

BYLAWS OF
McCLELLAND TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE 1. INTRODUCTION

These are the Bylaws of McClelland Townhomes Homeowners' Association, Inc. Capitalized terms used herein shall have the meaning set out in the Declaration of Covenants, Conditions and Restrictions for McClelland Townhomes (the "Declaration") unless otherwise defined in these Bylaws.

ARTICLE 2. BOARD OF DIRECTORS

Section 2.1. Number and Qualification; Developer Control.

a. The administration of the Property and the Association shall be governed by a Board of Directors, consisting of three persons, each of whom shall be Members of the Association. If any Lot is owned by a partnership or corporation, any officer, partner or employee of that Lot Owner shall be eligible to serve as a Director and shall be deemed to be a Lot Owner for the purposes of the preceding sentence. Directors shall be elected by the Lot Owners. At any meeting at which Directors are to be elected, the Lot Owners may, by resolution, adopt specific procedures for conducting the elections, not inconsistent with these Bylaws.

b. After termination of the Developer control period provided for in the Declaration, the terms of at least one-third (1/3) of the Directors not appointed by the Declarant shall expire annually, as established in a resolution of the Lot Owners setting terms.

c. At any time after Lot Owners, other than the Declarant, are entitled to elect a Director, the Association shall call and give not less than ten (10) nor more than fifty (50) days' notice of a meeting of the Lot Owners for this purpose. Such meeting may be called and the notice given by any Lot Owner if the Association fails to do so.

Section 2.2. Powers and Duties. The Board of Directors may act in all instances on behalf of the Association, except as provided in the Declaration, these Bylaws or the laws of North Carolina. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association in accordance with its Charter, the Declaration and these Bylaws, which shall include, but not be limited to, the powers and duties to:

- a. Adopt, amend and enforce Bylaws and Rules and Regulations;
- b. Adopt and amend budgets for revenues, expenditures and reserves;

- c. Establish and collect Assessments from Lot Owners and perform all other acts and duties to be performed by the Association under the terms of the Declaration;
- d. Hire and discharge managing agents, employees and independent contractors;
- e. Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Declaration, Bylaws or Rules and Regulations in the Association's name on behalf of the Association or two or more Lot Owners on matters affecting the Property;
- f. Make contracts and incur liabilities, including borrowing money;
- g. Maintain, operate, repair, replace, improve and protect the Common Areas which are made the responsibility of the Association by the Declaration.
- h. Acquire, hold, encumber and convey in the Association's name any right, title or interest to real estate or personal property (the Declaration may require that the conveyance or encumbrance of Common Area be approved by the Lot Owners);
- * i. Impose a reasonable charge for late payment of Assessments and, after Notice and Hearing, levy a reasonable fine for a violation of the Declaration, Bylaws or Rules and Regulations of the Association;
- j. Provide for the indemnification of the Association's officers and Board of Directors and maintain directors and officers' liability insurance;
- k. Assign the Association's right to future income, including the right to receive Assessments;
- l. Purchase hazard and liability insurance;
- m. Exercise any other power that may be exercised in the state by a legal entity of the same type as the Association;
- n. Exercise any other power necessary and proper for the convenience and operation of the Association; and
- o. By resolution, establish committees of Directors, permanent and standing, to perform any of the above functions under specifically delegated administrative standards, as designated in the resolution establishing the committee. All committees must maintain and provide to the Board of Directors and Lot Owners records and written notice of their actions. Actions taken by a committee may be appealed to the Board of Directors by a Lot Owner within forty-five (45) days of publication of such notice, and such committee action must be ratified, modified or rejected by the Board of Directors at its next regular meeting.

Section 2.3. Standard of Care. In the performance of their duties, the officers and members of the Board of Directors shall be deemed to stand in a fiduciary relationship to the Association and the Lot Owners and shall discharge their duties in good faith, and with that diligence and care which ordinarily prudent men would exercise under similar circumstances in like positions.

Section 2.4. Removal of Directors. The Lot Owners, by a two-thirds (2/3rds) vote of all persons present and entitled to vote at any meeting of the Lot Owners at which a quorum is present, may remove any Director of the Board of Directors with or without cause.

Section 2.5. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Lot Owners, may be filled 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, in the following manner:

a. as to vacancies of Directors whom Lot Owners other than the Declarant elected, by a majority of the remaining such Directors constituting the Board of Directors;

b. as to vacancies of Directors whom the Declarant has the right to appoint, by the Declarant.

