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Deed Book 43417 Pg 521

**EXHIBIT "B"**

**BYLAWS**

**OF**

**MANNING'S RIDGE HOMEOWNERS AND RECREATION ASSOCIATION, INC.**

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Deed Book 43417 Pg 522

**BYLAWS  
OF  
MANNING'S RIDGE HOMEOWNERS AND RECREATION ASSOCIATION, INC.**

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Deed Book 43417 Pg 523

## TABLE OF CONTENTS

## MANNING'S RIDGE

## BYLAWS

	<u>PAGE</u>
ARTICLE I OFFICES.....	1
1.01 Association Name; Registered Office and Agent; Location.....	1
1.02 Purpose.....	1
1.03 Membership .....	1
1.04 Definitions.....	1
ARTICLE II MEETINGS OF OWNERS.....	1
2.01 Meetings.....	1
2.02 Place of Meetings.....	1
2.03 Annual Meeting.....	2
2.04 Special Meetings.....	2
2.05 Notice of Meetings.....	2
2.06 Quorum .....	2
2.07 Voting of Shares.....	2
2.08 Owner More Than One Person .....	2
2.09 Proxies.....	2
2.10 Suspension of Voting Rights.....	3
2.11 Suspension of Use of Common Property.....	3
2.12 Presiding Officers.....	3
2.13 Adjournments .....	3
2.14 Action of Owners Without a Meeting.....	3
ARTICLE III THE BOARD OF DIRECTORS.....	4
3.01 General Powers .....	4
3.02 Number, Election and Term of Office .....	4
3.03 Removal .....	4
3.04 Vacancies .....	4
3.05 Compensation .....	4
3.06 Committees of the Board of Directors .....	4
3.07 Committees of Owners.....	4
3.08 Annual Budget .....	4
3.09 Partial Year or Month.....	5
3.10 Supplemental Assessments .....	5
ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS .....	5
4.01 Regular Meetings .....	5

Deed Book 43417 Pg 524

## TABLE OF CONTENTS (continued)

## MANNING'S RIDGE

## BYLAWS

	<u>PAGE</u>
4.02 Special Meetings .....	5
4.03 Place of Meetings .....	5
4.04 Notice of Meetings .....	6
4.05 Quorum .....	6
4.06 Vote Required for Action .....	6
4.07 Action by Directors Without a Meeting .....	6
4.08 Adjournments .....	6
ARTICLE V OFFICERS .....	6
5.01 Number .....	6
5.02 Election and Term .....	7
5.03 Compensation .....	7
5.04 Removal .....	7
5.05 President .....	7
5.06 Vice President .....	7
5.07 Secretary .....	7
5.08 Treasurer .....	7
5.09 Assistant Secretary and Assistant Treasurer .....	7
ARTICLE VI AMENDMENTS .....	8
6.01 Notice .....	8
6.02 Adoption .....	8
6.03 Proviso .....	8
ARTICLE VII INDEMNIFICATION .....	8
7.01 General .....	8
7.02 Success on Merits .....	9
7.03 Advance Payment .....	9
7.04 Miscellaneous .....	9
ARTICLE VIII MISCELLANEOUS .....	9
8.01 Fiscal Year .....	9
8.02 Seal .....	10
8.03 Annual Statements .....	10
8.04 Records and Reports .....	10
8.05 Copies of Records; Inspection by Members .....	10
8.06 Waiver .....	11

Deed Book 43417 Pg 525

**BYLAWS  
OF  
MANNING'S RIDGE HOMEOWNERS AND RECREATION ASSOCIATION, INC.**

**ARTICLE I**

**OFFICES**

1.01 Association Name; Registered Agent and Office; Location. The name of the corporation shall be Manning's Ridge Homeowners and Recreation Association, Inc. The corporation shall maintain a registered office and shall have a registered agent whose business office is identical with such registered office. The corporation may have offices at such place or places within reasonable proximity to Manning's Ridge as the Board of Directors may from time to time determine or the business of the corporation may require or make desirable.

