

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
EATONS CROSSING PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of Eatons Crossing Property Owners Association, Inc., a North Carolina non-profit corporation (the "Association"), do hereby adopt and approve the following resolutions effective as of April 1, 2012 (the "Effective Date").

**WHEREAS**, pursuant to N.C. Gen. Stat. § 55A-2-06, the Board desires to adopt the initial bylaws of the Association attached hereto as Exhibit A (the "Bylaws"); and

**WHEREAS**, in connection therewith, and pursuant to **Section 3.2** of the Bylaws, the Board desires to appoint the individuals set forth below to hold the vacant offices of the Association.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board adopts the Bylaws as the bylaws of the Association; and

**FURTHER RESOLVED**, that, pursuant to **Section 3.2** of the Bylaws, each of the following individuals has been elected and appointed to the respective office or offices set forth opposite his or her name effective as of the Effective Date, to serve until such person's successor has been elected and qualified, or his or her earlier resignation, removal or termination.

<u>Name</u>	<u>Office</u>
Chris McGuffin	President
Ed Boyd	Vice President
Jennifer Cobb	Secretary & Treasurer

**FURTHER RESOLVED**, that any and all actions heretofore taken by any Officer of the Association, or any other authorized representative of the Association, with respect to the foregoing Resolutions or with respect to the Association are, in all respects, confirmed, ratified, and approved.

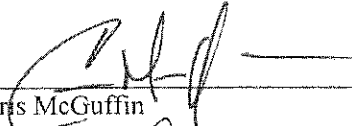
**FURTHER RESOLVED**, that these Resolutions may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

**FURTHER RESOLVED**, that the recitals set forth above are incorporated herein by reference as reflecting the general understanding and intent of the Board.

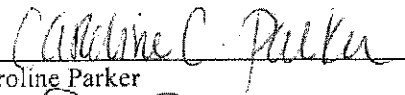
[Signature page follows.]

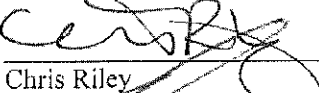
IN WITNESS WHEREOF, the undersigned, in their capacity as the Directors of the Association, have executed these Resolutions effective as of the date first written above.

**DIRECTORS:**

  
\_\_\_\_\_  
Chris McGuffin

  
\_\_\_\_\_  
Jennifer Cobb

  
\_\_\_\_\_  
Caroline Parker

  
\_\_\_\_\_  
Chris Riley

  
\_\_\_\_\_  
Josh Carper

**EXHIBIT "A"**

**Bylaws of the Eatons Crossing Property Owners Association, Inc.**

[Attached]

**BYLAWS OF  
EATON'S CROSSING PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I  
ASSOCIATION MEMBERS**

**Section 1. ANNUAL MEETING OF MEMBERS.** The annual meeting of the Members of the Association shall be held in Warren County, North Carolina in February of each year for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting. The specific date, time and location shall be set by the Board.

**Section 2. SUBSTITUTE ANNUAL MEETING.** If the annual meeting shall not be held as designated in these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3 of this Article I. A meeting so called shall be designated and treated for all purposes as the annual meeting.

**Section 3. SPECIAL MEETINGS OF MEMBERS.** Special meetings of the members may be held in the principal office of the corporation, or elsewhere in Warren County as designated by the President whenever called in writing by the President, a majority vote of the Board of Directors of the corporation or by members representing forty percent (40%) of the membership entitled to vote.

**Section 4. NOTICE OF MEETING.** Written or printed notices stating the time and place of meeting shall be mailed or delivered by the Secretary to each member of record at the member's last known address.

The notice of each meeting shall be mailed or delivered by the Secretary not less than ten (10) days nor more than sixty (60) days prior to the date set for such meeting and as to special meetings, the Notice shall indicate the purpose or purposes thereof.

**Section 5. QUORUM.** At any meeting of the members, forty percent (40%) of the votes of the Association, present in person or represented by proxy, shall constitute a quorum of the membership for all purposes.

