carolina. The secretary may cause to be prepared and may execute amendments to the Declaration and these By-Laws on behalf of the Association, following authorization and approval of the particular amendment.

Section 4.7 - "Treasurer"

The treasurer shall have responsibility for Association funds and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He shall be responsible for the deposit of all moneys in such depositories as may, from time to time, be designated by the Board of Directors, and he shall, in general, perform all the duties incident to the office of treasurer of a non-stock corporation organized under the laws of the State of North Carolina. He may endorse on behalf of the Association, for deposit only, checks, notes and other obligations, and shall deposit the same and all money in the name of and to the credit of the Association in such banks as the Board of Directors may designate. He may have custody of and shall have the power to endorse for transfer on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association, or as fiduciary for others. The functions of the Treasurer may be delegated to the Manager as the Board of Directors may authorize.

Section 4.8 - "Agreements, Contracts, Deeds, Checks, etc."

Except as otherwise provided in these By-Laws and in the Declaration, all agreements, contracts, deeds, leases, checks and other instruments of the Association may be executed by any officer of the Association or by such other person or persons as may be designated by the Board of Directors.

Section 4.9 - "Compensation"

The Board of Directors may provide for compensation of officers of the Association upon reasonable and customary rates or amounts.

Section 4.10 - "Resale Certificates and Statements of Unpaid Assessments"

The treasurer, assistant treasurer, if any, or a Manager employed by the Association, or, in their absence, any officer having access to the books and records of the Association, may prepare, certify, and

execute resale certificates and statements of unpaid assessments in accordance with N.C.G.S. § 47F-3-102(13).

The Association may charge a reasonable fee for preparing resale certificates and statements of unpaid assessments. The amount of this fee and the time of payment shall be established by resolution of the Board of Directors. The Association may refuse to furnish resale certificates and statements of unpaid assessments until the fee is paid. Any unpaid fees may be assessed as a Common Expense against the Lot for which the certificate or statement is furnished.

ARTICLE V OPERATION OF THE ASSOCIATION

Section 5.1 - "Abatement and Enjoinment of Violations by Owners"

If any person violates any of the Rules adopted by the Board of Directors or breaches any provision of the Declaration, the Board of Directors has the right, in addition to any other rights set forth in these By-Laws to do any of the following things:

- (a) Enter the Lot in which, or as to which, such violation or breach exists and to summarily abate and remove, at the expense of the Owner, any structure, thing or condition causing the violation, except for additions or alterations of a permanent nature that may exist therein contrary to the intent and meaning of the provisions thereof, and the Board of Directors shall not thereby be deemed liable for any manner of trespass; or
- (b) Enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any such breach.

Except in the case of an emergency, Notice and Hearing are required before any of the foregoing actions is taken.

Section 5.2 - "Fine for Violation"

By resolution, following Notice and Hearing, the Board of Directors may levy a fine of up to \$150 per day for each day that a violation of the Declaration or Rules persists after such Notice and Hearing.

ARTICLE VI INDEMNIFICATION

To the fullest extent possible as permitted by law as may be in effective at the applicable time, no member, director or officer shall be liable for any injury, loss, judgment, transgression, demand, damage, penalty, fine, cost, liability or other claim or cause of action, arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a member, director or officer of the corporation, unless due to an act or omission that such member, director or officer knew or believed at the time that the acts or omissions were clearly in conflict with the best interests of the corporation; or, any transaction from which the member, director or officer derived an improper personal benefit. As used herein, "improper personal benefit" does not include reasonable compensation or other reasonable incidental benefit for, or on account of, services as a member, director, employee, independent contractor, attorney, consultant or agent of the corporation.

Each member, director or officer shall be indemnified by the corporation against any claims, judgments, transgressions, losses, demands, damages, injuries, penalties, fines, costs and liabilities, (including sums paid in settlement of claims), or causes of action of any kind, character or nature, known or unknown, at law or in equity, in contract, tort or under statute or otherwise, including any and all costs, expenses and liability, including reasonable attorney's fees, consultant fees and expert fees incurred or imposed upon the member, director or officer in connection with any claim, proceeding or cause of action to which he or she may be a party or in which the member, director or officer becomes involved by reason of having been a member, director or officer of the corporation, whether or not he or she was a member, director or officer of the corporation at the time such expenses or liabilities are incurred, except in such cases where such member, director or officer is adjudged to be guilty of an act or omission that such member, director or officer knew or believed was clearly in conflict with the best interests of the corporation or from which the member, director or officer derived an improper personal benefit, as such term is limited above. Provided, however, that in the event of settlement or compromise, the indemnification of the member, director or officer shall apply only when the members of the corporation approve such settlement or compromise and reimbursement as being in the best interests of the corporation.

ARTICLE VII RECORDS

Section 7.1 - "Records and Audits"

The Association shall maintain accounting records, which shall include:

- (a) A record of all receipts and expenditures;
- (b) An account for each Lot which shall designate the name and address of each Owner, the amount of each Common Expense assessment, the dates on which the assessment comes due, the amounts paid on the account, and the balance due;
- (c) A record of the actual cost of the maintenance of the Common Areas; and
- (d) An accurate account of the current balance in the reserve for replacement and repairs.

