

BY-LAWS

HIDE-A-WAY LAKE CLUB, INC.

ARTICLE I IDENTIFICATION

- SECTION 1. The name of this Corporation is Hide-A-Way Lake Club, Inc.
- SECTION 2. This is a for-profit corporation chartered under the laws of the State of Mississippi, on May 17, 1973, by James W. Fair the developer of Hide-A-Way Lake Subdivision.

ARTICLE II PURPOSE

- SECTION 1. To manage the affairs and common properties of the corporation in all Units of Hide-A-Way Lake Subdivision, Pearl River County, Mississippi, as set forth in its Articles of Incorporation.
- SECTION 2. To establish and regulate covenants pertaining to property ownership.
- SECTION 3. To issue rules and regulations promoting the general welfare of the community.
- SECTION 4. To levy dues, fees and/or other assessments upon its members.
- SECTION 5. To provide and maintain for property owners: Clubhouse, restaurant, recreational facilities, roadways, water systems, fire protection, security, lake quality, and any other function deemed necessary for the benefit and welfare of all its members.

ARTICLE III STOCKHOLDERS MEETINGS

- SECTION 1. Annual meeting.
- 1.1 There shall be an annual meeting of the stockholders of the Corporation, which shall be held on a given day in August of each year. The stockholders are defined as the owners of stock on record in the Transfer Books of the Corporation as of July 1 of the year.
- 1.2 Notice of meeting. A written notice of this meeting shall be given to the stockholders not less than five (5) days nor more than fifty (50) days before the date on which the meeting is to be held.
- 1.3 A quorum for this meeting shall consist of the holders of ten percent (10%) of

the shares of outstanding stock.

- 1.4 Purpose of meeting. The meeting shall be restricted to elect replacement directors whose terms are expired.

SECTION 2. Special stockholders meeting.

- 2.1 A special meeting of stockholders members may be called at any time to remove a director from the board, by the President, or by the holders of a majority of the shares of outstanding stock.
- 2.2 The stockholders for this meeting are the stockholders of record on the Transfer Books of the Corporation, as of the date of notice.
- 2.3 A quorum for a Special stockholders meeting shall consist of the holders of a majority of the shares of outstanding stock.
- 2.4 Notice for this special meeting shall be in accordance with Article III, Section 1.2.

ARTICLE IV
MEMBERSHIP

- SECTION 1. Persons who shall be Members - the membership of the Club shall be the owners or purchasers of real property in Hide-A-Way Lake, Pearl River County. No member may withdraw except by transfer of title of the real property to which such membership is appurtenant.

ARTICLE V
OPERATIONS

- SECTION 1. The principal office of the Corporation shall be at the Hide-A-Way Lake Clubhouse, Pearl River County, Mississippi.
- SECTION 2. The meetings of the Board of Directors shall be held at the principal office.
- SECTION 3. The books of the Corporation, except the stock and transfer books, shall be kept at its principal office.
- SECTION 4. Stock and transfer books shall be kept at a Picayune, Mississippi, bank that provides adequate security.
- SECTION 5. The Board shall direct that an annual budget be prepared. Upon approval by the Board, copies shall be made available to the membership.

SECTION 6. The Board shall direct that the books of the Corporation be audited annually by a reputable accounting firm. A copy of this report shall be placed in the minutes of a regular business meeting.

SECTION 7. Manager.

7.1 A manager shall be employed by the Board to administer the daily functions of this Corporation.

7.2 The manager has the authority to employ the necessary personnel to fill the positions approved by the Board of Directors.

7.3 No member of the Board of Directors shall have the authority to interact with the manager's employees.

SECTION 8. Other officers, agents and employees may be appointed, and duties assigned and compensation fixed by the Board.

SECTION 9. The Board may create committees and appoint members of the Board of Directors and other persons to serve on these committees.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of seven (7) members, who shall serve three (3) year terms. Two (2) Directors shall be selected in one (1) year, two (2) in the next year and three (3) in the third year.

SECTION 2. Manner of election. The Directors of the Corporation shall be elected by the shareholders of outstanding stock in the corporation at the annual stockholders meeting and must receive the affirmative vote of a majority of the outstanding shares.

