

BY-LAWS
OF
AUTUMN LAKE HOMEOWNERS ASSOCIATION, INC.

{Red Text indicates 2004 Amendment to By-Laws}

{Blue Text indicates Changes created by the Second Amendment to the By-laws in 2014}

ARTICLE I

NAME AND LOCATION. The name of the corporation is AUTUMN LAKE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 1744 Roswell Road, Suite 100, Marietta, Georgia 30062 but meetings of Members and Directors may be held at such places within the State of Georgia, County of Cobb, as may be designated by the Board of Directors.

WHEREAS, on July 15, 1993, the By-Laws of Autumn Lake Homeowners Association ("By-laws") were duly adopted; and

WHEREAS, Article XIII, Section 1 of the By-Laws provides that the By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments with there is a Class B membership; and

WHEREAS, there no longer is a Class B membership; and

WHEREAS, a majority of the quorum of Members present in person or by proxy have approved these amendments;

NOW, THEREFORE, the By-Laws of the Autumn Lake Homeowners Association, Inc. are hereby amended as follows:

All references in the By-Laws to the Autumn Lake Homeowners Association, Inc. are hereby deleted in their entirety and the words "ALHOA, Inc." are substituted therefor.

WHEREAS, on July 15, 1993, the By-Laws of ALHOA, INC. ("By-laws") were duly adopted; and

WHEREAS, on November 6, 2004, the By-Laws were duly amended; and

WHEREAS, Article IX, Section 8 of the amended By-Laws provides that the By-Laws may be amended at a regular meeting or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy with proper notices given; and

WHEREAS, a majority of the quorum of Members present in person or by proxy have approved these amendments at a duly called Association meeting;

NOW, THEREFORE, the By-Laws of ALHOA, Inc. are hereby further amended as follows:

ARTICLE II

DEFINITIONS

- Section 1. "Association" shall mean and refer to ~~Autumn Lake Homeowners Association, Inc., ALHOA, Inc.,~~ its successors and assigns.
- Section 2. "Property" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for Autumn Lake Subdivision, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
- Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.
- Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Area.
- Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- Section 6. "Declarant" shall mean and refer to Autumn Lake Partners, L.P., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.
- Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for Autumn Lake Subdivision applicable to the Property recorded or to be recorded in the Office of the Clerk of Superior Court of Cobb County, Georgia.
- Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

~~Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of seven o'clock, P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.~~

Article III, Section 1 of the By-Laws is hereby amended by deleting that Section in its entirety and substituting therefor the following:

Section 1. Annual Meetings. The regular annual meeting of the members shall be held in November of each year on a date and at an hour and place to be set by the Board of Directors. No annual meeting of the Association shall be set on a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

~~Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association of the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.~~

Article III, Section 3 of the By-Laws is hereby amended by deleting that Section in its entirety and substituting the following therefor:

Section 3. Notice of Meetings. The Secretary shall mail or deliver to each Owner of Lots of record or to the Lots a notice of each annual or special meeting of the Association at least twenty-one (21) days prior to each annual meeting and at least seven (7) days prior to each special meeting. The notice shall state the purpose of any special meeting, as well as the time and place where it is to be held. The notice of an annual meeting shall state the time and place of the meeting. If any Owner wishes notice to be given at an address other than his or her Lot, the Owner shall designate such other address by written notice to the Secretary. The mailing or delivering of a meeting notice as provide in this Section shall constitute proper service of notice.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Article III of the Bylaws is hereby amended by adding the following Section 6 thereto:

Section 6. Action Taken Without a Meeting. In the Board's discretion, any action that may be taken by the Association members at any annual, regular, or special meeting may be taken without a meeting by written consent, written ballot, or electronic vote, as provided below.

(a) Ballot. If the Board elects to propose a membership action by ballot in lieu of a meeting, then the Board must submit or deliver a written ballot to every member entitled to vote on the matter, and the ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. However, such requirement shall not apply to action by written consent in accordance with subsection (b) below, and only the Board may authorize action by ballot hereunder. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the Board in order to be counted. A written ballot may not be revoked. The Association shall maintain such ballots in its file for at least three (3) years.