1.02 Purpose. The Association shall have the responsibility of administering the Property, establishing the means and methods of collecting the contributions to the common expenses, arranging for the management of the Property, and performing all of the other acts that may be required to be performed by the Association pursuant to the Act and the Declaration. Except as to those matters which either the Act, the Declaration or the Georgia Non-Profit Corporation Code specifically require to be performed by the vote of the Association, the administration of the foregoing responsibilities shall be performed by the Board of Directors, as more particularly set forth below.

1.03 Membership. The Association shall have one class of membership, as is more fully set forth in that certain Declaration of Covenants, Conditions and Restrictions for Manning's Ridge (such Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration"), the terms of which pertaining to membership are specifically incorporated by reference herein. An Owner of a Lot shall automatically become a member of the Association upon taking title to the Lot and shall remain a member for the entire period of ownership.

1.04 Definitions. The words used in these Bylaws shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

**ARTICLE II**

**MEETINGS OF OWNERS**

2.01 Meetings. Meetings of the members of the Association shall be held in accordance with these Bylaws and in any event not less frequently than annually.

2.02 Place of Meetings. Meetings of Owners may be held at any place within reasonable proximity to Manning's Ridge as set forth in the notice thereof or in the event of a

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Deed Book 43417 Pg 526

meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the registered office of the corporation.

2.03 Annual Meetings. The annual meeting of the members of the Association shall be set by the Board so as to occur no later than sixty (60) days after the close of the Association's fiscal year for the purpose of electing Directors and transacting any and all business that may properly come before the meeting. At the annual meeting, comprehensive reports of the affairs, finances, and budget projections of the Association shall be made to the Lot Owners. If the annual meeting is not held on the day designated herein any business, including the election of Directors, which might properly have been acted upon at that meeting may be acted upon at any subsequent Owners' meeting held pursuant to these Bylaws or to a court order requiring a substitute annual meeting.

2.04 Special Meetings. Special meetings of the Owners may be called at any time by the president, the Board of Directors, or by Owners having fifty percent (50%) or more of all votes in the corporation.

2.05 Notice of Meetings. Unless waived as contemplated in Section 2.14 or by attendance at the meeting, either in person or by proxy, notice of each Owners' meeting stating the place, time and purpose of the meeting shall be delivered at least twenty-one (21) days in advance of any annual or regularly scheduled meeting and at least seven days in advance of any other meeting and shall state the time, place, and purpose of such meeting. Such notice shall be delivered personally or sent by United States mail, postage prepaid, to all Lot Owners of record at such address or addresses as designated by such Lot Owners or, if no other address has been so designated, at the address of the respective Lots.

2.06 Quorum. A quorum shall be deemed present throughout any meeting of the Owners until adjourned if Owners, in person or by proxy, entitled to cast more than one-third (1/3) of the votes in the corporation are present at the beginning of such meeting.

2.07 Voting of Shares. Voting on all matters shall be by voice vote or by show of hands unless any qualified voter, prior to the voting on any matter, demands vote by ballot, in which case each ballot shall state the name of the member voting and the number of votes voted by him, and if such ballot be cast by proxy, it shall also state the name of the person exercising such proxy.

2.08 Owner More Than One Person. If an Owner consists of more than one (1) person and only one (1) of those persons is present at a meeting, that person shall be entitled to cast the votes appertaining to that Lot; however, if more than one (1) of those persons is present, the vote appertaining to that Lot shall be cast only in accordance with their unanimous agreement, and such consent shall be conclusively presumed if any one of them purports to cast the votes appertaining to that Lot without protest being made forthwith by any of the others to the person presiding over the meeting.

2.09 Proxies. The votes appertaining to any Lot may (and shall, in the case of any Owner not a natural person or persons) be cast pursuant to a proxy or proxies duly executed by

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Deed Book 43417 Pg 527

or on behalf of the Owner, or in cases where the Owner is more than one (1) person, by or on behalf of all such persons. No such proxy shall be revocable except by written notice delivered to the Association by the Owner or by any of such persons. Any proxy shall be void if it is not dated or if it purports to be revocable without notice as aforesaid. No proxy shall be valid more than thirty (30) days after its date of execution, unless otherwise provided in the proxy.