The financial records shall be maintained and audited in accordance with the Declaration and the cost thereof as set forth in the Declaration.

Section 7.2 - "Examination"

All records maintained by the Association or by the Manager shall be available for examination and copying by any Owner, by any Eligible Mortgagee of a Lot, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, during normal business hours and after reasonable notice, except that Eligible Mortgagees shall not have access to records other than those relating to the Lot for which the Eligible Mortgagee has a mortgage.

Section 7.3 - "Statutory Records"

The Association shall keep financial records sufficiently detailed to enable the Association to comply with N.C.G.S. § 47F-3-118 as follows:

- (a) An account for each Lot showing the amounts of monthly Common Expense assessments currently due and payable from each Owner.
- (b) An account for each Owner showing any other fees payable by each Owner.
- (c) A record of any capital expenditures anticipated by the Association for the current and next succeeding fiscal year.
- (d) A record of the amount of any reserves for capital expenditures.
- (e) The current operating budget adopted and ratified pursuant to the procedures of the Declaration.
- (f) A record of any unsatisfied judgments against the Association and the existence of any pending suits in which the Association is a defendant.
- (g) A record of insurance coverage provided for the benefit of Owners.

**ARTICLE VIII
AMENDMENT OF BY-LAWS**

Section 8.1 - "Amendment by Owners"

Except as provided in Section 8.2 below, these By-Laws may be amended by the affirmative vote of the voting members having at least sixty seven percent (67%) of the aggregate votes, cast in person or by proxy at a meeting duly held in accordance with the provisions of the By-Laws, or by written agreement and, in addition, the consent of the Declarant so long as its rights to appoint directors has not expired as set forth in the Declaration. Such amendment shall be executed in the name of the Association and recorded in the Office of the Register of Deeds of the county in which the Subdivision is located. No such amendment shall be effective until duly recorded as aforesaid.

Section 8.2 - " Amendment by Declarant or the Board"

The Declarant, for so long as it controls the Board, and thereafter, the Board of Directors, may amend these By-Laws without the consent of the Owners:

- (a) To conform to the requirements of any law or governmental agency having legal jurisdiction over the Subdivision or to qualify the Subdivision or any Lots therein for mortgage or improvement loans made or insured by a governmental agency or to comply with the requirements of law or regulations of any governmental corporation or agency regarding purchase of mortgage interests in Lots by such agency.
- (b) To further completion and development of the Subdivision as by the Declaration or by law provided and to facilitate and exercise any rights reserved unto Declarant as provided by law or by the Declaration.

No amendments made pursuant to this Section 8.2 shall be effective until duly recorded in the Office of the Register of Deeds of the county in which the Subdivision is located.

Section 8.3 - "Amendment Prior to Sale of Lot"

Declarant shall have the right to amend these By-Laws at any time prior to recording of the sale of the first Lot to an Owner by filing an amendment in the Office of the Register of Deeds for the county

in which the Subdivision is located with a certificate certifying the fact that no sale has previously occurred.

Section 8.4 - "Amendment Approval by VA/FHA"

During the period of Declarant control, any amendment to these By-Laws must first be approved by VA and/or FHA, if these By-Laws have first been approved by those agencies.

**ARTICLE IX
MISCELLANEOUS**

Section 9.1 - "Notices"

All notices to the Association or the Board of Directors shall be mailed or hand-delivered to the office of the Manager, or if there is no Manager, to the office of the Association, or to such other address as the Board of Directors may hereafter designate from time to time, by notice in writing to all Owners and to all Eligible Mortgagees.

Except as otherwise provided, all notices to any Owner shall be mailed or hand delivered to his address as it appears on the records of the Association. All notices to Eligible Mortgagees shall be sent, except where a different manner of notice is specified elsewhere in the Declaration, by registered or certified mail to their respective addresses, as designated by them from time to time, in writing, to the Board of Directors. All notices shall be deemed to have been given when mailed, except notices of changes of address which shall be deemed to have been given when received.

Section 9.2 - "Fiscal Year"

The Board of Directors shall establish the fiscal year of the Association, which shall be the calendar year.

Section 9.3 - "Waiver"

No restriction, condition, obligation, or provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.


Section 9.4 - "Office"

The principal office of the Association shall be on the Property or at such other place as the Board of Directors may from time to time designate.

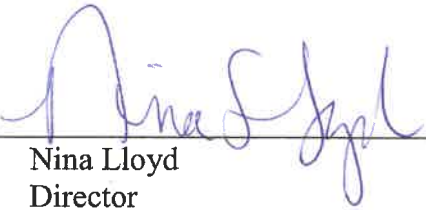
Section 9.5 – "Precedence"

In the event of a conflict between the provisions of these By-Laws and the provisions of the Declaration, the provisions of the Declaration shall take precedence.


IN WITNESS WHEREOF, we, being all of the directors of the **Morgan Ridge Homeowners' Association, Inc.**, have hereunto set our hands this 1st day of December, 2020.

By: 

E. Wesley Lloyd
Director

By: 

Nina Lloyd
Director

By: 

Warren D. Mitchell
Director

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of **Morgan Ridge Homeowners' Association, Inc.**, a North Carolina non-profit corporation; and, that the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 15th day of December, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 15th day of December 2020.

 (Seal)
Secretary