(b) Written Consent. Approval by written consent in lieu of a meeting shall be valid only when the number of written consents received equals or exceeds the requisite majority of the voting power for such action. Executed written consents shall be included in the minutes or filed with the Association's records. If an action of the members is approved by written consent hereunder, the Board shall issue written notice of such approval to all members who did not sign written consents. Membership approval shall be effective ten (10) days after written notice is issued; provided, however, if the consent is to an amendment to the Declaration which must be recorded, the effective date shall be no earlier than the date of recording of such amendment. It shall not be necessary to follow the procedural requirements of subsection (a) above to take action by written consent under this subsection (b).

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Article IV, Section 1 of the By-Laws is hereby amended by deleting therefrom the phrase "five (5)" and substituting therefor the phrase "seven (7)."

Section 1. Number. The affairs of this Association shall be managed by a Board of not more than ~~five (5)~~ seven (7) nor less than three (3) Directors, who need not be Members of the Association.

Section 2. Term of Office. At the first annual meeting and at each annual meeting thereafter, the Members shall elect directors to serve for a term of one year, and until a successor shall be elected and shall qualify.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association.

The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among the Members or Non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hours as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES FO THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default t in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

Article VII, Section 1 (c) of the By-Laws is hereby amended by adding the "in accordance with these By-Laws, the Articles of Incorporation, the Declaration and the Georgia non-profit corporate code" in between the words "Association" and "and not" therein.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association **in accordance with these By-Laws, the Articles of Incorporation, the Declaration and the Georgia**

non-profit corporate code and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, and independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) Supervise all the officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

1. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

3. ~~foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.~~

Article VII, Section (2)(c)(3) is hereby deleted in its entirety and the following is substituted therefor:

(3) enforce the collection of delinquent assessments as further provided in the Declaration.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

Article VII, Section 2(c)(g) is hereby amended by adding the words "in a manner consistent with the Community -Wide standard" to the end thereto.

(g) Cause the Common Area to be maintained **in a manner consistent with the Community -Wide standard.**

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

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

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their address, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration and a Nomination Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

~~ARTICLE X~~

~~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. The Declaration, the Articles of Incorporation and the By-Laws 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 X is hereby deleted in its entirety and the following is substituted therefore:

ARTICLE X

BOOKS AND RECORDS

All Members of the Association and any institutional holder of a first mortgage shall be entitled to inspect the following records at a reasonable time and location specified by the Association, upon written request at least five (5) business days before the date on which the Member wishes to inspect and copy:

- (i) its Articles or restated Articles of Incorporation and all amendments to them currently in effect;
- (ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (iii) resolutions adopted by either its Members or Board of Directors increasing or decreasing the number of directors or the classification of directors, or relating to the characteristics, qualifications, rights, limitations, and obligations of Members or any class or category of members;
- (iv) resolutions adopted by either its Members or Board of Directors relating to the characteristics, qualification, rights, limitations, and obligations of Members or any class or category of Members;
- (v) the minutes of all meetings of Members and records of all actions approved by the members for the past three (3) years;

(vi) all written communications to Members generally within the past three (3) years, including the financial statements furnished for the past three (3) years; (vii) a list of the names and business or home addresses of its current directors and officers; and

(viii) its most recent annual report delivered to the Secretary of State.

A Member may inspect and copy the following records upon written notice at least five (5) business days before the date on which the member wishes to inspect and copy only if the Member's demand is made in good faith and for a proper purpose that is reasonably relevant to the Member's legitimate interest as a Member; the member describes with reasonable particularity the purpose and the records the member desires to inspect; the records are directly connected with this purpose; and the records are to be used only for the stated purpose:

(i) excerpts from minutes of any Board meeting, records of any action of a committee of the Board while acting in place of the Board on behalf of the Association, minutes of any meeting of the Members, and records of action taken by the Members or the Board without a meeting, to the extent not subject to inspection under subsection 9(a);

(ii) accounting records of the Association; and

(iii) the membership list only if for a purpose related to the Member's interest as a Member. Without the consent of the Board, a membership list or any part thereof may not be: used to solicit money or property unless such money or property will be used solely to solicit the votes of the Members in an election to be held by the Association; used for any commercial purpose; or sold to or purchased by any person.

