

BYLAWS
OF
DUTCHMAN'S PIPE ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is DUTCHMAN'S PIPE ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 16 Canvasback Point, Greensboro, Guilford County, North Carolina, 27455 but meetings of members and directors may be held at such places within the State of North Carolina, County of Guilford, as may be designated by the Executive Board.

ARTICLE II

DEFINITIONS

SECTION 1. "Association" shall mean and refer to DUTCHMAN'S PIPE ASSOCIATION, INC., its successors and assigns.

SECTION 2. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property, but excluding those having such interest merely as security for the performance of an obligation.

SECTION 3. "Property" shall mean and refer to that certain real property described in the Declaration (defined below), and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

SECTION 4. "Section Common Elements" or "Section Common Area" shall mean all real property and interests in real property (including easements and open spaces) owned by the Association for the common use and enjoyment of the Owners.

SECTION 5. "Member" shall mean and refer to those persons or entities entitled to membership with voting rights as provided in the Declaration, Articles of Incorporation and in Article III of these Bylaws.

SECTION 6. "Declarant" shall mean and refer to Gary Jobe Builder, Inc., a North Carolina corporation, its successors and assigns.

SECTION 7. "Lot" shall mean and refer to any numbered parcel or plot of land shown upon any recorded subdivision map of the Property, with the exception of Section or Master Association Common Area.

SECTION 8. "Declaration" shall mean and refer to any Declaration of Covenants, Conditions and Restrictions applicable to the Property recorded in the Office of the Register of Deeds of Guilford County, North Carolina.

SECTION 9. "LSOF" shall mean LSOF Partners X, L.P., a Texas limited partnership.

Except as specifically stated herein, terms used in these Bylaws shall have the same meaning given such terms in Section 47F-1-103 of the North Carolina General Statutes.

ARTICLE III

MEMBERSHIP AND PROPERTY RIGHTS

SECTION 1. MEMBERSHIP. Every Owner of a Lot which is subject to a lien for assessments shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment. The voting rights of the Members shall be as provided in the Articles of Incorporation and the Declaration. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote or votes for such Lot shall be exercised as they among themselves determine, but in no event shall more votes be cast with respect to any Lot than the number provided in the Declaration and in the Articles of Incorporation. If a Lot is owned by two or more co-owners and only one of the co-owners is present at a meeting of the Owners, the co-owner who is present is entitled to cast all the votes allocated to that Lot. If more than one of the co-owners are present, the votes allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the multiple co-owners. Majority agreement is conclusively presumed if any one of the co-owners casts the votes allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other co-owners of the Lot. The President of the Association shall have the authority to require that such multiple Owners of a Lot file a Certificate with the Secretary of the Association, signed by all of the Owners, designating the person entitled to cast the vote or votes for such Lot. Such Certificate shall be valid until revoked by a subsequent Certificate. If such Certificate is not filed when required, the vote of such Owners shall not be considered in determining the requirements for a quorum or for any other purpose.

SECTION 2. PROPERTY RIGHTS. Each Member shall be entitled to the use and enjoyment of the Section Common Area as provided in the Declaration. Any Owner may delegate his right of enjoyment to the Section Common Area to the members of his "immediate family" (as that term is defined in Article VIII, Section 1(b) of the Declaration), to his guests, and to other occupants permitted under the terms of Article VIII, Section 1, of the Declaration, subject to such rules and regulations as may be established from time to time by the Association. Such Member shall notify the secretary of the Association in writing of

the name of the delegate. The rights and privileges of such delegates are subject to suspension to the same extent as those of the Member.

ARTICLE IV

MEETINGS 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 at such time and place as the Executive Board may prescribe.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Members may be called at any time by the president or by the Executive Board or upon written request of the Members who are entitled to vote one-tenth (1/10) 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 fifteen (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 for 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. Waiver by a Member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such 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 Bylaws. 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. The joinder of a Member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purposes of determining a quorum.

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 V

EXECUTIVE BOARD: SELECTION: TERM OF OFFICE

SECTION 1. NUMBER. The affairs of this Association shall be managed by a Board of at least three (3), but not more than five (5), directors who need not be Members of the Association. The number of directors within the above-described limits shall be determined by the Executive Board.

