

**SECOND AMENDED AND RESTATED BYLAWS OF
BR WEST HOMEOWNERS ASSOCIATION**

WHEREAS, the Member's of BR WEST HOMEOWNERS ASSOCIATION (hereinafter referred to as the "Association") have approved the amendment and restatement of any and all Bylaws of the Association existing and in effect on or before **JUNE 17, 2014** with these Second Amended and Restated Bylaws.

ARTICLE I
NAME and LOCATION

The name of the Association is BR WEST HOMEOWNERS ASSOCIATION. The principal office of the corporation shall be 115 Knicker Lane, Bermuda Run, North Carolina 27006. However, meetings of the members and directors may be held at such places within the State of North Carolina as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

The following terms used in these Bylaws shall have the following meanings (unless otherwise expressly provided herein):

“Articles” shall mean the Articles of Incorporation of the Association filed with the North Carolina Secretary of State, as amended or restated from time to time.

“Association” shall mean and refer to BR WEST HOMEOWNERS ASSOCIATION, its successors and assigns.

“Board of Directors” or “Board” shall mean the Board of Directors of the Association as provided in the Declaration.

“Bylaws” shall mean the Bylaws of the Association as they now or hereafter exist.

“Class A Members” shall mean all of the Owners of Lots other than Class B Members.

“Class B Member” shall mean the Developer, or his respective successors and assigns.

“Common Area” shall mean and refer to all real property owned by the Association for the common use and enjoyment of the Owners and defined as “Common Area” in the Declaration.

“Developer” shall mean and refer to BR 549, LLC, a North Carolina limited liability company, its successors and assigns.

“Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions at Book 204, Page 573 Davie County Registry together with any supplemental declarations and amendments thereto applicable to the Property as recorded in the Office of the Register of Deeds of Davie County, North Carolina.

“Lot” shall mean and refer to any plot of land (other than the Common Area) within the Property shown upon any Plat.

“Manager” shall mean and refer to the Person employed by the Board as a professional manager, pursuant to the provisions of these Bylaws, to manage the affairs of the Association.

“Member” shall refer to each Owner who is a member of the Association, whether such member is a Class A Member or Class B Member.

“Owner” shall mean and refer to the record owner (whether one or more Persons) of the fee simple title to any Lot; but notwithstanding any applicable theory of any lien or mortgage law, but shall not mean or refer to any mortgagee or deed of trust beneficiary unless and until such mortgagee or deed of trust beneficiary has acquired fee simple title pursuant to foreclosure or any proceeding in lieu of foreclosure.

“Participating Builder” shall mean any Person who is a licensed general contractor and who purchases one or more Lots for the purpose of constructing single-family residences thereon for later sale.

“Person” shall mean and refer to any individual, corporation, partnership, association, trustee, or other legal entity.

“Plat” shall mean, collectively, any and all maps of the Property, now or hereinafter recorded in the Davie County Registry.

“Property” shall mean and refer to that certain real property described and defined as “Property” in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association by annexations.

“Roads” shall mean all streets, roads and alleys shown on any Plat, regardless of whether such Road is located on a Lot(s) or on the Common Area.

“Utilities” shall mean any and all public water and sewer lines crossing any part of the Property (including any Lot).

ARTICLE III **PURPOSES**

The Association has been organized to administer the operation and management of the Common Area and maintenance of the Lots of Class A Members in accordance with the terms, provisions, conditions and authorizations contained in the Articles, these Bylaws and the Declaration.

ARTICLE IV
MEMBERS and MEETING of MEMBERS

Section 1. Members.

Each Owner shall automatically become a Member of the Association upon acquiring an ownership interest in title to any Lot; such membership shall terminate automatically upon the Owner being divested of such ownership interest in the title to such Lot, regardless of how such ownership may be divested. The Association shall have two (2) membership classes: Class A Memberships which shall be held by Class A Members and the Class B Membership which shall be held by the Class B Member. The Class B Membership shall cease, and shall automatically be converted into Class A Memberships, upon the first to occur of the following events:

- (a) one hundred twenty (120) days after seventy-five percent (75%) of the Lots have been conveyed to purchasers (other than Participating Builders);
- (b) two (2) years after the Developer has ceased to offer Lots for sale in the ordinary course of business; or
- (c) ten (10) years following the conveyance of the first Lot.

For purposes of determining the percentage of Lots which have been sold and conveyed for the purposes set forth in (a) above, the total number of Lots which have been sold and conveyed shall be divided by the total number of proposed Lots, one hundred fifty-two (152) Lots.

Section 2. Annual Meetings.

The annual meeting of Members shall be held in September of each year for the purpose of electing Directors of the Association and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held as designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article IV. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 3. Special Meetings.

Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors, or upon the written request of Members holding not less than twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the meeting.