The Association may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to the Member.

ARTICLE XI

ASSESSMENTS

~~As more fully provide in the Declaration, each Member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 6 percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provide for herein by nonuse of the Common Area or abandonment of his lot.~~

Article XI of the By-laws is hereby deleted in its entirety and the following is substituted therefor:

ARTICLE XI

Rule Making and Enforcement

Section 1. Authority and Enforcement. The Property shall be used only for those uses and purposes set out in the Declaration. The Board of Directors shall have the authority to make, modify, repeal and enforce reasonable rules and regulations governing the conduct, use, and enjoyment of Lots and the Common Areas. Copies of all such rules and regulations shall be furnished to all Owners and Occupants and/or posted on an Association website. Any rule or

regulation may be repealed by the affirmative vote or written consent of a Majority of the total Association vote at an annual or special meeting of the membership.

Every Member and Occupant of a Member Lot shall comply with the Declaration, Bylaws and rules and regulations of the Association, and any lack of compliance shall entitle the Association and, in an appropriate case, one or more aggrieved Members, to take action to enforce the terms of the Declaration, Bylaws or rules and regulations.

The Board shall have the power to impose reasonable fines, which shall constitute a lien upon the Owner's Lot, and to suspend an Owner's right to vote or to use the Common Areas for violation of any duty imposed under the Declaration, these Bylaws, or any Association rules and regulations; provided, however, nothing herein shall authorize the Association or the Board to deny ingress and egress to or from a Lot. If any Occupant violates the Declaration, Bylaws or Association rules and a fine is imposed, the fine may be imposed against the Owner and/or Occupant, subject to Section 2 below. The failure of the Board to enforce any provision of the Declaration, Bylaws, or any rule or regulation shall not be deemed a waiver of the right of the Board to do so thereafter.

In any enforcement action taken by the Association under this Article IX, to the maximum extent permissible, all costs incurred by the Association in abating a violation or otherwise taking action to enforce the Declaration, Bylaws or Association rules, including reasonable attorney's fees actually incurred, may be assessed against the violating Owner and/or Occupant.

Section 2. Fining and Suspension Procedure. The Board shall not impose a fine or suspend the right to vote or to use the Common Areas, unless and until the Association has sent or delivered written notice to the violator as provided in subsection (a) below. However, compliance with this Section 2 shall not be required for the following: (i) late charges on delinquent assessments, or (ii) suspension of voting rights if an Owner is shown on the Association's records to be more than thirty (30) days delinquent in any payment due the Association, in which case suspension of the right to vote shall be automatic.

(a) Notice. If any provision of the Declaration or Bylaws or any Association rule is violated, the Board shall send the violator written notice identifying the violation and fine(s) and/or suspension(s) being imposed and advising the violator of the right to request a hearing before the Board to contest the violation or the fine(s) and/or suspension(s) or to request reconsideration of the fine(s) and/or suspensions. Fines and suspensions may be effective or commence upon the sending of such notice or such later date specified in such notice, notwithstanding the violator's right to request a hearing before the Board to challenge the fine(s) and/or suspension(s). In the event of a continuing violation, each day the violation continues or occurs again constitutes a separate offense, and fines may be imposed on a per diem basis without further notice to the violator.

(b) Hearing. If a written request for hearing is received from the violator within ten (10) days of the date of the violation notice provided above, then the Board shall schedule and hold in executive session a hearing affording the violator a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing. The Board may establish rules of conduct for such hearing, which may include limits on time and on the number of participants who may be present at one time. Failure to request a timely hearing as provided herein shall result in loss of the right to challenge and request reconsideration of the fines.

Section 3. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association, acting through the Board, may elect to enforce any provision of the Declaration, the Bylaws, or the rules and regulations by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity for compliance with the procedure set forth in Section 2 of this Article.