SECTION 2. TERM OF OFFICE. Subject to the provisions of Article VI, Section 1, at the first annual meeting the Members shall select two (2) directors for a term of two (2) years and one (1) director for a term of one (1) year; and at each annual meeting thereafter the Members shall elect directors for a term of two (2) years.

SECTION 3. REMOVAL. Any director, other than those selected by LSOF, 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 VI

NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. NOMINATION AND ELECTION OF DIRECTORS BY LSOF. So long as LSOF shall have the right to select and designate a majority of the Executive Board as provided in the Declaration, election of directors shall be conducted in the following manner:

(a) LSOF shall, at the beginning of the election of the Executive Board, designate and select a majority of the members of the Executive Board in accordance with the provisions of these Bylaws, and upon such designation and selection of LSOF by written instrument presented to the meeting at which such election is held, said individuals so designated and selected by LSOF shall be deemed and considered for all purposes directors of the Association, and shall thenceforth perform the offices and duties of such directors until their successors shall have been selected or elected in accordance with the provisions of these Bylaws.

(b) At the first Annual Meeting of the Association, LSOF shall have the right to designate and select two (2) directors whose term of office shall be established at two (2) years and one (1) director whose term of office shall be established at one (1) year.

(c) Vacancies in the Executive Board may be filled until the date of the next Annual Meeting by the remaining directors, except that should any vacancy in the Executive Board be created in any directorship previously filled by any person designated and selected by LSOF, such vacancy shall be filled by LSOF designating and selecting, by written instrument delivered to any officer of the Association, the successor director to fill the vacated directorship for the unexpired term thereof.

(d) LSOF shall have the absolute right at any time, in its sole discretion, to replace such person or persons that it has appointed to the Executive Board with another person or persons to serve on said Executive Board. Replacement of any person or persons designated by LSOF to serve on any Executive Board of the Association shall be made by written instrument delivered to any officer of the Association, which instrument shall specify the name or names of the person or persons to be replaced and the name or names of the person or persons designated as successor or successors to the persons so removed from said Executive Board. The removal of any director and designation of his successor shall be effective immediately upon delivery of such written instrument by LSOF to any officer of the Association.

SECTION 2. NOMINATION AND ELECTION OF DIRECTORS AFTER LSOF'S RIGHT TO APPOINT BOARD EXPIRES.

(a) Nomination for election to the Executive Board 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 Executive Board, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Executive Board prior to each annual meeting to serve until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Executive Board 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 Members or non-members.

(b) Election to the Executive Board 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 VII

MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS. Regular meetings of the Executive Board shall be held at such time and place and with such notice as shall be determined by resolution of a majority of the directors.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Executive Board 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. The joinder of a director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.

SECTION 4. WAIVER OF NOTICE. Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

ARTICLE VIII

POWERS AND DUTIES OF THE EXECUTIVE BOARD

SECTION 1. POWERS. The Executive Board shall have power to:

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

(b) suspend the voting rights and right to the use of any recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment, dues, fine or charge 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;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

(d) declare the office of a member of the Executive Board, other than a director selected by LSOF, to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Executive Board;

(e) contract for the management of the Section Common Area, other Maintained Improvements and the Association and to delegate to such contractor all of the powers and duties of the Association, except those which may be required by the Declaration to have approval of the Executive Board or membership of the Association; provided, however, that any such management agreement shall not exceed a period of one (1) year from its effective date (but may be renewed by agreement of the parties for successive one-year periods), and shall be terminable for cause upon thirty (30) days written notice thereof; and

(f) employ attorneys to represent the Association when deemed necessary.

SECTION 2. DUTIES. It shall be the duty of the Executive Board to:

(a) cause to be kept a complete record of all of its acts and corporate affairs;

(b) supervise all 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 (maximum and actual) 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 property 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;

(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 insurance covering the Association, its directors, officers, agents and employees and procure and maintain adequate hazard insurance on the real and personal property interests owned by the Association;

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

(g) cause the Section Common Area to be maintained as set forth in the Declaration.

ARTICLE IX

OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICERS. The officers of this Association shall be a president and one vice-president, who shall at all times be members of the Executive Board, a secretary, assistant secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create, including additional vice-presidents who need not be members of the Executive Board.