2.10 Suspension of Voting Rights. An Owner who is shown on the books and records of the Association or management accounts to be more than thirty (30) days delinquent in the payment of any assessments due to the Association shall have such Owner's voting rights suspended until such assessments have been paid. Such voting rights of an Owner may also be suspended for the infraction of any provision of the Declaration, these Bylaws or any Rule or Regulation established and published by the Board of Directors for the period of such infraction, plus an additional period not to exceed thirty (30) days. Any Owner whose voting rights have been suspended shall not be counted for purposes of a quorum or be permitted to vote until such voting rights have been reinstated by the Association.

2.11 Suspension of Use of Common Property. The Association shall be empowered to suspend temporarily an Owner's right to use the facilities as may be located on the Common Property or to benefit from any service provided or paid for by the Association in order to enforce compliance with the Declaration, these Bylaws or the Rules and Regulations of the Association.

2.12 Presiding Officers. The president, or in his absence the vice president, shall serve as a chairman of every Owners' meeting unless some other person is elected to serve as chairman by a majority vote of the votes represented at the meeting. The chairman shall appoint such persons as he deems required to assist with the meeting.

2.13 Adjournments. Any meeting of the Owners, whether or not a quorum is present, may be adjourned by the holders of a majority of the votes represented at the meeting to reconvene at a specific time and place. It shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At such reconvened meeting at which persons entitled to cast more than one-third (1/3) of the votes are present or represented at the beginning of such reconvened meeting, any business may be transacted which could have been transacted at the meeting which was adjourned.

2.14 Action of Owners Without a Meeting. Any action which may be taken at a meeting of the Owners may be taken without a meeting if a written approval and consent, setting forth the action authorized, shall be signed by each of the Owners entitled to vote on the date on which the last such Owner signs such approval and consent and upon the filing of such approval and consent with the officer of the corporation having custody of its books and records. Such approval and consent so filed shall have the same effect, as a unanimous vote of the Owners at a special meeting called for the purpose of considering the action authorized.

Deed Book 43417 Pg 528

### ARTICLE III

#### THE BOARD OF DIRECTORS

3.01 General Powers. The business and affairs of the corporation shall be managed by the Board of Directors. In addition to the power sand authority expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by law or by the Declaration or Articles of Incorporation directed or required to be exercised or done by the Members.

3.02 Number, Election and Term of Office. The Board of Directors shall consist of nine (9) members. At the first election of Directors by members of the Association, the Members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years.

3.03 Removal. Any Director may be removed from office with or without cause by the affirmative vote of the holders of a majority of the votes at any election of Directors. Removal action may be taken at any Owners' meeting with respect to which notice of such purpose has been given, and a removed Director's successor may be elected at the same meeting to serve the unexpired term.

3.04 Vacancies. A vacancy occurring in the Board of Directors, except by reason of removal of a Director, may be filled for the unexpired term, and until the Owners shall have elected a successor, by affirmative vote of a majority of the Directors remaining in office though less than a quorum of the Board of Directors.

3.05 Compensation. Directors shall not receive compensation for their services as Directors. A Director may serve the corporation in a capacity other than that of Director and receive compensation, as determined by the Board of Directors, for services rendered in that other capacity.

3.06 Committees of the Board of Directors. The Board of Directors by resolution adopted by a majority of the full Board of Directors may designate from among its members an executive committee and one (1) or more other committees, each consisting of two (2) or more Directors. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said committee.

3.07 Committees of Owners. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may appoint committees of Owners, each of which committees shall contain at least one (1) member of the Board of Directors and shall consist of three (3) or more members. Except as prohibited by law, each such committee shall have the authority set forth in the resolution establishing said committee.