The Association or its duly authorized agent shall have the power to enter a Lot or upon any portion of the Common Areas to abate or remove, using such force as may be reasonably necessary, any structure, thing or condition

which violates the Declaration, the Bylaws, or the rules and regulations. Except in emergency situations or situations involving repeat violations for which notice hereunder already has been given, or as otherwise specified in the Declaration, entry onto a Lot to abate or remove a violation shall be made only after fourteen (14) days written notice to the violating Member. All costs of self-help or of otherwise enforcing the Declaration, Bylaws or Association rules, including reasonable attorney's fees actually incurred by the Association, shall be assessed against the violating Member and his or her Lot. Additionally, the Association shall have the authority to record in the Cobb County land records a notice of violation identifying an uncured violation of the Declaration, Bylaws or rules and regulations regarding the Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: ~~Autumn Lake Homeowners Association, Inc.~~ ALHOA, Inc.

ARTICLE XIII

AMENDMENTS

~~Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.~~

~~Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.~~

ARTICLE XIV

MISCELLANEOUS

~~The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.~~

Articles XIII and XIV of the By-Laws are hereby deleted in their entirety and the following Article XIII is substituted therefor:

Article XIII.

Miscellaneous

Section 1. Notices. All notices, demands, bills, statements or other communications given under these Bylaws or the Declaration shall be in writing and, unless prohibited under these Bylaws or the Declaration, shall be given: (1) by personal delivery to the addressee; (2) by United States mail, first class, postage prepaid; (3) by electronic mail or other electronic document; or (4) via facsimile.

Notice sent by one of the methods described above shall be deemed to have been duly given:

(a) If to a Member Lot, at the mailing address, electronic mail address or facsimile number which the Member has designated in writing and filed with the Secretary, or if no such address has been designated, at the address of the Lot of such Member;

(b) If to an Occupant of a Member Lot, to the address of the Lot occupied and/or the electronic mail address or facsimile number which the Occupant has designated in writing and filed with the Secretary; or

(c) If to the Association, the Board, or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other mailing address, electronic mail address or facsimile number as shall be designated in writing and approved for use by the Association's Board of Directors

Section 2. Severability. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these Bylaws or the Declaration.

Section 3. Captions. The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision thereof.

Section 4. Gender and Grammar. The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.

Section 5. Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on December 31 or as may be otherwise set by Board resolution.

Section 6. Conflicts. The duties and powers of the Association shall be those set forth in the Georgia Nonprofit Corporation Code, the Declaration, these Bylaws, and the Articles of Incorporation, together with those reasonably implied to affect the purposes of the Association. If there are conflicts or inconsistencies between such, then the provisions of the Georgia Nonprofit Corporation Code (as may be applicable), the Declaration, the Articles of Incorporation and these Bylaws, in that order, shall prevail, and each Member with voting rights, by acceptance of a deed or other conveyance therefor, covenants to vote in favor of such amendments as will remove such conflicts or inconsistencies.

Section 7. Amendment. Except where a higher vote is required for action under a particular provision of the Declaration or Bylaws, these Bylaws may be amended at a regular meeting or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy. Notice of a meeting, if any, at which an amendment will be considered shall state that fact and the subject matter of the proposed amendment. No amendment shall become effective until it is certified by the President and Secretary of the Association. Any amendment so certified shall be conclusively presumed to have been duly adopted in accordance with the Declaration and Bylaws. Members whose voting rights have been suspended pursuant to the Declaration or these Bylaws shall not be counted as eligible votes toward the amendment requirement.

If legal action is not instituted to challenge the validity of an amendment within one (1) year of the adoption of the amendment, then such amendment shall be presumed to be validly adopted. No action to challenge any such amendment may be brought after such time.

IN WITNESS WHEREOF, we, being all of the directors of the ~~Autumn Lake Homeowners Association, Inc.~~ ALHOA, Inc. have hereinto set our hands this 15th day of July, 1993.

Signed, sealed and delivered
in the presence of:

Kim (Bear)
Witness

[Signature] (SEAL)
W. David Knight

Ramon C. Meis
Notary Public
Notary Public, Gwinnett County, Georgia
My Commission Expires March 24, 1997
[NOTARIAL SEAL]

[Signature] (SEAL)
Keith A. Davidso

[Signature] (SEAL)
Claudia Jessup