ARTICLE I – NAME AND PURPOSE OF ASSOCIATION

Section 1: Name. This nonprofit corporation shall be known as Lands End of Emerald Isle Association, Inc. (herein called the "Association") and shall be organized and maintained as a nonprofit corporation under the laws of the State of North Carolina.

Section 2: Purpose. The purpose of the Association shall be to provide maintenance, preservation, and property control of the residential lots and common areas within the properties which are more particularly defined in the document entitled "Amended and Restated Covenants, Lands End and Lands End West" (herein called the "Declaration") as recorded in Book 368* at Page 297* in the Office of the Register of Deeds of Carteret County, North Carolina, and to promote the health, safety and welfare of the residents within said properties; and to exercise all of the rights and privileges and to perform all of the duties and obligations of the Association as are set forth in the Declaration as the same may hereafter be modified or amended from time to time.

ARTICLE II – MEMBERSHIP

Section 1: Membership. Each "Owner" of a "Lot" within the "Properties" which shall become subject to the provisions of the Declaration, as those terms are defined therein, shall be a member of the Association. See Sections 2(D) and 6 of the Second Amended and Restated Covenants, Lands End and Lands End West.

Section 2: Change of Membership. Change of membership in the Association shall be established by the recording of a deed or other instrument in the Office of the Register of Deeds of Carteret County, North Carolina, which deed or instrument shall establish fee simple title in a Lot in the designated grantee who shall thereupon become a member in the Association; provided, however, such grantee may not be entitled to voting rights as herein provided and as provided in the Declaration until such time as a copy of such recorded deed or instrument has been delivered to the Treasurer of the Association. "Copy" for purposes of this provision shall mean a copy of the deed or instrument recorded at the Register of Deeds of Carteret County, North Carolina. The copy of the deed or instrument shall also set forth the book and page number of the Office of the Register of Deeds in which the deed or instrument is recorded.

ARTICLE III – VOTING

Section 1: Voting Rights. Voting rights of the membership shall be as provided in the Declaration. Voting for directors or any vote at a Special Meeting shall be by secret ballot. Each ballot shall be kept in confidence and in the possession of the attorney for the Association. In the case of a tie vote for candidate directors, then the President or his or her designee shall perform a coin toss and the Secretary or his or her designee, prior to said toss of coin, shall set forth which candidate is “Heads” and which candidate is “Tails,” and the winner of said toss of coin shall become the winning candidate for said Board vacancy.

Section 2: Proxies. Votes may be cast in person or by proxy. A proxy shall be valid only for the particular meeting designated thereon and must be filed with the Secretary of the Association or the Association’s attorney prior to the appointed time of the meeting. A person who votes in person revokes any prior proxy.

Section 3: Voting Procedure. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by Chapter 55A of the North Carolina General Statutes, the Charter of the Association, these Bylaws, or the Declaration. There shall be no right to cumulative vote on any issue brought before the membership of the Association. All ballots shall be secretly tabulated except as to votes by proxies.
ARTICLE IV – MEETINGS OF MEMBERSHIP

Section 1: Annual Meeting of Members. The annual meeting of the members of the Association shall be held on the last Saturday of April of each year unless an earlier date is established by a majority of the Board of Directors. Notice of the time and place of holding the annual meeting shall be mailed to each member not less than 10 days nor more than 50 days before the date of such meeting.

Section 2: Special Meetings of Members. Special meetings of the members shall be called by the President or Secretary upon written request of two (2) directors then serving on the Board of Directors or members having one-tenth of the votes entitled to be cast at such meeting. Notice of the meeting shall be mailed to each member not less than 10 days nor more than 50 days prior to the date of such meeting, and at such special meeting there shall only be considered such business as is specified in the notice of meeting.

Section 3: Quorum for Members’ Meetings. At all meetings of the Association, either regular or special, members holding one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by such presiding officer.

Section 4: Place of Meetings. All meetings of the membership of the Association shall be held within Carteret County, North Carolina, at a location designated in the notice of meeting.

Section 5: Order of Business. At the Annual Meeting of the membership of the Association, the order of business shall be as follows:
(a) Registering and certifying of proxies and quorum and ballots.
(b) Election of Directors.
(c) Reading of minutes of immediate prior meeting for information and approval.
(d) Reports of Officers.
(e) Reports of Committees.
(f) Unfinished business.
(g) New business.
(h) Results of election of Directors.
(i) Adjournment.