In the event business cannot be conducted at any meeting because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy. Notwithstanding any provision to the contrary in the governing documents of the Association, the quorum requirements at the next meeting shall be one-half (1/2) of the quorum requirement applicable to the meeting adjourned for lack of a quorum. This provision shall continue to reduce the quorum requirement by one-half (1/2) from that required at the previous meeting, as previously reduced, until such time as a quorum is present and business can be conducted.

**Section 6. ORGANIZATION.** The President, or in his absence, the Vice President, shall preside over all meetings of members and the Secretary of the Association shall act as Secretary at all meetings of the members; provided, however, in the Secretary's absence the President may appoint a Secretary for the meeting of the members.

**Section 7. VOTING.** The Association shall have the following two classes of voting membership:

a) **Class A:** Class A members shall be all owners, with the exception of Atlas NC I SPE, LLC, a North Carolina limited liability company, or its assignee (the "Declarant/Developer"). Class A members shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot all such persons shall be members. The vote for such lot shall be exercised as the owners thereof determine, but in no event shall more than one vote be cast with respect to any lot, and no fractional vote may be cast with respect to any lot.

b) **Class B:** The Class B member shall be the Declarant/Developer, and it shall be entitled to ten (10) votes for each lot in which it holds a fee or undivided fee interest, provided that the Class B membership shall cease to exist and shall be converted to Class A membership upon the first to occur of the following:

(a) when the total number of votes outstanding in the Class A membership equal the total number of votes outstanding in the Class B membership, provided that the Class B membership shall be reinstated if thereafter and before the time stated in subparagraph (b) below, certain property is annexed or new lots are created such that the total votes outstanding in the Class B membership again exceed the total votes outstanding in the Class A membership; or

(b) when Declarant assigns and conveys all of its right, title and interest to the Association at any such time as the Declarant may see fit.

The vote of a majority of the members at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the charter or other Bylaws of this Association. Cumulative voting shall not be allowed.

**Section 8. VOTING BY PROXY.** The vote allocated to a member may be cast pursuant to a dated written proxy signed by the member. A member may not revoke a proxy except by written notice delivered to the person presiding over a meeting of the Association. A proxy terminates one year after its date, unless it specifies a shorter term.

## ARTICLE II BOARD OF DIRECTORS

**Section 1. NUMBER AND TERM OF OFFICE.** The affairs of the Association shall be managed by a Board of Directors which shall be entitled to act on behalf of the Association consisting of not less than three (3) nor more than five (5) members as shall be designated by the Board as provided in the Declaration of Covenants, Conditions and Restrictions for Eaton's Crossing recorded in the Office of the Register of Deeds for Warren County (the "Declaration"). The initial Board shall consist of five members as identified in the Articles of Incorporation.

The term of office for each Board member shall be until the successors to such offices shall have been duly elected or appointed as provided herein or in the Declaration. Corporate or other non-individual members, including the Declarant or Successor Declarant as defined in the Declaration, may elect or appoint individual candidates to said offices.

**Section 2. COMPENSATION.** No Board member shall receive compensation for any service he may render to the Association. However, with the prior approval of the Board, any Board member may be reimbursed for actual expenses incurred in the performance of his duties.

**Section 3. ACTION WITHOUT MEETING.** The Board shall have the right to take any action in the absence of a meeting which they could take at a duly held meeting by obtaining the written consent of all of the Board members to the action. Any action so approved shall be filed in the corporate books and records and shall have the same effect as though taken at a meeting of the Board.

**Section 4. MEETINGS.** Meetings of the Board shall be held annually without notice, at such place and hour, as may be fixed from time to time by resolution of the Board. Special meetings of the Board may be called by any member of the Board after not less than five (5) days notice to each Board member.

**Section 5. QUORUM.** A majority of the Board members shall constitute a quorum for the transaction of business. Every act of decision done or made by a majority of the Board members present at a duly held meeting shall be regarded as the act of the Board.