Section 4. Notice of Meetings.

Written notice of each meeting of the Members shall be given not less than ten (10) nor more than sixty (60) days before the meeting date, either by (i) personal delivery; (ii) telegraph, teletype or other form of electronic, wire or wireless communication; (iii)

facsimile transmission; (iv) mail or (v) private carrier, to each Member entitled to vote at such meeting. The notice of meeting shall be addressed to the Member's address last appearing on the books of the Association and shall specify the place, date and time of the meeting and, in the case of a special meeting, shall include a description of the matter or matters for which the meeting is called. Waiver by a Member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 5. Quorum.

The presence at the meeting of the Members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the votes of the Members shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration or these Bylaws. If, however, the required quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 6. Proxies.

Members may vote either in person or by one or more proxies authorized by a written appointment of proxy signed by the Member or by his duly authorized attorney in fact prior to the commencement of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. If a proxy confers authority upon two or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present then that one, may exercise all the powers conferred by the proxy. Unless a proxy otherwise provides, any proxy holder may appoint in writing a substitute to act in his place.

Section 7. Voting of Shares.

- (a) Class A Members. Each Class A Member shall be entitled to one (1) vote for each Lot owned; provided, however, when more than one Person holds an interest in a given Lot, all such Persons shall be Members; provided, however, the vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one (1) vote be cast with respect to any given Lot owned by a Class A Member.
- (b) Class B Member. The Class B Member shall be entitled to three (3) votes for each Lot owned until such time as the Class B Membership shall cease to exist pursuant to Section 1 of this Article IV.

Section 8. Voting Procedures.

Voting by all Members, except the election of Directors, shall be by voice vote or by show of hands unless the majority of the Members present at the meeting shall, prior to voting on any matter, demand a ballot vote on that particular matter. Where Directors are

to be elected by the Members, the solicitation of proxies for such elections may be conducted by mail.

Section 9. Informal Action by Members.

Any action that is required or permitted to be taken at a meeting of the Members may be taken without a meeting if one or more written consents, describing the action so taken, shall be signed by all of the Members who would be entitled to vote upon such action at a meeting, and delivered to the Association for inclusion in the minutes or filing with the corporate records.

Section 10. Voting Lists.

At least ten (10) days before each meeting of Members, the Secretary of the Association shall prepare an alphabetical list of the Members entitled to vote at such meeting or any adjournment, with the address of each Member and the number of votes to be exercised by each Member. This list shall be kept on file at the registered office of the Association for a period of ten days prior to such meeting, and shall be subject to inspection by any Member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Member during the whole time of the meeting.

ARTICLE V

BOARD OF DIRECTORS – SELECTION and TERM OF OFFICE

Section 1. General Powers.

The affairs of the Association shall be managed by the Board of Directors, who will be Members of the Association, except the Developer, in accordance with the provisions of applicable law, the Articles, the Declaration and these Bylaws.

Section 2. Number and Qualifications.

The number of Directors constituting the Board of Directors shall be not less than three, nor more than seven including the Developer, the exact number of which shall be fixed or changed from time to time within the minimum or maximum, by the Members or by the Board of Directors. Directors need not be residents of the State of North Carolina. The Developer will remain a Director until the last lot is conveyed.

Section 3. Term of Directors.

Each initial Director as set forth in the Articles shall hold office until the first Members' meeting at which Directors are elected, or until such Director's death, resignation, or removal. Subsequent Directors shall be divided into three (3) classes, as nearly equal in number as may be, to serve in the first instance for terms of one (1), two (2), and three (3) years, respectively, and thereafter the successors in each class of Directors shall be elected to serve for terms of three (3) years. In the event of any

increase or decrease in the number of Directors, the additional or eliminated directorships shall be so classified or chosen that all classes of Directors shall remain or become as nearly equal in number as may be possible. Directors may serve no more than six (6) consecutive years (two (2) terms). If elected to a partial term, a Director's service during that partial term shall not count as part of the six (6) consecutive years sequence. After a one-year hiatus, a previous Director may serve again.

Section 4. Removal.

Any Director may be removed from the Board, with or without cause, by a majority vote of all of the Members.

Section 5. Resignation.

Any Director may resign at any time by giving written notice to the Board, 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.

Section 6. Vacancies.

In the event of death, resignation or removal of a Director, his successor shall be selected by a majority of the remaining members of the Board and such successor shall serve for the unexpired term of his predecessor and until his or her successor is elected and qualified.

Section 7. 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.

ARTICLE VI
NOMINATION and ELECTION of DIRECTORS

Section 1. Nomination.

Nomination of Directors for election to the Board of Directors shall be made by a nominating committee (the "Nominating Committee"). Nominations may also be made from the floor at the annual meeting of the Members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more other Members. The Nominating Committee shall be appointed by the President of the Association 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.