ARTICLE V – BOARD OF DIRECTORS

Section 1: General Powers. The business and affairs of the Association shall be managed by the Board of Directors or by such Executive Committee or other committees as may be established by the Board of Directors pursuant to these Bylaws.

Section 2: Number, Term and Qualification. The Board of Directors shall consist of seven persons who shall be elected for two year terms. All persons elected to the Board of Directors by the membership shall be at least 18 years of age and shall either be members of the Association or a corporate officer or general partner of a member of the Association. If any person elected or appointed to the Board of Directors becomes a non-member or does not otherwise qualify as a corporate officer, or general partner of a member of the Association, his position as a director is immediately terminated and a vacancy created.

Section 3: Removal. Any director may be removed from office with or without cause by a vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a duly called meeting of the membership. If any directors are so removed, new directors may be elected at the same meeting to fill the unexpired terms of the directors so removed.

Section 4: Vacancies. A vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors, though less than a quorum, or by the sole remaining director. A vacancy caused by an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of the
members called for that purpose. The members may elect a director at any time to fill a vacancy for the unexpired term which has not been filled by the directors.

Section 5: **Chairman of the Board.** There may be a Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 6: **Expenses.** The Board of Directors may provide for the payment of all expenses incurred by directors in performance of their duties.

Section 7: **Executive Committee.** The Board of Directors, by resolution unanimously adopted by the entire Board of Directors, may designate two or more directors to constitute an Executive Committee which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Association. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed on it or them by law.

Section 8. **Other Committees.** The Board of Directors may from time to time, at its discretion, establish such other Committees as may be deemed necessary for the operation of the Association.

Chairmen of such committees shall be nominated annually by either the President or any other director and shall be appointed by a majority vote of all the Board of Directors. Such chairmen may only be removed by a like vote of the Board of Directors.

ARTICLE VI – MEETINGS OF DIRECTORS

Section 1: **Regular Meetings.** A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

Section 2: **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 3: **Notice of Meetings.** Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 4: **Waiver of Notice.** Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5: **Quorum.** A majority of the Board of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6: **Manner of Acting.** Except as otherwise provided 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.

The unanimous vote of the duly elected directors shall be required to adopt a resolution to dissolve the Association with a two-thirds vote of members present or represented by proxy at a Special Meeting as called for that purpose.

Section 7: **Presumption of Assent.** A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a contrary vote is recorded or a dissent is otherwise entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as Secretary of the meeting before the
adjournment thereof or forwards such dissent by registered mail to the Secretary of the Association immediately after
the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8: Informal Action by Directors. Action taken by a majority of the directors without a meeting is
nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the
minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE VII – OFFICERS

Section 1: Number. The officers of the Association shall consist of a President, one or more Vice Presidents, a
Secretary, a Treasurer, and such Assistant Secretaries, Assistant Treasurers and other officers the Board of Directors
from time to time may elect. Any two or more offices may be held by the same person, except that no officer may act
in more than one capacity where action of two or more officers is required. The President and Secretary shall always
be two distinct persons.

Section 2: Election and Term. The officers of the Association shall be elected by the Board of Directors. Such
elections may be held at any regular or special meeting of the Board. Terms of officers shall be set periodically by the
Board of Directors as it sees fit.

Section 3: Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by
a majority of the Board without cause; but such removal shall be without prejudice to the contrary rights, if any, of
the person so removed.

Section 4: Compensation. The compensation of all officers of the Association shall be fixed by the Board of
Directors.

Section 5: President. The President shall be the principal executive officer of the Association and, subject to
the control of the Board of Directors, shall supervise and control the management of the Association in accordance
with these Bylaws. The President shall sign, with any other proper officer, any deeds, leases, mortgages, bonds,
contracts or other instruments which may be lawfully executed on behalf of the Association, except where required or
permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be
delegated by the Board of Directors to some other officer or agent and, in general, shall perform all duties incident to
the office of President and other such duties as may be prescribed by the Board of Directors from time to time. Any
signature by the president on any document legally binding the Association must be approved by the Board of
Directors prior to said document having a legally binding effect on the Association.