**Section 6. POWERS AND AUTHORITY OF THE BOARD OF DIRECTORS.** Subject to the provisions contained herein and applicable law, the Board shall have the power and authority to exercise all of the rights and powers of the Association, including, but not limited to, the following powers:

(a) To adopt rules and regulations governing the use of the common area and facilities, the personal conduct of the members and their guests thereon, and establish penalties for the infraction thereof;

(b) To declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;

(c) To employ a manager, an independent contractor, or other employees as is deemed necessary, and prescribe their duties; provided, that any contract for professional management must contain a clause requiring not more than 90 days termination notice;

(d) To procure, maintain, and pay premiums on, insurance policy(s) and equitably assess the members same for their pro rata portion of such expense;

(e) To impose and receive any payments, fees, or charges for the use, rental, or operation of the common areas or elements other than for service provided to members;

(f) To exercise all other powers that may be exercised in this state by legal entities of the same type as the Association;

(g) To exercise any other powers necessary and proper for the governance and operation of the Association;

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise;

(i) To enforce the Declaration of Covenants, Conditions and Restrictions applicable to Eaton's Crossing;

(j) To foreclose any unpaid assessments and liens resulting therefrom against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the member personally obligated to pay the same;

(k) To exercise all authority with respect to architectural review and control, including but not limited to the authority to approve plans and specifications for all structures on and improvements to lots and common areas, to impose and collect architectural review fees, to approve landscaping plans, to enforce design guidelines applicable to the lots and common areas, and to enact additional guidelines for all improvements;

(l) To exercise all authority in connection with lot use restrictions, including but not limited to the authority to enforce use restrictions applicable to the lots, to enact rules and regulations relating to lot use and lot owners and guests, and to establish and collect fines for breaches of such restrictions, rules and regulations;

(m) To exercise all authority to grant easements over the common areas, provided, however, any delegation of this authority to grant easements shall be limited to the power to grant only non-exclusive easements for a public use; and

(n) To delegate to any person or entity any powers not prohibited by law to be delegated.

**Section 7. DUTIES OF THE BOARD OF DIRECTORS.** It shall be the duty of the Board to do the following:

(a) To cause the common elements to be maintained, repaired, and replaced as necessary, and to assess the members to recover the cost of the upkeep of the common elements;

(b) To keep a complete record of all its acts and corporate affairs and present a statement thereof to the members at the annual meeting, or at any special meeting when such statement is requested in writing by 20% of the members;

(c) To supervise all officers, agents and employees of the Association, and see that their duties are properly performed;

(d) To fix the amount of the annual assessment at least ten (10) days in advance of each annual assessment period based on the projected budget for the annual assessment period and pursuant to the provisions set forth in the Declaration of Covenants, Conditions and Restrictions;

(e) To send written notice of each assessment to every member at least thirty (30) days in advance of the due date for each annual assessment;

(f) To issue, or have issued, for a reasonable charge, a certificate setting forth whether or not any assessment has been paid; provided, however, that if a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment as to all parties except the member and lot owner as of the date of the assessment; and

(g) To procure and maintain, at all times, adequate hazard insurance on the property owned by the Association and all property for which the Association has the duty to maintain, and sufficient liability insurance to adequately protect the Association as provided in the Declaration of Covenants, Conditions and Restrictions.

### **ARTICLE III OFFICERS**

**Section 1. OFFICERS.** The Executive Officers of this Association shall be a President, Vice President, and Secretary/Treasurer.

**Section 2. ELECTION OF OFFICERS.** The Board shall elect a President, Vice President, the Secretary/Treasurer and such other officers as the Board may deem appropriate. Each officer shall serve until the next election and their successor has been elected and qualified.

**Section 3. POWERS AND DUTIES OF THE EXECUTIVE OFFICERS.**



(a) The President shall preside at all meetings of the Board; he shall see that orders and resolutions of the Board are carried out; he shall sign all leases, mortgages, deeds and other written instruments; and he may sign checks and promissory notes on behalf of the Association.

