

**BYLAWS OF
STAR CREEK PROPERTY OWNERS ASSOCIATION, INC.**

A Nonprofit Corporation

These bylaws are the bylaws of the Association, which is the corporation created by Articles of Incorporation filed with the Secretary of State of Georgia on January _____, 2005. Any references herein to the "Subdivision" shall mean "Star Creek" subdivision in Fannin County, Georgia.

ARTICLE ONE

All meetings of members (property owners) shall be held at such place within or without the State of Georgia as may be from time to time fixed by the board of directors or as shall be stated in the notice of meeting or in a duly executed waiver of notice thereof, or at the Association's registered office if not so fixed or stated.

Written notice of a meeting stating the place, day and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days nor more than thirty (30) days before the date of the meeting.

The holders of more than 50% of the interests entitled to vote, present in person or by proxy, shall constitute a quorum at all meetings of members for the transaction of business except as otherwise provided by law.

ARTICLE TWO

The affairs of the Association (the "corporation") shall be controlled and administered by a Board of Directors (the "board") which shall be composed of a minimum of three (3) directors and a maximum of seven (7) directors. Each lot owner shall be

entitled to nominate one director, and the nominees shall be elected by a vote of the members and shall receive a vote of 50% plus one. Each director shall be appointed for a two (2) year term, may resign at any time, or may be removed, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors. Upon expiration of the term of office of any director or upon the death, removal, resignation, or incapacity of any member of the Board of Directors, a majority of the members shall elect a successor. A director shall be incapacitated if, for any reason, he shall be unable to carry on the duties of his office, and the remaining directors shall have declared such director incapable of service by two-thirds (2/3) vote of the directors voting.

The directors shall meet annually during the last quarter of the calendar year at a place, time, and date that shall be fixed by the Chairman. The directors shall hold such other meetings as may be necessary from time to time upon call of the Chairman, which call shall specify the place, time, and date of the meeting.

The directors shall serve without compensation.

ARTICLE THREE

The officers of the corporation may consist of a president, a vice-president, a secretary, a treasurer, and such other officers and assistant officers as may be elected by the directors. Only directors shall serve as officers of the corporation.

The President shall be the chief executive officer of the Corporation and shall have general and active management of the operation of the Corporation. The chairman of the board of directors may serve in the capacity of all officers as the Chief Executive Officer and Chief Financial Officer.

The Vice-President shall, in the absence of the President, preside at all meetings and

perform such other duties as shall from time to time be imposed upon the Vice-President by the Board or the President.

The Secretary shall be the custodian of the minute books of the corporation and shall accurately keep minutes of the meetings of the directors.

The Treasurer shall be charged with the management of the financial affairs of the Corporation and shall have the authority and responsibility for the safekeeping of the funds and securities of the corporation. The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall at all times maintain records evidencing the disbursements of funds. The records of the corporation shall always be open for inspection by any director or member.

The chairman and officers shall be elected at the annual meeting of the directors.

ARTICLE FOUR

Any sale or transfer of any stock, bond, security, or any other property standing in the name of the corporation shall be valid only if signed by the corporation acting through any two (2) officers. Any transfer signed in this manner, having affixed thereon the seal of the corporation, shall in all respects bind the corporation as fully and completely as if each transaction had been authorized by a specific vote of the trustees, and any person, firm, or corporation to whom a copy of this article three shall have been certified by the secretary shall be entitled to rely thereon until notified of its repeal.

ARTICLE FIVE

The treasurer shall at all times maintain records evidencing the property owned by the corporation and its disbursements, and present the same at the annual meeting of the directors. The records of the corporation shall always be open for inspection by any director.

ARTICLE SIX

A majority of the directors shall constitute a quorum for the transaction of business unless a greater number is required by law. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law.

ARTICLE SEVEN

Each member (property owner) shall be entitled to one vote per lot owned. Since a lot owner may be more than one person, if only one of those persons is present at a meeting of the association, that person shall be entitled to cast the votes pertaining to that lot. However, if more than one of those persons is present, the vote pertaining to that lot shall be cast only in accordance with their unanimous agreement. Such consent shall be conclusively presumed if any one of them purports to cast the votes pertaining to that lot without protest being made immediately by any of the others to the person presiding over the meeting.

The votes pertaining to any lot may, and, in the case of any lot owner not a natural person or persons, shall, be cast pursuant to a proxy or proxies duly executed by or on behalf of the lot owner, or, in cases where the lot owner is more than one person, by or on behalf of the joint owners of the lot. No such proxy shall be revocable except by written notice delivered to the association by the lot owner or by any joint owners of a lot. Any proxy shall be void if it is not dated or if it purports to be revocable without such notice.

Any vote not rendered in person, by mail or by proxy will be considered and treated as a majority vote. Any item to be voted on by the members must receive a vote of 50% plus one of all eligible votes in order to be considered a consenting vote.

Any member who has not paid his association fees or assessments for a period of more than one year shall forfeit his voting rights and be ineligible to vote until all delinquent fees and/or assessments have been paid.

ARTICLE EIGHT

The annual association fee shall initially be \$ _____ and shall be voted on by the members. Said fee shall be assessed per lot ownership. Association fees shall be due on January 1st of each year, beginning on January 1, 2005. Each member shall pay the annual association fee(s) on or before January 1st of each calendar year in order to be current and eligible to vote. The association fee shall be prorated at the closing of each lot purchased.

ARTICLE NINE

Every lot owner shall comply with all lawful provisions of the property owners' association bylaws. In addition, any lot owner and all those entitled to occupy a lot shall comply with any reasonable rules or regulations adopted by the association pursuant to the lawful provisions of the bylaws of the association. Any lack of such compliance shall be grounds for an action to recover sums due, for damages or injunctive relief, or for any other remedy available at law or in equity. The association shall be empowered to impose and assess fines and suspend temporarily voting rights and the right of use of certain of the common areas and services paid for as a common expense in order to enforce such compliance; provided, however, that no such suspension shall deny any lot owner or occupants access to the lot owned or occupied.

ARTICLE TEN

The Board of Directors shall have the power to alter, amend, or appeal the bylaws or adopt new bylaws, provided that the bylaws at no time shall contain any provision

inconsistent with the Georgia Non-Profit Corporation Code or the articles of incorporation.