

**BYLAWS OF
PARK SOUTH STATION TOWNHOME ASSOCIATION, INC.**

ARTICLE I

The name of the corporation is Park South Station Townhome Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located, and meetings of Members and Directors may be held, at such places within the State of North Carolina as may be designated by the Board of Directors of the Association from time to time (referred to herein as the "Board of Directors").

**ARTICLE II
DEFINITIONS**

Section 1. All capitalized terms herein not defined herein shall have the meanings ascribed to such terms in that certain Declaration of Covenants, Conditions and Restrictions for Park South Station Townhome Association executed by J&B Development and Management, Inc., as Declarant, and others, and recorded in deed book _____, page _____ in the Mecklenburg County Registry ("Declaration", as the same may be modified, amended or supplemented from time to time).

Section 2. "Membership" means all Members, as a group.

Section 3. "Act" means the North Carolina Planned Community Act, as the same may be amended from time to time.

**ARTICLE III
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 in the same month of each year thereafter, at a date, time and place within Mecklenburg County, North Carolina selected by the Board of Directors. A written record of each membership meeting shall be kept and preserved in the Association's books.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president, by a majority of the Board of Directors, or upon written request of Members who are entitled to exercise ten percent (10%) of all of the votes of the Membership.

Section 3. Notice of Meetings. Except as otherwise provided in the Declaration or these Bylaws, 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 the notice, postage prepaid, or by hand delivery, not less than ten (10) nor more than sixty (60) days before the meeting, to each Member, addressed to the Member's address last appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting, and the items on the agenda, including the general nature of any proposed amendment to the Declaration or these Bylaws, any budget changes, and any proposal to remove a director or officer.

Section 4. Quorum. The presence at the meeting of Members or proxies entitled to cast ten percent (10%) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in

the Declaration or these Bylaws. In the event business cannot be conducted at any meeting because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy. Notwithstanding any provision to the contrary in the Declaration or these Bylaws, the quorum requirement at the next meeting shall be fifty percent (50%) of the quorum requirement applicable to the meeting adjourned for lack of a quorum. This provision shall continue to reduce the quorum requirement by fifty percent (50%) from that required at the previous meeting, as previously reduced, until such time as a quorum is present and business can be conducted. Thereafter, the quorum requirement for the next meeting shall return to its original amount.

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 Dwelling Unit or Lot.

Section 6. Action by Written Consent Without Meeting. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting upon the written consent of Members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all Members entitled to vote were present and voted.

ARTICLE IV BOARD OF DIRECTORS SELECTION; TERM OF OFFICE

Section 1. Number. After the Declarant Control Period (as defined in Article V, Section 3 below), the Board of Directors shall consist of five (5) directors (the "Directors") who shall manage the affairs of the Association. After the Declarant Control Period, at least a majority of the Directors shall be Members of the Association. During the Period of Declarant Control, there shall be at least one (1) Director and up to three (3) Directors, as determined in the Declarant's discretion, and all of said Director(s) shall be appointed by the Declarant. The initial Director(s) shall be elected by the incorporator of the Association at the organizational meeting of the Association.

Section 2. Term of Office. The terms of office of the first Director(s) elected or appointed by the incorporator at the organizational meeting of the Association to complete the organization of the Association (the "First Directors") shall be for the period until the first annual meeting of the Members at which their successors are elected. The terms of each Director other than such First Directors shall be for one (1) year or until his successor is elected, whichever shall be the longer period. Each Director, other than the First Directors elected or appointed by the incorporator, shall be elected at the annual meeting.

Section 3. Removal. Any Director, other than a First Director or a Director selected by the Declarant during the Declarant Control Period, may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association present and entitled to vote at any meeting of the Members at which a quorum of the Membership is present. Any Director may be removed by the Declarant, with or without cause during the Declarant Control Period. In the event of death, resignation or removal, pursuant to these Bylaws, of a Director (a) if such Director was elected by the Members of the Association, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor, or (b) if such Director was elected by the Declarant during the Declarant Control Period, his successor shall be selected by the Declarant.

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.

Section 6. Resignation. Any Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of receipt of the notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination of persons for election to the Board of Directors may be made by a Nominating Committee (the "Nominating Committee") if one has been previously appointed by the Board. 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 other persons. The Nominating Committee shall be appointed by the Chairman of the Board of Directors prior to each annual meeting of the Members, to serve until the close of the 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. Nominations may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At the 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. In the event that any Director resigns after the Declarant Control Period, the remaining Directors shall elect a substitute Director to fill his or her unexpired term. The Declarant shall appoint substitute Directors for those that resign during the Declarant Control Period. Except during the Declarant Control Period, a majority of the Directors must be Members of the Association. Pursuant to Section 3-103(f) of the Act, the Association shall publish the names and addresses of all Directors within thirty (30) days of their election in a manner reasonably calculated to reach substantially all of the membership.