3.08 Annual Budget. The Board of Directors shall cause to be prepared and shall adopt and distribute to all Owners a detailed estimated proposed annual budget for each fiscal



Deed Book 43417 Pg 529

year of the Association. Such budget shall set forth with particularity all anticipated Common Expenses by category as well as all anticipated Assessments, other income, and cash requirements for the year, including, but not limited to, salaries, wages, payroll taxes, legal and accounting fees, working capital fund, supplies, materials, parts, services, maintenance, repairs, replacements, landscaping, insurance, fuel, power and all other Common Expenses. Such budget shall also set forth each Owner's proposed Assessment for Common Expenses. To the extent that the aggregate Assessments and other cash income collected from the Owners during the preceding years are more or less than the expenditures for such preceding year, the surplus or deficit, as the case may be, shall also be taken into account in the budget. The annual budget shall also take into account the estimated net available cash income for the year from the leasing, operation or use of the Common Area. The annual budget may also provide for a reserve for contingencies and a reserve for replacements, in reasonable amounts as determined by the Board of Directors. Each Owner shall receive a copy of the proposed annual budget at least twenty-one (21) days prior to the Board's adoption of an annual budget.

3.09 Partial Year or Month. If any fiscal year is less than a full year, then the monthly Assessment for each Owner shall be proportionate to the number of months and days in such period covered by such budget.

3.10 Supplemental Assessments. In the event that during the course of any year, it shall appear to the Board of Directors that the monthly Assessments, determined in accordance with the estimated annual budget for such year, are insufficient or inadequate to cover the estimated Common Expenses for the remainder of such year, or if there shall be any nonrecurring Common Expenses or any Common Expenses not set forth in the annual budget as adopted, then the Board of Directors shall prepare and approve a supplemental budget covering the estimated deficiency for the remainder of the year, or such nonrecurring Common Expenses or other Common Expenses, copies of which supplemental budget shall be furnished to each Owner, and thereupon a Special Assessment shall be made against each Owners for his proportionate share thereof.

#### ARTICLE IV

##### MEETINGS OF THE BOARD OF DIRECTORS

4.01 Regular Meetings. Regular meetings of the Board of Directors shall be held immediately after the annual meeting of Owners or any meeting held in lieu thereof. In addition, the Board of Directors may schedule other meetings to occur at regular intervals throughout the year.

4.02 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president, or in his absence by the secretary of the corporation, or by any two (2) Directors in office at that time.

4.03 Place of Meetings. Directors may hold their meetings at any place within or without the State of Georgia as the Board of Directors may from time to time establish for

Deed Book 43417 Pg 530

regular meetings or as is set forth in the notice of special meetings or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

4.04 Notice of Meetings. No notice shall be required for any regularly scheduled meeting of the Directors of the corporation. Unless waived or unless action is taken without a meeting as contemplated in Section 4.07, the president or secretary of the corporation or any Director thereof shall give notice to each Director of each special meeting stating the time, place and purposes of the meeting. Such notice shall be given by mailing a notice of the meeting at least three (3) days before the date of the meeting, or by telephone, telegram, cablegram, or personal delivery at least one (1) day before the date of the meeting. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

4.05 Quorum. A quorum shall be deemed present throughout any meeting of the Board of Directors if persons entitled to cast one-half (1/2) of the votes in that body are present at the beginning of the meeting.

4.06 Vote Required for Action. Except as otherwise provided in this Section or by law, the action of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Vacancies in the Board of Directors may be filled as provided in Section 3.04 of these Bylaws.

4.07 Action by Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto shall be signed by all the Directors and such written consent is filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

4.08 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## ARTICLE V

### OFFICERS

5.01 Number. The executive officers of the corporation shall consist of a president, one (1) or more vice presidents as determined or designated by the Board of Directors, a secretary and a treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the corporation, but the

Deed Book 43417 Pg 531

corporation shall not be required to have at any time any officers other than a president, secretary and treasurer. Any two (2) or more officers may be held by the same person, except the offices of president and secretary.

5.02 Election and Term. All executive officers shall be elected by the Board of Directors and shall serve at the will of the Board of Directors and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification.

5.03 Compensation. The compensation of all executive officers of the corporation shall be fixed by the Board of Directors.

5.04 Removal. Any officer or agent elected by the Board of Directors may be removed by the Board of Directors at any meeting with respect to which notice of such purpose has been given to the members thereof.

5.05 President. The president shall be the chief executive officer of the corporation and shall have the general supervision of the business of the corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall perform such other duties as may from time to time be delegated to him by the Board of Directors.