Section 2.6. Regular Meetings. The first regular meeting of the Board of Directors following each annual meeting of the Lot Owners shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Lot Owners at the meeting at which such Board of Directors shall have been elected. No notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, provided a majority of the Directors shall be present. The Board of Directors may set a schedule of additional regular meetings by resolution and no further notice is necessary to constitute such regular meetings, except such notice as may be required by the Declaration.

Section 2.7. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors on at least three (3) business days' notice to each Director. The notice shall be hand-delivered or mailed and shall state the time, place and purpose of the meeting.

Section 2.8. Meetings to Fix Annual Assessments and Special Assessments for Capital Improvements. Meetings pursuant to Article VII, Section 9 of the Declaration to fix Assessments may, upon giving of the required notice, be held at the annual meeting or at any special meeting of Lot Owners.

Section 2.9. Location of Meetings. All meetings of the Board of Directors shall be held within New Hanover County, North Carolina.

Section 2.10. Waiver of Notice. Any Director may waive notice of any meetings in writing. Attendance by a Director 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 and any business may be transacted at such meeting.

Section 2.11. Quorum of Directors. 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 the 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 may have been transacted at the meeting originally called may be transacted without further notice.

Section 2.12. Compensation. Directors shall serve without compensation but may be reimbursed by the Association for necessary expenses actually incurred in connection with his or her duties.

Section 2.13. Consent to Association Action. If all of the Directors or all of the committee members of a committee established for such purposes, as the case may be, severally or collectively consent in writing to any action taken or to be taken by the Association, such action shall be a valid Association 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.

ARTICLE 3. LOT OWNERS

Section 3.1. Annual Meeting. Annual meetings of Lot Owners shall be held on the date specified in the notice of such meeting. At such meeting, the Directors shall be elected by ballot of the Lot Owners, in accordance with the provisions of Article 2. The Lot Owners may transact other business at such meetings as may properly come before them.

Section 3.2. Special Meetings. Special meetings of the Lot Owners may be called by the President, by a majority of the members of the Board of Directors, or by Lot Owners comprising forty percent (40%) of the votes in the Association.

Section 3.3. Place of Meetings. Meetings of the Lot Owners shall be held at the Property, or may be adjourned to such suitable place in New Hanover County convenient to the Lot Owners as may be designated by the Board of Directors or the President.

Section 3.4. Notice of Meetings. Except to the extent otherwise provided in the Declaration, not less than ten (10) nor more than fifty (50) days in advance of a meeting, the Secretary or other officer specified in the Bylaws shall cause notice to be hand-delivered or sent prepaid by United States mail to the mailing address designated in writing by the Lot Owner. No action shall be adopted at a meeting except as stated in the notice.

Section 3.5. Waiver of Notice. Any Lot Owner may, at any time, waive notice of any meeting of the Lot Owners in writing, and such waiver shall be deemed equivalent to the receipt of such notice.

--Section 3.6. Adjournment of Meeting. At any meeting of Lot Owners a majority of the Lot 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 Lot Owners shall be as follows:

- a. Roll call;
- b. Proof of notice of meeting;
- c. Reading of minutes of preceding meeting;
- d. Reports;
- e. Establish number and term of members of the Board of Directors (if required and noticed);
- f. Election of Directors (when required);
- g. Ratification of budget (if required and noticed);
- h. Unfinished business; and
- i. New business.

Section 3.8. Voting.

a. If only one of several Owners of a Lot is present at a meeting of the Association, the Owner present is entitled to cast the vote allocated to the Lot. If more than one of the Owners are present, the vote allocated to the Lot may be cast only in accordance with the agreement of a majority in interest of the Owners. There is majority agreement if any one of the Owners cast the vote allocated to the Lot without protest being made promptly to the person presiding over the meeting by another Owner of the Lot.

b. The vote allocated to a Lot may be cast under a proxy duly executed by a Lot Owner. If a Lot is owned by more than one person, each Owner of the Lot may vote or register protest to the casting of a vote by the other Owners of the Lot through a duly executed proxy. A Lot Owner may revoke a proxy given under this section only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates one year after its date, unless it specifies a shorter term.

c. The vote of a corporation or business trust may be cast by any 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 bylaws of the owning corporation or business trust. The vote of a partnership may

be cast by any general partner of the owning partnership in the absence of express notice of the designation of a specific person by the owning 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. Votes allocated to a Lot owned by the Association may not be cast.

