

BY-LAWS

COPY

OF

PATRICK HENRY ESTATES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I

NAME AND OBJECTIVE OF CORPORATION

Section 1. NAME This Corporation shall be known as Patrick Henry Estates Homeowner's Association, Inc., hereinafter called the "Association".

Section 2. OBJECTIVES The objectives of the Association shall be to maintain the roads situated in the Patrick Henry Estates Subdivision for the benefit of the property owners in the subdivision. Further, the Association shall act in accordance with Article 3 of the Articles of Incorporation of the Patrick Henry Estates Homeowner's Association, Inc.

ARTICLE II

MEMBERSHIP

Section 1. MEMBERSHIP The membership of the Association shall be limited to all persons who purchase a lot in the Patrick Henry Estates Subdivision.

Section 2. LOT OWNER Each owner, or joint or common owner, of a lot in the Patrick Henry Estates Subdivision shall be a member of the Association.

Section 3. ANNUAL PROPERTY MAINTENANCE CHARGE FEE The owner(s) of each lot shall pay to the Association an annual property maintenance charge which owners of all lots in the Patrick Henry Estates Subdivision are required to pay in accord-

ance with the provisions of the Reservations and Restrictive Covenants applicable to the subdivision. The annual property maintenance charge shall include but not be limited to the costs of maintaining the roads in the subdivision, not to exceed \$100.00 annual average common expense per lot, exclusive of optional user fees and any insurance premiums paid by the Association, as adjusted pursuant to the provisions of West Virginia Code 36B-1-114.

Section 4. The annual Association dues shall be established on a yearly basis at the annual meeting of the Association. No further assessments may be made unless specifically approved by the Association at a Special Meeting of said Association called pursuant to the Articles of Incorporation of the Patrick Henry Estates Homeowner's Association, Inc., and these By-Laws.

Section 5. In the event of default by any member in paying to the Association the annual property maintenance charge, such charge shall become a lien upon the member's property as provided in the Reservations and Restrictive Covenants for Patrick Henry Estates Subdivision. Each lot owner in default shall be obligated to pay interest at the highest legal rate allowed by law and such common charges from the due date thereof as determined by the Association, together with all expenses, including reasonable attorney fees, incurred by the Association in any proceedings brought to collect such unpaid common charges.

Section 6. VOTE Each member shall have one vote, in person or by proxy at the meeting of the members; provided, however,

that if two or more members have or hold common or joint membership to any lot in the Patrick Henry Estates Subdivision, only one vote shall be cast for each lot with common or joint ownership. The designation of any proxy shall be made in writing to the Secretary of the Association, and shall be revocable at any time by written notice to the Secretary by the member or members so designated.

ARTICLE III

Section 1. The officers of the corporation shall also serve as four (4) of its five (5) directors on the Board of Directors.

Section 2. OFFICERS The officers of the Association shall consist of a President, Vice-President, Secretary and a Treasurer, elected as provided in Section 1 of Article V of these By-Laws, and in the Articles of Incorporation of the Patrick Henry Estates Homeowner's Association, Inc.

Section 3. PRESIDENT AS COMMITTEE MEMBER The President shall be a member, ex officio of all committees.

Section 4. The officers of the Association must be members of the Association and shall be elected at the annual meeting of the members of said Association. The term of each officer and the Directors shall be for two years.

ARTICLE IV

MEETINGS

Section 1. ANNUAL MEETING OF MEMBERS The annual meeting of members of the Association shall be held at a date as selected by the membership at a previous annual meeting.

Section 2. SPECIAL MEETING OF THE ASSOCIATION Special meetings of the Association members may be called by the President, or upon request of ten (10) members to the President made in writing. Notice of the meeting shall be mailed to each member at least fifteen (15) days prior to the date of the said special meeting. Said notice shall state the time and place of the meeting and shall also state the purpose of said special meeting. At such special meeting there shall only be considered such business as is specified in the notice of meeting.

Section 3. QUORUM FOR MEMBERS OF MEETING At all meetings of the Association, either special or regular, the representation, in person by owners or by proxy, of 51% of the Lots in the Subdivision at any annual meeting shall constitute a quorum for the conduct of business.

Section 4. LACK OF QUORUM If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour set by him. The members present at a duly called or held meeting at which quorum was once present may continue to do business at the meeting notwithstanding the withdrawal of enough members to leave less than a quorum. The required quorum at any subsequent meeting set by the President shall be one-half (1/2) of the required quorum at the preceding meeting.

Section 5. ORDER OF BUSINESS At all meetings of the Association, the order of business shall be as follows:

- (a) Reading of Minutes of immediate prior meeting for information and approval.

- (b) Reports of Officers.
- (c) Reports of Committees.
- (d) Unfinished business.
- (e) New business.
- (f) Reading and approval of Minutes of meeting just had, if requested.

Section 6. SPECIFIC LOCATION Meetings of the Association shall be held at a suitable place convenient to the members and such a place shall be specified in the notice of meeting.

ARTICLE V

Section 1. ELECTIONS The term of an officer and directors of the Association shall be two (2) years and they shall be elected by majority vote of Lots represented at the annual meeting of the Association. No member may serve more than two (2) consecutive terms.

Section 2. VACANCIES If a vacancy occurs among the officers, the Board of Directors shall fill said vacancy for the remainder of said officer's term.

Section 3. REMOVAL Any officer may be removed from office for cause, by the vote of members of the Association constituting 75% of the Lots represented at a regular or special meeting of the Association.