5.06 Vice President. The vice president shall, in the absence or disability of the president, or at the direction of the president, perform the duties and exercise the powers of the president. If the corporation has more than one (1) vice president, the one designated by the Board of Directors shall act in lieu of the president. Vice presidents shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign.

5.07 Secretary. The secretary shall keep accurate records of the acts and proceedings of all meetings of Owners, directors and committees of directors. He shall have authority to give all notices required by law or these Bylaws. He shall be custodian of the corporate books, records, contracts and other documents. The secretary may affix the corporate seal to any lawfully executed documents requiring it and shall sign such instruments as may require his signature. The secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign him.

5.08 Treasurer. The treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The treasurer shall keep full and true accounts of all receipts and disbursements and shall make reports of the same to the Board of Directors and president upon request. The treasurer shall perform all duties as may be assigned to him from time to time by the Board of Directors.

5.09 Assistant Secretary and Assistant Treasurer. The assistant secretary and assistant treasurer shall, in the absence or disability of the secretary or the treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other

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Deed Book 43417 Pg 532

duties as shall be assigned to them by the Board of Directors or by the person appointing them. Specifically, the assistant secretary may affix the corporate seal to all necessary documents and attest the signature of any officer of the corporation.

#### ARTICLE VI

##### AMENDMENTS

These Bylaws may be amended, modified or rescinded, from time to time, in the following manner:

6.01 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

6.02 Adoption. The Board of Directors shall have the power to alter, amend, or repeal any of these Bylaws or to adopt new Bylaws by the affirmative vote of a majority of all of the Directors, but any Bylaws adopted by the Board of Directors may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of at least two-thirds (2/3) of the total number of votes of all the Owners; The members may prescribe in any Bylaw adopted by them that such Bylaw shall not be altered, amended or repealed by the Board.

6.03 Proviso. No amendment may be adopted which would eliminate, modify, prejudice, abridge or otherwise adversely affect any right, benefits, privileges or priorities granted or reserved to any Mortgagee without the prior written consent of said Mortgagees, as the case may be. No amendment that is in conflict with the Articles or the Declaration shall be adopted.

#### ARTICLE VII

##### INDEMNIFICATION

7.01 General. The Association shall indemnify and hold harmless each of its Directors and officers, each member of any committee appointed pursuant to the Bylaws of the Association, and the Board against all contractual and other liabilities to others arising out of contracts made by, or other acts of, such Directors, Board, officers, or committee members, on behalf of the Owners, or arising out of their status as Directors, Board, officers, or committee members, unless any such contract or act shall have been made fraudulently or with gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expense (including, but not limited to, counsel fees, amounts of judgments paid and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which any such Director, officer, Board, or committee member may be involved by virtue of such persons being or having been such Director, officer, Board, or committee member; provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such persons shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or fraud in the performance of his duties as such Director, officer,

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Deed Book 43417 Pg 533

Board, or committee member, or (b) any matter settled or compromised, unless in the opinion of independent counsel selected by or in a manner determined by the Board, there is not reasonable ground for such persons being adjudged liable for gross negligence or fraud in the performance of his duties as such Director, officer, Board, or committee member.

7.02 Success on Merits. To the extent that the Board, a Director, officer of the Association or member of any committee appointed pursuant to these Bylaws has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.01 hereof, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

7.03 Advance Payment. Expenses incurred in defending a civil or criminal action, suite or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the person or entity seeking such indemnification or payment in advance to repay such amount unless it shall ultimately be determined that such person or entity is entitled to be indemnified by the Association as authorized in this Article VII.