Section 3.9. Quorum. Except as otherwise provided in these Bylaws, or in the Declaration, a majority of the Lot Owners within the Development must be present in person or by proxy at any meeting of Lot Owners in order to constitute a quorum at such meeting.

Section 3.10. Majority Vote. The vote of a majority of the Lot Owners present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all Lot Owners for all purposes except where a higher percentage vote is required in the Declaration, these Bylaws, or the corporate laws of North Carolina.

ARTICLE 4. OFFICERS

Section 4.1. Designation. The principal offices of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer and Assistant Secretary, and such other officers as in its judgment may be necessary. The President and Vice President, but no other officers, need be Directors. Any two offices may be held by the same person, except the offices of President and Secretary. The office of Vice President may be held by the Treasurer.

Section 4.2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization 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, any officer may be removed, either with or without cause, and his or her successor may be elected 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 or she shall preside at all meetings of the Lot Owners and of the Board of Directors. He or she shall have all of the general powers and duties which are incident to the office of President of a non-profit corporation organized under the laws of the State of North Carolina, including but not limited to the power to appoint committees from among the Lot Owners from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. He or she may fulfill the role of Treasurer in the absence of the Treasurer. The President, as attested by the Secretary, may cause to be prepared and may execute amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.5. Secretary. The Secretary shall keep the minutes of all meetings of the Lot Owners and the Board of Directors. He or she shall have charge of such books and papers as the Board of Directors may direct and he or she shall, in general, perform all the duties incident to the office of Secretary of a non-profit corporation organized under the laws of the State of North Carolina. The Secretary may cause to be prepared and may attest to execution by the President of amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.6. Treasurer. The Treasurer shall have the responsibility for Association funds and securities 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 or she shall be responsible for the deposit of all monies and other valuable effects in such depositories as may from time to time be designated by the Board of Directors, and he or she shall, in general, perform all the duties incident to the office of Treasurer of a non-profit corporation organized under the laws of the State of North Carolina. He or she may endorse on behalf of the Association for collection only, checks, notes and other obligations, and shall deposit the same and all monies in the name of and to the credit of the Association in such banks as the Board of Directors may designate. He or she 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.

Section 4.7. Agreements, Contracts, Deeds, Checks, etc. All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by the President or Vice President of the Association or by such other person or persons as may be designated by the Board of Directors.

Section 4.8. Compensation. No officer of the Association shall receive compensation for acting as such but may be reimbursed by the Association for necessary expenses actually incurred in connection with his or her duties.

Section 4.9. Resale Certificates and Statements of Unpaid Assessments. The Treasurer, Assistant Treasurer, 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 statements of unpaid Assessments.

The Association may charge a reasonable fee for preparing and delivering statements of unpaid Assessments. The amount of this fee and the time of payment shall be established by resolution of the Board. The Association may refuse to furnish resale certificates and statements of unpaid Assessments until the fee is paid.

ARTICLE 5. ENFORCEMENT

Section 5.1. Abatement and enjoining of Violations by Lot Owners. The violation of any of the Rules and Regulations adopted by the Board of Directors, or the breach of any provision of the

Declaration shall give the Board of Directors the right, after Notice and Hearing, except in case of an emergency, in addition to any other rights set forth in these Bylaws:

a. to 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 defaulting Lot Owner, any structure, thing or condition (except for additions or alterations of a permanent nature that may exist therein) that is existing and creating a danger to the property, the Common Area or the Owners contrary to the intent and meaning of the provisions of the Declaration, and the Board of Directors shall not thereby be deemed liable for any manner of trespass; or

b. to enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any such breach.

Section 5.2. Fine for Violation. By resolution, following Notice and Hearing, the Board of Directors may levy a fine of up to \$150 for violations of the Declaration or Rules and Regulations.

ARTICLE 6. INDEMNIFICATION

The Directors and officers of the Association shall be entitled to indemnification as provided in Chapter 55A (the Non-Profit Corporation Act) of the North Carolina General Statutes, the provisions of which are incorporated herein by reference.