Section 2. Election.

The Directors shall be elected at the annual meeting of the Members 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 and these Bylaws. Those persons who receive the highest number of votes at a meeting of the Members at which a quorum is present shall be deemed to have been elected.

Section 3. Selection of Directors by Developer.

Notwithstanding anything to the contrary set forth in these Bylaws, the Developer shall have the right to designate and select a majority of the Board of Directors until the first to occur of the following events:

- (a) one hundred twenty (120) days after seventy-five percent (75%) of the Lots have been conveyed to purchasers (other than Participating Builders);
- (b) two (2) years after the Developer has ceased to offer Lots for sale in the ordinary course of business; or
- (c) ten (10) years following the conveyance of the first Lot.

ARTICLE VII
MEETINGS of DIRECTORS

Section 1. Annual Meeting.

The annual meeting of the Board of Directors shall be held in September of each year, immediately following the annual meeting of the Members, for the purpose of electing officers of the Association and the transaction of such other business as properly may be brought before the meeting. If the annual meeting is not held as designated by these Bylaws, a substitute annual meeting may be called by or at the request of the President or a majority of the Board of Directors in accordance with the provisions of Section 4 of this Article VII, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Regular Meeting

The Board of Directors shall meet four (4) times each year to manage the affairs of the Association and transact such business as necessary for the proper administration of the Common Area and maintenance of the Lots.

Section 3. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 4. Place of Meetings.

Meetings of the Board of Directors may be held at the principal office of the Association or at such other place, either within or without the State of North Carolina, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the Directors then in office.

Section 5. Notice of Meetings.

The Secretary or other person or persons calling a meeting of the Board of Directors for which notice is required shall give notice to all Directors by mail at least five (5) days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 6. Quorum.

A majority of the Directors in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 7. Manner of Acting.

Except as otherwise provided by law, the Articles, the Declaration or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. 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 consent of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 9. Meeting by Conference Telephone.

Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 10. Committees of the Board.

The Board of Directors may create committees of the Board and appoint members of the Board of Directors and/or members of the Association to serve on them. The creation of a committee of the board and appointment of members to it must be approved by a majority of the number of Directors in office when the action is taken. Each committee of the Board must have two or more members and, to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all the authority of the Board of Directors in the management of the Association. Each committee member serves at the pleasure of the Board. The provisions in these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees of the Board established under this section.

ARTICLE VIII **POWERS and DUTIES of the BOARD of DIRECTORS**

Section 1. Powers.

The Board of Directors shall have the following powers:

- (a) Adopt and publish rules and regulations governing the use of the Common Area, together with any facilities and improvements erected or constructed thereon, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.
- (b) Suspend the voting rights and the right of the use of the recreational facilities situated upon the Common Area, if any, of a Member (and such Member's family)
 - (i) during any period in which such Member shall be in default in the payment of any assessment levied by the Association and
 - (ii) for a period not to exceed sixty (60) days for an infraction of any published rules and regulations of the Association by such Member (or by a family member of such Member).
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association under the Articles, the Declaration, these Bylaws or by applicable law and not reserved to the Members by applicable law or by other provisions of these Bylaws, the Articles or the Declaration.
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (e) Employ a Manager, an accountant, an attorney, an independent contractor or such other employees as the Board deems necessary and to prescribe their duties. If a Manager is employed, the Board may delegate the power to such Manager to sign routine checks on the Association's checking account to pay routine and recurring bills and costs and as may be set forth in the contract of the Manager or as set forth in the resolution of the Directors from time to time.

- (f) Contract with any Person to maintain and restore the Common Area, together with any facilities and improvements erected or constructed thereon. Contract with any Person to maintain and care for the landscaping of Members' Lots.
- (g) Procure adequate insurance, including hazard and/or liability insurance, for the Common Area, together with any facilities and improvements erected or constructed thereon; Directors' liability insurance, and such other insurance as it shall deem necessary and appropriate; and include the cost of such insurance in the annual assessment of the Members. The desired insurance coverage may be approved by the Members if the Directors so desire.
- (h) Charge reasonable admission and other fees for the use of any recreational facility situated upon the Common Area.
- (i) Borrow money for the purpose of repairing, maintaining or improving the Common Area and/or any facilities and improvements erected or constructed thereon, or for the repair and maintenance of the Roads and Utilities; and to mortgage, pledge, deed in trust, or hypothecate any and all real or personal property as security for money borrowed and debts incurred.
- (j) Enforce the provisions of the Declaration relating to the administration of the operation and management of the Common Area.

Section 2. Duties.