Section 3. Election of Directors by Declarant. Notwithstanding anything to the contrary set forth in Section 1 or Section 2 of this Article V, during the Declarant Control Period, the Declarant shall be entitled to appoint and remove the Directors and shall have the right to veto actions of the Board as provided in the Declaration. Following the expiration of the Declarant Control Period, the Board of Directors shall be elected by the Members in the manner set forth in Section 1 and Section 2 of this Article V.

As used herein, the term "Declarant Control Period" shall mean that period from the filing of the Articles of Incorporation of the Association until such time as the first of the following events occurs:

- (a) Class II Membership ceases to exist and is converted to Class I Membership as provided in the Declaration; or
- (b) Declarant surrenders the authority to appoint and remove members of the Board of Directors and Officers (as hereinafter defined) of the Association by an express written surrender of such authority, executed by the Declarant and delivered to the Association or any of the Directors on its behalf.

If Class II membership has been terminated or has expired and subsequently Class II membership is reinstated as provided for in the Declaration, the Declarant Control Period shall also be reinstated and shall terminate again upon the happening of the first to occur of the foregoing events thereafter.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually at such place and hour as may be fixed from time to time by resolution of the Board of Directors, without the necessity of further notice. Pursuant to Section 3-108(b) of the Act, at regular intervals throughout the Association's fiscal year, the Board shall provide Members with the opportunity to attend at least a portion of Board meetings and to speak to the Board about their issues or concerns. The Board may place reasonable restrictions on the number of persons who speak on each side of an issue and may place reasonable time restrictions on persons who speak. A written record of each Board meeting shall be kept and preserved in the Association's books.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by a majority of the 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 at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. In the event business cannot be conducted at any meeting because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy. Notwithstanding any provision to the contrary in the Declaration or these Bylaws, the quorum requirement at the next meeting shall be fifty percent (50%) of the quorum requirement applicable to the meeting adjourned for lack of a quorum. This provision shall continue to reduce the quorum by fifty percent (50%) from that required at the previous meeting, as previously reduced, until such time as a quorum is present and business can be conducted. Thereafter, the quorum requirement for the next meeting shall return to its original amount.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Areas including any improvements and amenities located thereon, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof, including fines, and to establish policies regarding the collection of overdue accounts and the enforcement of violations of the Declaration, these Bylaws, or the rules, regulations and policies of the Association;

(b) suspend the voting rights, and the right of use of any recreational facilities located on any Common Area during any period in which the Member is in default in the payment of any assessment levied by the Association; these rights may also be suspended for a period not to exceed sixty (60) days for an 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 Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration; and

(d) employ a manager, independent contractors, or other employees or contractors as they deem necessary, and to prescribe their duties, which may include the carrying out of powers or duties of the Board of Directors herein specified.

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

(a) keep a complete record of all its acts and corporate affairs and written records of all cash receipts and expenditures and all assets and liabilities. Pursuant to Section 3-118(a) of the Act, the Board shall make an annual income and expense statement and balance sheet available to all Lot owners at no charge within seventy-five (75) days after the close of the fiscal year to which the information relates. A more extensive compilation, review, or audit of the Association's books and records for the current or immediately preceding fiscal year may be required by a vote of the majority of the Board or by the affirmative vote of a majority of the Lot owners present and voting in person or by proxy at any annual meeting or any special meeting duly called for that purpose. The Association shall make its financial and other records reasonably available for examination by Members and their authorized agents;

(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:

(1) fix the amount of the annual assessment against each Dwelling Unit or Lot as provided in the Declaration;

(2) send written notice of each annual assessment and each special assessment to every Dwelling Unit or Lot Owner subject thereto, as provided in the Declaration; and

(3) foreclose the lien against a Dwelling Unit or Lot if the Owner thereof has not paid the assessment thereon within such time as the Board of Directors may determine, or bring an action at law against the Dwelling Unit or Lot Owner personally obligated to pay the same;

(d) issue, or cause an appropriate Officer to issue, upon demand by any person and within ten (10) business days of receipt of such demand, a certificate setting forth whether or not any assessment has been paid; a reasonable charge may be made by the Board of Directors for the issuance of these certificates (if the certificate states that an assessment has been paid, the certificate shall be conclusive evidence of payment with respect to any person relying on the certificate);

(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; and

(g) cause the Common Areas or, as appropriate, the Limited Common Areas, to be maintained.

Section 3. No Power to Alter Development Plan. The Board of Directors shall have no power to take, approve or cause any act or omission to be made which would have the effect of altering the overall

development plan of the property or which would impair the ability of Declarant to exercise its rights under the Declaration or the Act.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of this Association shall be a President and Vice-President, a Secretary, and a Treasurer, and such other Officers as the Board of Directors may from time to time by resolution create (the "Officers").

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors and thereafter at the first meeting of the Board of Directors following each annual meeting of the Members. Pursuant to Section 3-103(f) of the Act, the Association shall publish the names and addresses of all Officers within thirty (30) days of their election in a manner reasonably calculated to reach substantially all of the membership.

Section 3. Term. The Officers of this Association shall be elected annually by the Board of Directors 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 of Directors 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 of Directors 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 of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of the notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. The Declarant shall have the power to remove any Officer with or without cause at any time during the Declarant Control Period.