7.04 Miscellaneous. The Association and the Board of Directors shall have the power to raise and the responsibility for raising, by Special Assessment or otherwise, any sums required to discharge its obligations under this Article; provided, however, that the liability of any Owner arising out of any contract made by or other acts of the Directors, Board, officers, or members of such committees, shall be limited to such proportion of the total liability thereunder as is determined by dividing the total liability by the then existing number of Owners. Every agreement made by the Directors, Board, officers, or members of such committees, , or by the Managing Agent, on behalf of the Owners, shall provide that the Directors, Board, officers, members of such committees, or the Managing Agent, as the case may be, are acting only as agent for the Owners and shall have no personal liability thereunder (except as Owners), and that each Owner's liability thereunder shall be limited to such proportion of the total liability thereunder as set forth in this Section 7.04. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of members of the Association or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such right to indemnification shall continue as to a person or entity who has ceased to be a Director, an officer of the Association or a member of such committee, and shall inure to the benefit of the heirs, executors, administrators, personal representatives, successors and assigns of such person or entity.

#### ARTICLE VIII

##### MISCELLANEOUS

8.01 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

Deed Book 43417 Pg 534

8.02 Seal. The corporate seal shall be in such form as the Board of Directors may from time to time determine.

8.03 Annual Statements. Not later than four (4) months after the close of each fiscal year, and in any case prior to the next annual meeting of Owners, the corporation shall prepare (a) a balance sheet showing in reasonable detail the financial condition of the corporation as of the close of its fiscal year, and (b) an income and expense statement showing the results of its operations during its fiscal year. Upon receipt of written request, the corporation promptly shall mail to any Owner of record a copy of the most recent such balance sheet and income and expense statement.

8.04 Records and Reports. The Association shall (a) keep as permanent records minutes of all meetings of its Members and Board of Directors, executed consents evidencing all actions taken by the members or Board without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of behalf of the Association, and waivers of all meetings of the Board and its committees; (b) maintain appropriate accounting records; (c) maintain a record of its members in a form that permits preparation of a list of the name and address of all members in alphabetical order by class, showing the number of votes each member is entitled to cast; (d) maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

8.05 Copies of Records; Inspection by Members. The Association shall keep a copy of the following records:

- (1) Its articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) Its bylaws or restated bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by either its Members or Board 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;
- (4) Resolutions adopted by either its Members or Board relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- (5) The minutes of all meetings of Members, executed waivers of notice of meetings, and executed consents, delivered in writing or by electronic transmission, evidencing all actions taken or approved by the members without a meeting, for the past three years;
- (6) All communications in writing or by electronic transmission to Members generally within the past three years, including the financial statements furnished for the past three years under Code Section 14-3-1620 of the Georgia Nonprofit Corporation Code;
- (7) A list of the names and business or home addresses of its current directors and officers; and
- (8) Its most recent annual registration delivered to the Secretary of State under Code Section 14-3-1622.

A Member is entitled to inspect and copy, at a reasonable time and location specified by the Association, any of the above records of the Association if the Member gives the Association

Deed Book 43417 Pg 535

written notice or a written demand at least five (5) business days before the date on which the Member wishes to inspect and copy. In addition, a Member may be entitled to inspect and copy other Association records pursuant to the Georgia Nonprofit Corporation Code.

8.06 Waiver. Whenever any notice is required to be given to any Owner or Director by law or by the Declaration, Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Director or Owner entitled to such notice or by the proxy of such Owner, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

Manning's Ridge\Documents\Final Docs for Association\Fourth Amendment- Bylaws 05.05.06.doc

Deed Book 43417 Pg 536

## EXHIBIT "C"

CERTIFICATION OF APPROVAL

The undersigned officers of Manning's Ridge Homeowners and Recreation Association, Inc. hereby swear under oath that the above Amended And Restated Declaration Of Covenants, Conditions And Restrictions For Manning's Ridge was duly adopted by the agreement of the required percentage of Lot Owners and that any notices required by the Declaration and Bylaws of the Association were properly given.

Dated this 28 day of Aug, 2006.

By: [Signature]  
Print Name: Paul Gresh  
Title: President

Attest: [Signature]  
Print Name: Mark L. Weisskopf  
Title: Vice President (Secretary)

Signed, sealed and delivered  
in the presence of:

[Signature]  
WITNESS

[Signature]  
NOTARY PUBLIC

My Commission Expires: March 27, 2007  
JANYTH KEPIC  
Notary Public, DeKalb County, Georgia  
My Commission Expires March 27, 2007

(AFFIX NOTARY SEAL)