It shall be the duty of the Board of Directors to perform the following:

- (a) Cause to be kept a complete record of all its acts and corporate affairs, and to present a report thereof to the Members at the annual meeting of the Members or at any special meeting when such report is requested in writing by fifty-one percent (51%) of the voting Members who are entitled to vote.
- (b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.
- (c) As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period, or when they deem necessary, not in excess of the annual maximum.
 - (2) Send written notice of each assessment increase to the Owner subject thereto at least thirty (30) days in advance of each assessment period.
 - (3) Foreclose the lien against any property for which assessments (including late fees) have not been paid within thirty (30) days after the due date and/or to bring an action at law against the Owner personally obligated to pay the same.

- (d) Issue, or cause an appropriate officer to issue, upon demand by any Person a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (f) Cause the Common Area and landscaping of individual Lots of Members to be maintained.
- (g) Appoint such committees as are provided for in these Bylaws and/or the Declaration, and such other committees as shall be appropriate, desirable or necessary for the proper administration and performance of the Association.
- (h) Exercise their powers in good faith, and do and perform such other matters and things not expressly prohibited by law, the Articles, the Declaration, or these Bylaws as are necessary and appropriate to the proper administration, operation, and maintenance of the Association and the Property.
- (i) Perform such other duties and obligations as may be required of the Board as required by law, the Articles, the Declaration, or these Bylaws.

ARTICLE IX **OFFICERS and THEIR DUTIES**

Section 1. Officers of the Association.

The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as may from time to time be appointed by or under the authority of the Board of Directors. Any two offices, other than President and Secretary, may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required. Not more than two offices may be held by the same person.

Section 2. Appointment and Term.

The officers of the Association shall be appointed annually by the Board of Directors. The appointment 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. Each officer shall hold office for one (1) year unless he shall sooner (i) die or resign, or (ii) be removed or otherwise disqualified to serve.

Section 3. Removal.

Any officer may be removed by the Board at any time, with or without cause.

Section 4. Resignation.

Any officer may resign at any time by giving written notice to the Board, 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.

Section 5. Vacancies.

A vacancy in any office may be filled by appointment by the Board. The officer appointed to the vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Duties.

The duties of the officers are as follows:

(a) President.

The President shall be the principal executive officer of the Association and, subject to the control of the Board, shall supervise in general and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the Members. The President shall have authority to sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) Vice-President.

In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In the absence of the President, the Vice President shall have authority to sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and, in general, he shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Board from time to time.

(c) Secretary.

The Secretary shall: (i) keep the minutes of the meetings of the Members, of the Board of Directors, and of all committees in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) maintain and authenticate the records of the Association; (iv) prepare, or cause to be prepared, Member lists prior to each meeting of Members as required by Section 10 of Article IV; (v) attest the signature or certify the incumbency or signature of any officer of the Association; and (vi) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Board.

(d) Treasurer.

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

ARTICLE X
INDEMNIFICATION

Section 1. General Policy.

It shall be the policy of the Association to indemnify, to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina, the Directors, officers and committee members of the Association, and persons who serve or have served at the request of the Association as directors or officers of another corporation, association, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a “proceeding”) and against reasonable expenses (including attorneys’ fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Association Funds for Indemnification.

The Association may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the Association for indemnification shall be deemed a proper expense of the Association.

ARTICLE XI
BOOKS and RECORDS

The books, records and papers of the Association shall, at all times and during reasonable business hours by appointment, be subject to inspection by any Member. The

Declaration, the Articles and these Bylaws 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 XII **ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same and foreclose the lien against such Owner's Lots(s); after ninety (90) days: 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 in the Declaration by non-use of the Common Area or abandonment of his Lot.

ARTICLE XIII **AMENDMENTS and CONFLICTS**

Section 1. Amendments.

These Bylaws may be amended at an annual or a special meeting of the Members by a vote of a majority of Members present in person or by proxy at which a quorum is present, provided the notice of such meeting shall state the proposed amendment to be voted on in a reasonable manner to give notice thereof and, provided further, that such amendment does not conflict the terms, provisions, conditions or authorizations contained in the Articles and/or Declaration.

Section 2. Conflicts.

In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV **MISCELLANEOUS**

Section 1. Seal.

The seal of the Association shall bear the name of the Association and the letters "NC."

Section 2. Waiver of Notice.

Whenever a notice is required to be given to a Member, Director or other person under the provisions of these Bylaws, the Articles or by applicable law, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be equivalent to giving the notice.

Section 3. Checks.

All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board of Directors may from time to time designate.

Section 4. Bond.

The Board of Directors by resolution may require any or all officers, agents or employees of the Association to give bond to the Association, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 4. Loans.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Fiscal Year.

The fiscal year of the Association shall be the period ending on December 31st of each year.

Section 7. Earnings.

No part of the net earnings of the Association shall inure to the benefit of its Members, Directors, officers, or other Persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the Association.

These Second Amended and Restated Bylaws of the Association have been adopted effective ___ JUNE 17, 2014.