ARTICLE 7. RECORDS

Section 7.1 Records. The Association shall keep the following records:

a. An account for each Lot which shall designate the name and address of each Lot Owner, the name and address of each mortgagee who has given notice to the Association that it holds a mortgage on the Lot, the amount of each Assessment, the dates on which each Assessment comes due, the amounts paid on the account, and the balance due.

b. An account for each Lot Owner showing any other fees payable by the Lot Owner.

c. A record of any capital expenditures approved by the Board of Directors.

d. A record of the amount, and an accurate account of the current balance of any reserves for capital expenditures, replacement and emergency repairs, together with the amount of those portions of reserves designated by the Association for a specified project.

e. Balance sheets and income and expense statements of the Association.

f. The current operating budget.

g. A record of any unsatisfied judgments against the Association and the existence of any pending suits in which the Association is a defendant.

h. A record of insurance coverage provided for the benefit of Lot Owners and the Association.

i. Tax returns for state and federal income taxation.

j. Minutes of proceedings of Lot Owners, Directors, committees of Directors and waivers of notice.

Section 7.2. Examination. All records maintained by the Association shall be available for examination and copying by any Lot Owner, or by any holder of a security interest in 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.

ARTICLE 8. MISCELLANEOUS

Section 8.1. Notices. All notices shall be in writing. All notices to the Association or the Board of Directors shall be delivered to the office of the manager, or if there is no manager, to the office of the Association, or to the residence address of any member of the Board of Directors. Except as otherwise provided, all notices to any Lot Owner shall be sent to his or her address as it appears in the records of the Association. All notices to mortgagees shall be sent by registered or certified mail to their respective addresses, as designated by them from time to time, in writing, to the Association. 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 8.2. Fiscal Year. The Board of Directors shall establish the fiscal year of the Association.

Section 8.3. Waiver. No restriction, condition, obligation, or provision contained in these Bylaws 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 8.4. 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.

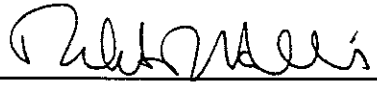
Section 8.5. Conflict. To the extent there is any conflict between the provisions of the Declaration and these Bylaws, the Declaration shall control.

Section 8.6 Amendment. So long as there is Class B membership on the Corporation, the amendment of these Bylaws must approved by HUD/VA if either of those agencies have approved the making, insuring or guaranteeing of loans within the Development.

Section 8.7 Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

The foregoing Bylaws are certified to be the Bylaws adopted by consent of the Directors of McClelland Townhomes Homeowners' Association, Inc., dated September ____, 1998.

McCLELLAND TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

By:  (SEAL)
Robert J. Hollis, President

**CONSENT TO
ACTION WITHOUT MEETING BY THE BOARD OF DIRECTORS OF
McCLELLAND TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.**

We, the undersigned, being all of the Directors of McClelland Townhomes Homeowners' Association, Inc., do hereby adopt the following resolutions for the purpose of completing the organization of the Corporation by signing our written consent, hereto:

ADOPTION OF BYLAWS

Resolved, that the Bylaws attached hereto as Exhibit A are hereby adopted as the Bylaws of the Corporation.

ELECTION OF OFFICERS

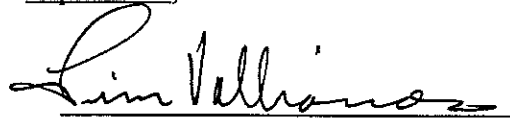
Resolved, that the following persons be, and they hereby are, elected as the officers of the Corporation to serve as such until their successors have been duly elected and qualified:

Robert J. Hollis	- President
Mark L. Maynard	- Vice President, Asst. Secretary
Lim Vallianos	- Secretary, Treasurer

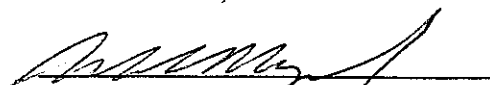
The officers of the Corporation are authorized to take charge of the business of the Association. The officers are further authorized to accept deeds to the Common Areas from the Developer and to incur the expenses to maintain said Common Areas for the benefit of the Association and its Members.

Resolved further, that these resolutions shall remain in effect until rescinded or modified by resolution of the Board of Directors of the Corporation.


This action is effective, this the 15th day of September, 1998.



Lim Vallianos, Director



Mark L. Maynard, Director



Walter O. Winter, Director