A. A candidate must provide the following information concerning their background.

1. Full Name
2. SS Number
3. Marital Status
4. Education
5. Work History

B. A candidate must meet the following criteria in order to qualify for nomination to fill a vacancy on the board of either corporation.

- (1) Be a member in good standing as defined in Article III, Section 3.2.
- (2) Be a certified property owner for a period of two (2) years.
- (3) Never have been convicted of a felony in Federal or State Court as provided in Section 44 of the Mississippi State Constitution.
- (4) Never have been convicted of a crime punishable by confinement in a Penal Institution unless such conviction resulted in a full pardon.

SECTION 3. Duties and powers.

- 3.1 The responsibilities of the Board of Directors shall be to carry out all of the purposes of the Corporation as indicated in Article II.
- 3.2 With the exception of designated members, a Board member's authority and powers exist only while the Board is in session.

SECTION 4. Removal of directors. A director may be removed without cause by a majority vote of the stockholders present, at a special meeting of the stockholders, called specifically for the purpose of the removal of a director.

SECTION 5. Resignation. Any director may resign as a member of the Board at any time, by delivering a signed notice to the Corporation. The resignation shall take effect upon receipt of notice by an officer of the Corporation.

SECTION 6. Vacancies. In case of a vacancy in the Board, a special stockholders meeting shall be called following the procedures of Article III, Section 2, to select a member(s) to fill the remaining term of any vacancy.

SECTION 7. 7.1 Newly elected directors will assume office at a meeting called for that purpose within ten (10) days following their election.

7.2 Directors appointed to fill unexpired terms will assume those duties at the first business meeting following their appointment.

ARTICLE VII
OFFICERS

SECTION 1. Manner elected. There shall be elected by the Board members as officers of the Corporation: a President, Vice-President, and a Secretary/Treasurer. The election of these officers shall occur within one (1) calendar month after the annual stockholders meeting.

SECTION 2. Duties and powers. The officers of the Corporation shall exercise such powers and perform the duties that are provided in these By-Laws or as may be prescribed by a majority of the Board of directors of the Corporation and in Conformance with the for-profit corporation laws of the State of Mississippi.

SECTION 3. President. The President shall be the general executive and administrative officer of the Corporation. The President shall preside at all meetings of the Board of Directors as well as membership meetings and shall exercise all powers usually appertaining to the office of President of a for-profit corporation.

The President of the Board shall be the only member of the Board with authority to act as liaison between the Board of Directors and the Manager.

SECTION 4. Vice-President. The Vice-President shall perform assigned duties and those prescribed by a majority of the Board of Directors or as directed by the President and shall act in place of the President, exercising all of the powers and duties of the President in the event of the President's absence or disability.

SECTION 5. Secretary/Treasurer. The Secretary/Treasurer shall cause to be kept minutes of all meetings of the corporation, and shall account for all books, documents, papers and records of the Corporation and shall generally perform all the duties usually appertaining to the office of Secretary/Treasurer of a for-profit corporation.

SECTION 6. Term of office. The officers of the Corporation shall hold office for a period of one (1) year, but in any event until their successor takes office.

SECTION 7. Vacancies. If any vacancy shall occur in the officers of the Board, the majority vote of the remaining members shall appoint a successor to fill the unexpired term.

ARTICLE VIII MEETINGS OF THE BOARD

SECTION 1. Meeting of the Board of Directors.

1.1 Regular business meetings. Regular business meetings shall be held monthly. Regular business meetings shall be scheduled at least thirty (30) days in advance, at a time mutually agreed to by the Board members.

Any regular business meeting may be rescheduled at the option of the Board, due notice having been given at a prior regular business meeting.

Regular business meetings shall be closed meetings but may be attended by property owners as audience at the Board's discretion.

1.2 Special meetings. Special meetings may be called at the discretion of the President:

- A. Work Session. A closed informal meeting designed only to gather information and to carry on discussions.
- B. Executive Session. A closed meeting for the consideration of items of a sensitive nature, i.e., legal, personnel, or for a request for a private meeting by a property owner.

1.3 Emergency meetings. Emergency meetings may be called by the President or by any other two (2) members of the Board for any purpose requiring action in less than five (5) days, provided at least five (5) Board members agree to hold such a meeting.