SECTION 2. ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Executive Board 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 or she 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 by giving written notice to the Board, the president or 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. DUTIES. The duties of the officers are as follows:

(a) **President.** The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Executive Board; shall see that orders and resolutions of the Board are carried out; may sign all leases, mortgages, deeds and other written instruments and shall sign all checks and promissory notes.

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act; may, together with the secretary or assistant secretary, sign leases, mortgages, deeds and other instruments of conveyance; and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary and Assistant Secretary. 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 Association together with their addresses, and shall perform such other duties as required by the Board. The assistant secretary shall assist the secretary and act in the place and stead of the secretary in the event of his or her absence.

(d) Treasurer. 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 Executive Board; 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 an independent certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE X

COMMITTEES

The Executive Board shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Executive Board shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

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, and any Institutional Lender, as that term is defined in the Declaration. The Declaration, the Articles of Incorporation and the 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 XII

ANNUAL BUDGET; ASSESSMENTS

SECTION 1. ANNUAL BUDGET. Unless otherwise determined by the Executive Board, an annual budget for the Association for the next year shall be presented at the annual meeting of the Owners. Within thirty (30) days after adoption of a proposed budget, the Executive Board shall provide to all Owners a summary of the budget and a notice of the meeting to consider ratification of the budget, including a statement that the budget may be ratified without a quorum. The Executive Board shall set a date for a meeting of the Owners to consider ratification of the budget, such meeting to be held not less than ten (10) nor more than sixty (60) days after mailing of the summary and notice. There shall be no requirement that a quorum be present at the meeting. The budget is ratified unless at that meeting a majority of all the Owners rejects the budget. In the event the proposed budget is rejected, the periodic budget last ratified by the Owners shall be continued until such time as the Owners ratify a subsequent budget proposed by the Executive Board.

SECTION 2. ASSESSMENTS. As more fully provided in the Declaration, each Member is obligated to pay to 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 twelve percent (12%) 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 property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of the assessments. No Owner may waive or otherwise escape liability for the assessments provided for herein by non- use of the Section Common Area or abandonment of his Lot.

ARTICLE XIII

FINES, SUSPENSION OF PRIVILEGES AND ADJUDICATORY HEARINGS

The Executive Board shall have the power to impose reasonable charges for late payment of assessments and, after notice and an opportunity to be heard, suspend privileges or services provided by the Association (except rights of access to an Owner's Lot) during any period that assessments or other amounts due and owing to the Association remain unpaid for a period of thirty (30) days or longer. Further, the Executive Board shall have the power, after notice and an opportunity to be heard, to impose reasonable fines or suspend privileges or services provided by the Association (except rights of access to an Owner's Lot) for reasonable periods for violations of the Master Declaration, Section Declaration, these Bylaws, or any rules and regulations of the Association. A hearing shall be held before an adjudicatory panel appointed by the Executive Board to determine if any Owner should be fined or if privileges or services should be suspended pursuant to such powers. If the Executive Board fails to appoint an adjudicatory panel to hear such matters, hearings shall be held before the Executive Board. the Owner charged shall be given notice of the charge,

opportunity to be heard and to present evidence, and notice of the decision. If it is decided that a fine should be imposed, a fine not to exceed One Hundred Fifty Dollars (\$150.00), or such greater amount allowed by law, may be imposed for the violation, and without further hearing, for each day after the decision that the violation occurs. Such fines shall be assessments secured by liens under the Master Declaration. If it is decided that a suspension of privileges or services should be imposed, the suspension may be continued without further hearing until the violation or delinquency is cured.

ARTICLE XIV

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: DUTCHMAN'S PIPE ASSOCIATION, INC., NORTH CAROLINA.

ARTICLE XV

AMENDMENTS

SECTION 1. These Bylaws 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.

SECTION 2. In the case of any conflict between the Articles of Incorporation and the Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XVI

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.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting _____ Secretary of DUTCHMAN'S PIPE ASSOCIATION, INC., a North Carolina corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Executive Board thereof, held on the ____ day of _____, 1999.

Secretary

(CORPORATE SEAL)