Section 6: Vice President. In the absence of the President or in the event of the president’s 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. The Vice President shall perform such other duties
as from time to time may be assigned by the President or the Board of Directors.

Section 7: Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of
members and directors. The Secretary shall give all notices required by law and by these Bylaws. The Secretary shall
have general charge of the corporate books and records and of the corporate seal, and the Secretary shall affix the
corporate seal to any lawfully executed instrument requiring it. The Secretary shall have general charge of the
membership records and shall keep, at the registered or principal office of the corporation, a record of members
showing the name and address of each member and the lot owned by such member. The Secretary shall sign such
instruments as may require a signature, and, in general, shall perform all duties incident to the office of Secretary and
such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 8: Assistant Secretaries. In the absence of the Secretary or in the event of the secretary’s death,
inability or refusal to act, the Assistant Secretaries, in the order of their length of service as Assistant Secretaries,
unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting
shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other
duties as may be assigned them by the Secretary, by the President or by the Board of Directors. Any Assistant Secretary may sign, with the President, any document required to be signed by the Secretary.

Section 9: Treasurer. The Treasurer shall have custody of all funds belonging to the Association and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the Association in books especially provided for that purpose; and the Treasurer shall cause true statements of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for each fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Association within three months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member of the Association for a period of ten years and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member upon the written request therefor. The Treasurer, in general, shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 10: Assistant Treasurers. In the absence of the Treasurer or in the event of death, inability or refusal to act, the Assistant Treasurers, in the order of their length of service as Assistant Treasurers, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the President or by the Board of Directors.

ARTICLE VIII – PARLIAMENTARY RULES

Section 1: Parliamentary Rules. Roberts Rules of Order (latest edition) shall govern the procedure of meetings of the Association when not in conflict with the Articles of Incorporation of this Association, these Bylaws, the Declaration or with the General Statutes of the State of North Carolina or state or federal law in general.

ARTICLE IX – AMENDMENTS TO BYLAWS

Section 1: Amendments. Amendments to these Bylaws shall be proposed and adopted in the following manner:

(a) Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by members of the Association having one-fourth of the votes entitled to be cast at a meeting of the membership, whether meeting as members or by instrument in writing signed by them.

(b) Upon any amendment to these Bylaws being proposed by said Board of Directors or members, such proposed amendment shall be transmitted to the President of the Association, or other officer of the Association in the absence of the President, who shall thereupon call a Special Joint Meeting of the Board of Directors of the Association and the membership for a date not sooner than twenty (20) days or later than sixty (60) days from receipt by such officer of the proposed amendment and it shall be the duty of the Secretary to give each member written notice of such meeting in the same form and in the same manner as notice of the call of a Special Meeting of the members is required as herein set forth.

(c) In order for such amendment to become effective, it must be approved by a majority vote of the entire Board of Directors and by an affirmative vote of two thirds of the members present or represented by proxy at such meeting.

ARTICLE X – GENERAL PROVISIONS

Section 1: Seal. The seal of the Association shall consist of two (2) concentric circles between which is the name of the Association and in the center of which is inscribed the word "SEAL"; and such seal, in the form approved and adopted by the Board of Directors, shall be the corporate seal of the Association.
Section 2: Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name until authorized by a resolution of the Board of Directors.

Section 3: Checks. All checks, drafts or other order for the payment of money issued in the name of the Association shall be signed by such officer or officers, agent or agents, as from time to time may be designated and authorized by a unanimous resolution of the Board of Directors.

ARTICLE XI – INDEMNIFICATION

Section 1: Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the Association shall have a right to be indemnified by the Association to the fullest extent permitted by law against:

(a) reasonable expenses, including attorney’s fees, actually and necessarily incurred by the person in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Association, seeking to hold the person liable by reason of the fact that the person is or was acting in such capacity, and

(b) reasonable payments made by the person in satisfaction of any judgment, money decree, fine, penalty or settlement for which the person may become liable in any such action, suit or proceeding. The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due the person and giving notice to, and obtaining approval by a majority of the Directors or a majority of the members of the Association if the Board refuses to provide said indemnity. Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

This the 9th day of March, 2002.

(Seal)  Mary Helen M. Casey
Mary Helen M. Casey, President