SECTION 2. Any action taken at Executive sessions, Emergency meetings, etc., must be ratified at the next regular business meeting.

SECTION 3. Notice of meeting.

- 3.1 With the exception of Emergency meetings, five (5) days advance written notice of any meeting and specific items that will be considered at the meetings, shall be given to all Directors.
- 3.2 Waivers. Waivers of a five (5) day notice may be given, provided due notice is made and the members contacted approve. The signed waiver shall be filed; no later than at the next regular business meeting.

SECTION 4. Agenda.

- 4.1 No business other than that specified on the agenda of the regular business meeting shall be transacted.
- 4.2 Any item to be listed on the agenda as new business shall be presented to the President for addition to the agenda at least seven (7) days prior to the regular business meeting.

SECTION 5. Voting. At all meetings each Director shall have only one (1) vote.

SECTION 6. To be approved, a motion must be made by a member of the Board, seconded by a member of the Board, and receive the affirmative vote of a majority of the total Board.

SECTION 7. All meetings with the exception of Work sessions shall be conducted in conformance with Roberts Rules of Order, unless otherwise specified in the By-Laws, or waived by a majority vote of the Board.

ARTICLE IX
QUORUM

SECTION 1. A quorum for all meetings shall be a majority of the Board.

ARTICLE X
AMENDMENTS

SECTION 1. These By-Laws may be amended by two-thirds (2/3) majority vote of all the members of the Board, provided the proposed amendment has been presented in writing at a regular business meeting and laid over to the next regular business meeting.

ARTICLE XI
CORPORATION STOCK

SECTION 1. Certificates of stock signed by the President and Secretary/Treasurers, and sealed with the seal of the Corporation, and in form approved by the Board of Directors and in accordance with law, shall be issued by the company to the holders of stock of the Corporation.

SECTION 2. Transfer of the stock shall be made either in person or by attorney only on the books of the corporation in a transfer book kept for that purpose, and upon surrender of the old certificate.

SECTION 3. Each stockholder shall be entitled to cast one (1) vote for every share of stock held by him/her/it at any election or on any subject before any annual or special meeting of the stockholders, and such votes may be cast either in person or by written proxy.

ARTICLE XII
LIABILITY

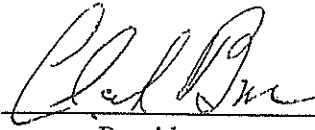
SECTION 1. No member, officer, director, committee person of this Corporation shall ever be held responsible or liable for the contracts or fault of this Corporation, nor shall any mere informality in organization have the effect of rendering the charter of this Corporation null or exposing any of its members, officers, directors or committee person to any liability.

ARTICLE XIII
CORPORATE SEAL

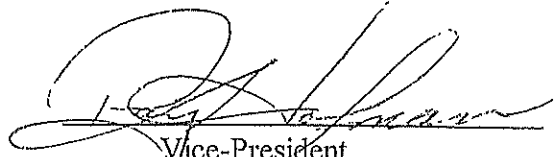
SECTION 1. The seal of this Corporation shall be circular with the name and domicile of the Corporation thereon.

The foregoing By-Laws were duly adopted by the Board of Directors of Hide-A-Way Lake Club, Inc., upon the 9th day of June, A.D. 1999, and appear upon the minutes of that meeting.

ATTESTED BY THE OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS OF HIDE-A-WAY LAKE CLUB, INC., ON THIS 9th day of June, A.D. 1999.



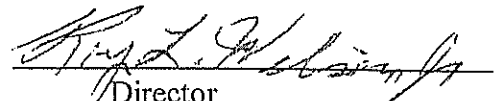
President



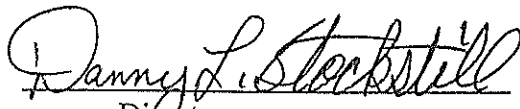
Vice-President



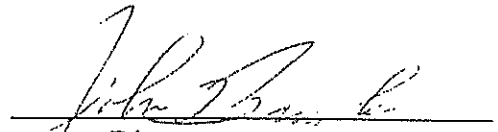
Secretary/Treasurer




Director



Director



Director



Director

APPROVED MINUTES DATE: July 14, 1999