(b) The Vice President shall act in the place of the President in the event of his absence, or his inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; he shall keep the associate seal and affix it on all papers requiring said seal; he shall serve notice of meetings of the Board and of the members; he shall keep appropriate current records showing the members of the Association together with their addresses; he shall prepare, execute, certify, and record amendments to the Declaration of Covenants, Conditions and Restrictions on behalf of the Association; and he shall perform such other duties as required by the Board.

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by the Board; he may sign checks and promissory notes on behalf of the Association; he shall keep proper books of account; and he shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting, and deliver a copy to each member.

**Section 4. ACTION WITHOUT MEETING.** The Officers shall have the right to take any action in the absence of a meeting which they could take at a duly held meeting by obtaining the written consent of all of the Officer members to the action. Any action so approved shall be filed in the corporate books and records and shall have the same effect as though taken at a meeting of the Officers.

**Section 5. REMOVAL.** Any Executive Officer, except those appointed by Declarant, may be removed with or without cause, by a vote of at least sixty-seven percent (67%) of the total number of votes outstanding (including Class A and Class B Members) present and entitled to vote at any meeting of the members at which a quorum is present. In the event of death, resignation or removal of an Executive Officer, his successor shall be selected by the Board to serve until the next annual meeting of the members at which election of officers shall be had when his successor shall be elected.

#### **ARTICLE IV BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member or a mortgagee of any member. The Articles of Incorporation and the Declaration of Covenants, Conditions and Restrictions and Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE V  
FORMS OF PROXY AND WAIVER**

**Section 1. FORMS OF PROXY.** The following form or proxy shall be deemed sufficient, but any other form may be used which is sufficient in law:

**EATON'S CROSSING PROPERTY OWNERS ASSOCIATION, INC.**

Know all men by these presents that the undersigned member of \_\_\_\_\_ hereby constitute and appoints \_\_\_\_\_ the attorney and proxy of the undersigned to annual and special meeting of the members of \_\_\_\_\_, at which I am not present, until the secretary of the Association receives from me a letter revoking this proxy and for and on behalf of the undersigned to vote as the undersigned would be entitled to vote if personally present, hereby ratifying and confirming all that said attorney and proxy shall do in the premises, and giving and granting unto said attorney and proxy full power of substitution and revocation.

Dated: \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Member

\_\_\_\_\_  
Witness

**Section 2. FORM OF WAIVER OF NOTICE.** The following form of waiver of notice shall be deemed sufficient, but any other form may be used which is sufficient in law:

**EATON'S CROSSING PROPERTY OWNERS ASSOCIATION, INC.**

We the undersigned (Board or Association Members) of EATON'S CROSSING PROPERTY OWNERS ASSOCIATION, INC. do hereby severally waive notice of the time, place, and purpose of (the annual or a special) meeting of the (Board or Association members) of the said association, and consent that same be held at \_\_\_\_\_ on the \_\_\_ day of \_\_\_\_\_, 20\_\_ at \_\_\_ o'clock \_\_.M., and we do further consent to the transaction of any and all business of any nature that may come before the meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

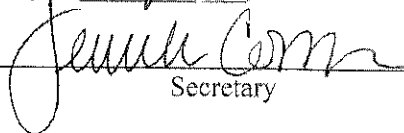
\_\_\_\_\_  
Association Member (or Board member)

**ARTICLE VI  
GENERAL PROVISIONS**

**Section 1. AMENDMENTS.** Except as otherwise provided herein or in the Declaration, these Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of sixty-seven percent (67%) of the Board then holding office at any regular or special meeting of the Board; at a regular or special meeting of the members at which a quorum is present, by a vote of the majority of the members. No amendment to these Bylaws shall be adopted or passed which shall impair or prejudice the Declarant's rights provided for in the Declaration without the written consent of the Declarant.

**Section 2. ASSOCIATION SEAL.** A seal with the words "EATON'S CROSSING PROPERTY OWNERS ASSOCIATION, INC." on the outer circle and the date "2012" within the circle, shall be the common corporate seal of the Association and shall be in the custody of the Secretary.

These Bylaws are effective as of this 1st day of April, 2012.

  
\_\_\_\_\_  
Secretary

(Corporate Seal)