

**BY-LAWS
OF
BROOKHAVEN LOT AND HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
Offices**

The principal offices of the Brookhaven Lot and Homeowners Association, Inc (hereinafter referred to as the "Association") in the State of Alabama shall be located in Margaret, St. Clair County. The corporation may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation, required by the Alabama Business Corporation Act to be maintained by the State of Alabama may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
Association Members**

Membership Open. Membership in the Association is open to all owners of homes and/or lots within the Brookhaven, The Village at Brookhaven, and any and all additional phases added to Brookhaven or The Village at Brookhaven, whose homes and lots are approved for admittance to the Association by a majority vote of Association Members, conducted in accordance with the terms of these Bylaws (hereinafter referred to as "Association Members"). While all adult members of any household within the Association are entitled to attend and participate in the discussion of any meetings of the association and may hold office in the Association, voting rights may only be exercised by one Association Member per household, and on all issues on which votes are taken and in all elections of officers, only one voter per household and/or lot shall be counted. Membership rights may be transferred only to persons purchasing homes within the Association and may not be transferred to tenants, renters, guests or other temporary residents.

Section 1. Annual Meeting. The annual meeting of the Association Members shall be held on the second Tuesday in the month of April in each year, beginning with the year 2008, at the hour of 7:00 o'clock P.M., or at such other time on such other day within such month as shall be fixed by the Board of Directors, or the President, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Alabama, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day

designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Association Members as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the Association Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and also may be called by the President at the request of not less than one-tenth of all Association Members entitled to vote at any meeting.

Section 3. Place of Meeting. The Board of Directors or the President may designate any place, either within or without the State of Alabama, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors or the President. A waiver of notice signed by all Association Members entitled to vote at a meeting may designate any place, either within or without the State of Alabama, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Alabama.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten or more than fifty days before the date of the meeting, either personally, by electronic mail, or by 1st class mail, by or at the direction of the President, or the Secretary, or the Officer or other persons calling the meeting, to each Association Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Association Member at his address as it appears on the Secretary's roster of Association Members, with postage thereon prepaid. In addition, the Secretary shall post said notice upon the Association's public message board attached to the exterior of the Clubhouse, not less than ten days before the date of the meeting, whereby each Association Member will be deemed to have Constructive Notice of the contents of said notice posted therein.

Section 5. Voting Record. The Secretary shall make at least ten (10) days before each meeting of Association Members, a complete list or roster of Association Members entitled to vote at each meeting or any adjournment thereof, arranged in alphabetical order, with the address of said member. For voting purposes, for a period of ten days prior to any meeting, such list shall be kept on file at the principal office of the Association and shall be subject to inspection by any Association Member making written request therefore at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Association Members during the whole time of the meeting.

Section 6. Quorum. A majority of Association Members entitled to vote, represented in person, shall constitute a quorum at a meeting of Association Members. If less than a majority of the existing Association Members entitled to vote are represented at a meeting, a majority of those Association Members entitled to vote so represented may adjourn the meeting from time to time without further notice. At such meeting, business may be transacted which might have been

transacted at a meeting as originally noticed. The Association Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough association members to leave less than a quorum.

Section 7. Voting. Each Association Member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of Association Members. Voting rights may only be exercised by one Association Member per household, and on all issues on which votes are taken and in all elections of officers, only one vote per household and/or lot shall be counted.

ARTICLE III **Board of Directors**

Section 1. General Powers. The business and affairs of the corporation shall be overseen by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be at least 2. Each director shall hold office until the next annual meeting of Association Members and until his successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Alabama, for the holding of additional regular meetings without other notice than such resolution.

Section 4. 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 5. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Alabama, as the place of meeting for any regular or special meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6. Notice. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by a vote of a majority of a quorum, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum present, or the refusal of any Director present to vote.

Section 8. Manner of Acting. 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 9. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though not less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of Association Members, or at a special meeting of Association Members called for the purpose of electing a new Director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at any annual meeting or at a special meeting of Association Members called for that purpose.

Section 11. 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 his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the persons acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV **Officers**

Section 1. Number. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by a majority vote of the Association Members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors and ratified by a majority vote of Association Members.

Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Association to be elected by the Association Members shall be elected annually by vote of the Association Members at the annual meeting scheduled for the second Tuesday of April. If the election of officers shall not be held at such meeting, such election shall be held as soon as thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by super-majority affirmative vote of two-thirds of the Association Members eligible to vote, in favor of removing said officer whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the Association Members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation hereunto bonds, contracts, or other instruments authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) 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 and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Association Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each Association Member which shall be furnished to the Secretary by such

Association Member(s); (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE V

Contracts, Loans, Checks, and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans, notes, or mortgages shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and ratified by a vote of Association Members. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the President or Treasurer, or any officer, acting under the authority bestowed upon them in accordance with these By-Laws.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the President may select.

ARTICLE VI

Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of April and end on the 31st day of March in each year.

ARTICLE VII
Corporate Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal".

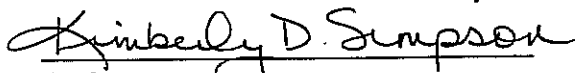
ARTICLE VIII
Waiver of Notice

Whenever any notice is required to be given to any Association Member or Director of the Association under the provisions of these By-Laws or the provisions of the Articles of Incorporation or under the provisions of the Constitution of Alabama or the Alabama Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
Amendments

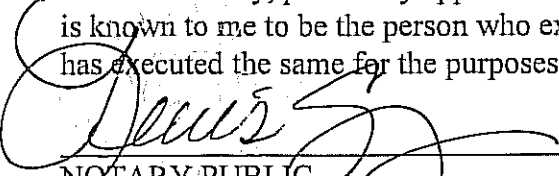
These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Association Members at any regular or special meeting by an affirmative super-majority vote of two-thirds of Association Members eligible to vote in any election or upon any issue submitted to a vote.

The foregoing By-Laws were adopted by an affirmative majority vote of Association Members on the 4th day of December, 2008, and constitute the official By-Laws of the Association.


As Secretary

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

On this 5th day of December, in the year 2008, before me, a Notary Public in and for said state and county, personally appeared **KIMBERLY SIMPSON**, whose name appears above and is known to me to be the person who executed the within and has acknowledged to me that she has executed the same for the purposes therein stated.



NOTARY PUBLIC
My Commission Expires: 08/29/2011