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

Section 7. Duties. The duties of the Officers are as follows:

(a) President. The President shall preside at all meetings of the Members and of the Board of Directors and see that orders and resolutions of the Board of Directors are carried out. The President shall have authority to sign all leases, mortgages, deeds of trust, deeds, and other written instruments, including but not limited to amendments to the Declaration and certifications thereof by the Association. The President shall be a member of the Board of Directors.

(b) Vice President. The Vice President (the "Vice President") shall act in the place and stead of the President in the event of his absence or inability or refusal to act, and exercise and discharge such other duties as may be required of him by the Board of Directors. The Vice President shall likewise have authority to sign all leases, mortgages, deeds of trust, deeds, and other written instruments, including but not limited to amendments to the Declaration and certifications thereof by the Association.

(c) Secretary; Assistant Secretaries. The Secretary (the "Secretary") shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; serve

notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; prepare amendments to the Declaration or certifications thereof by the Association upon approval thereof by the Association; record amendments to the Declaration and/or certifications thereof by the Association; attest to the execution of documents by the President or the Vice President; and perform such other duties as required by the Board of Directors. Any Assistant Secretary (the "Assistant Secretary") may act in the place and stead of the Secretary in the event of his or her absence or inability or refusal to act. The Secretary and any Assistant Secretaries shall not be members of the Board of Directors.

(d) Treasurer. The Treasurer (the "Treasurer") shall receive and deposit in appropriate bank accounts all monies of the Association and disburse these funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and 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 requesting the same.

ARTICLE IX COMMITTEES

The Board may appoint such committees as deemed appropriate in carrying out its purposes and duties; the President of the Association shall appoint the members of such committees unless otherwise determined by majority vote of the Board.

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 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 a reasonable cost.

ARTICLE XI ASSESSMENTS AND FINES

As more fully provided in the Declaration, each Member is obligated to pay to the Association assessments which are secured by a continuing lien upon the Dwelling Unit or Lot against which the assessment is made. If the assessment is not paid on the due date, the assessment shall bear interest as provided in the Declaration, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Dwelling Unit or Lot, and interest, costs, and reasonable attorneys' 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 provided for herein by nonuse of the Common Areas or abandonment of its Dwelling Unit or Lot. The Association may also establish a schedule of fines for violations of the terms of the Declaration. Fines may be imposed after notice to the Owner and an opportunity to be heard. Fines may be enforced in the same manner as assessments.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by the holders of 67% of the votes of the Association present in person or by proxy at the meeting at which the vote is taken; provided, however, the consent of the Declarant shall be required for any amendment during the Declarant Control Period.

Section 2. In the case of any conflict between the Act, the Articles, the Declaration and/or the Bylaws, the documents shall have precedence in that order.

ARTICLE XIII 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 and end on December 31st of that year.

The seal of the Association shall be in circular form having within its circumference the words "Park South Station Townhome Association, Inc.", or in such form as the Board of Directors shall adopt from time to time.

ARTICLE XIV PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of the proceedings of the Association and the Board of Directors when not in conflict with the Articles of Incorporation, the Declaration, these Bylaws or with the General Statutes of the State of North Carolina.

ARTICLE XV INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Each Director and officer shall be indemnified by the Association against the costs and expenses reasonably incurred by him in connection with any action, suit, or proceeding in which he may be involved by reason of his being or having been a director or officer of the Association (whether or not he is a director or officer at the time of incurring such costs and expenses), except with respect to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duty as such director or officer.

In case of the settlement of any action, suit, or proceeding in which any such director or officer of the Association is involved by reason of his being or having been a director or officer of the Association, he shall be indemnified by the Association against the costs and expenses, including any amount paid in settlement incurred by him in connection with such action, suit, or proceeding (whether or not he is a director or officer at the time of incurring such costs or expenses), if, and only if, (a) the Association shall be advised by independent counsel that such director or officer is not liable for negligence or misconduct in the performance of his duty as such director or officer with respect to the matters covered by such action, suit, or proceeding, and the cost to the Association of indemnifying such director or officer (and all other directors and officers, if any, entitled to indemnification hereunder in such cases) if such action, suit or proceeding were carried to a final adjudication in their favor would exceed the amount of costs and expenses to be reimbursed to such directors and officers as a result of such settlement, or (b) by a majority of the Members of the Association

present, a quorum of Members bring present, held by vote at any annual or special meeting of members, approving such settlement and the reimbursement to such director(s) or officer(s) of such costs and expenses.

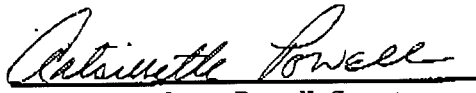
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Park South Station Townhome Association, Inc., a North Carolina non-profit corporation; and

THAT the foregoing Bylaws constitute the original Bylaws of said Association as enacted by Resolution dated the 16th day of November, 2006, duly adopted by the Board of Directors thereof.

IN WITNESS WHEREOF, I have hereto subscribed my name as of the 16th day of November, 2006.


Antoinette Powell, Secretary