Section 4. NOMINATION At least one (1) month before the election meeting, at his/her option, the President may appoint a Nominating Committee of three (3) members of the Association whose duty it will be to nominate the officers. Sole or

additional nominations may be made by any members of the Association at the election meeting.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. PRESIDENT The President shall preside at all meetings of the Association and shall appoint such committees as he or the Association shall consider expedient or necessary.

Section 2. VICE-PRESIDENT In the absence of the President, the Vice-President shall perform his duties, and in the absence of both the President and Vice-President, the Treasurer shall preside and assume the duties of President. The Vice-President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Association.

Section 3. SECRETARY The Secretary shall keep the Minutes of all meetings of the Association and shall, if requested, read such Minutes at the close of each meeting for approval if possible, and shall mail out all notices for meetings of the Association. He/she shall perform such other duties as may be required of him/her by the By-Laws, the President or the Association.

Section 4. TREASURER The Treasurer shall have the charge of all receipts and monies of the Association, deposit them in the name of the Association in a bank approved by the Association, and disburse funds as ordered or authorized by the Association. He/she shall keep regular accounts of his/her

receipts and disbursements, submit his/her record when requested, and give an itemized statement at regular meetings of the Association. He/she, or the President or Vice-President, may sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts.

Section 5. EXECUTION OF INSTRUMENTS The President, Secretary or the Treasurer, shall, on being said directed by the Association, sign all leases, contracts or other instruments in writing, provided, however, that these powers are subject to the provisions of Article X of the Articles of Incorporation of Patrick Henry Estates Homeowner's Association, Inc.

ARTICLE VII

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1. MANAGEMENT OF ASSOCIATION The officers of the Association acting in the form of a Board of Directors shall have general charge and management of affairs, funds, and property of the Association. Said Board of Directors shall have full power, and it shall be their duty to carry out the purposes of the Association according to its Articles of Incorporation and By-Laws.

Section 2. The Board of Directors may make reasonable rules for the conduct of the members and their guests for the use of Association property and facilities not provided for in these By-Laws, the Reservations and Restrictive Covenants applicable to the Patrick Henry Estates Subdivision, the Articles of Incorporation of the Patrick Henry Estates Homeowner's

Association, Inc., or the individual deeds or deeds of members for lots in the Patrick Henry Estates Subdivision.

Section 3. ANNUAL PROPERTY MAINTENANCE CHARGE FEE The Board of Directors shall have the power to collect the annual property maintenance charge fee for which members and owners of lots in Patrick Henry Estates Subdivision are required to pay in accordance with the provisions of the Reservations and Restrictive Covenants applicable to Patrick Henry Estates Subdivision, and to impose and enforce any lien or encumbrance provided for in said Reservations and Restrictive Covenants.

Section 4. The Board of Directors, at their discretion, shall set times and dates for meetings of the Board as agreed by a majority of the Board. There shall be no need for formal written notice of the meetings but rather, it will be left to the President of the Association, who shall be the Chairman of the Board of Directors, to schedule meetings of the Board when necessary.

ARTICLE VIII

COMPENSATION OF DIRECTORS

Neither the officers nor members serving on Committees shall receive any salary or compensation for services rendered to the Association.

ARTICLE IX

NOTICES

All notices to members shall be mailed to their addresses as given on the books of the Association, and such mailing shall constitute presumptive evidence of service thereof.

ARTICLE X

LIABILITY OF OFFICERS

Section 1. LIABILITY The officer of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The members of the Association shall indemnify and hold harmless each of the officers against any contractual liability to others arising out of contracts made by the officers on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles of Incorporation or of these By-Laws. It is intended that the officers shall have no personal liability with respect to any contract made by them on behalf of the Association. It is also intended that any liability of any member of the Association arising out of any contract made by said officers either individually, pursuant to authority provided hereunder, or acting as a group in the form of the Board of Directors, or out of the aforesaid indemnity in favor of such officers, shall be limited to such proportion of the total liability thereunder as this membership bears to the entire membership in the Association.

ARTICLE XI

CORPORATE BUSINESS RECORDS

Section 1. The corporate business records of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

ARTICLE XII

PARLIAMENTARY RULES

Roberts Rules of Order shall govern the conduct of the Association meetings when not in conflict with these By-Laws.

ARTICLE XIII

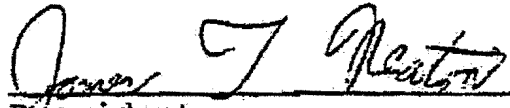
AMENDMENTS TO BY-LAWS

Section 1. PROPOSAL Amendments to these By-laws may be proposed by a majority of the Lots represented at an Association meeting, whether meeting as members or by instrument in writing signed by them.

Section 2. ADOPTION Amendment to these By-Laws may be adopted only by a two-thirds vote of a quorum of the Lots represented at a regular or special meeting of the Association (i.e. two-thirds of 51% of the Lots represented) provided that notice of the proposed amendment has been stated in the call for the meeting.

Date Adopted: _____, 1990.

We, the below-signed officers and directors of Patrick Henry Estates Homeowner's Association, Inc., do hereby approve the By-Laws of the corporation as adopted this _____ day of _____, 1990.

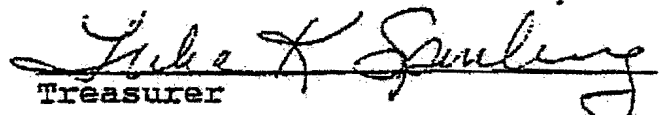


President



Vice-President

Secretary



Treasurer

Director