

**REVISED AND RESTATED BYLAWS
OF
CAROLINA FOREST CIVIC ASSOCIATION
A South Carolina nonprofit South Carolina Corporation**

**Approved for presentation to Membership by the Board of Directors by voice vote: October 10, 2012
APPROVED by Affirmative vote of the Membership on November 14, 2012
Confirmed by Affirmative vote of Board of Directors on November __, 2012**

**ARTICLE I
PURPOSE, OFFICES, AND REGISTERED AGENT**

Section 1.01 Purpose.

The Purpose of the Carolina Forest Civic Association (the "Corporation") shall be to:

1. To represent the residents, businesses, and other organizations of the greater Carolina Forest Community, of which the organization shall serve the greater purpose to unite the influence and endeavors of the Carolina Forest community by promoting, though purposeful and constructive cooperation, activities to make Carolina Forest a better community in which to prosper.

2. To provide an alternate source of representation for residents of Carolina Forest and to establish a voice for such representation. In furtherance of its purpose, the Corporation shall exclusively operate as a civic organization and/or social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the earnings of the Corporation shall inure to the private benefit of, or be distributed to its Members (if any), trustees, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth herein. No substantial part of the activities of the Corporation shall be carrying on of propaganda, nor shall the Corporation otherwise attempt to influence legislation as such is set forth in the Regulations of the Internal Revenue Code. Regs. §1.501(c)(4)-1. The Corporation shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(4) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Section 1.02 Principal Office.

The Corporation shall maintain its Principal Office as required by the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act"), within the area designated as Carolina Forest, Myrtle Beach, State of South Carolina, or such other place as designated from time to time by the Board of Directors for the Principal Executive Offices of the Corporation (the "Principal Office").

Section 1.03 Registered Office.

The Corporation shall maintain a Registered Office as required by the Act at a location in the State of South Carolina designated by the Board of Directors from time to time (the "Registered Office"). In the absence of a contrary designation by the Board of Directors, the Registered Office of the Corporation shall be located at its Principal Office.

Section 1.04 Other Offices.

The Corporation may have such other offices within or outside the State of South Carolina as the business of the Corporation may require from time to time. The authority to establish or close such other offices may be delegated by the Board of Directors to one or more of the Corporation's Officers.

Section 1.05 Registered Agent.

The Corporation shall maintain a Registered Agent as required by the Act who shall have a business office at the Corporation's Registered Office. The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation the Registered Agent shall be the Corporation's Secretary. In the instance of vacancy of the office of Secretary, such designation shall fall upon the Corporation's President.

Section 1.06 Filings.

In the absence of directions from the Board of Directors to the contrary, the Secretary of Corporation shall cause the Corporation to maintain current all filings in respect of the Principal Office, Registered Office and Registered Agent with all governmental officials as required by the Act or otherwise by law. Should the Office of Secretary be vacant at any time, such responsibility shall devolve upon the Corporation's Treasurer.

ARTICLE II MEMBERS

Section 2.01 Criteria for Membership.

Membership shall be open to all residents, businesses and organizations located in the Carolina Forest area. Carolina Forest is the area commonly described to lie within the boundaries of the Atlantic Intracoastal Waterway, US Highway 501, Gardner Lacey Road and International Drive. The boundaries set forth herein are for general reference only and may be expanded or contracted as deemed appropriate to more fully fulfill the purpose of the organization.

Section 2.02 Procedures for Becoming a Member.

Generally, a person may become a member as a resident of the specified area or a South Carolina business entity that has a principal place of business is located in the specified area; notwithstanding any individual, for-profit business, any non-profit business, religious, civic organization, or any national retailer organization that operates in the specified area or has an interest in the Carolina Forest area shall be allowed to make application for membership by filling out a simple informational data compilation application for statistical purposes and remitting the appropriate annual membership dues with said application.

Section 2.03 Consideration.

The Corporation shall admit all applicants upon processing of the applicants Membership Application and verification that funds remitted for the membership dues are good funds.

Section 2.04 Dues.

The Board of Directors, no later than November 30th each year, shall determine the amount of dues to be paid by the Members for the following calendar year. Notwithstanding the fiscal year of the Corporation, dues may be accepted at any time with membership being valid for one year from the date of the application, regardless of the date the application was accepted by the Corporation. In the event the Corporation shall receive an application undated by the applicant, the membership shall begin on the date the application is processed by the Corporation and expire one year thereafter. It shall be in the sole discretion of the Board of Directors to establish categories of memberships and the dues incumbent therewith so long as such dues are set by the date set forth herein. Should no publication of new dues be made by November 30, the rates and membership structure for the previous year shall carry forward to the next year.

Section 2.05 Annual and Regular Meetings.

An annual meeting of the Corporation's Membership shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the President or the Board of Directors. In the absence of any such designation, the annual meeting shall be held at the Corporation's Principal Office at the hour of six o'clock in the evening on the third Wednesday of November; but if that day shall be a holiday under federal or South Carolina law, then such annual meeting shall be held the preceding Wednesday. In the event of any conflict between any such designation, the annual meeting shall be held at the same time and place designated by the Board of Directors; provided however, any notice changing the time or place of the meeting shall be held on the next succeeding business day. In the event of any conflict between any such designation, the annual meeting shall be held at the time and place designated by the Board of Directors; provided however, any notice changing the time or place of the meeting shall be effective only if timely received by the Members in accordance with Section 2.08 hereof. Unless the Act, the Bylaws, or the Corporation's Articles of Incorporation ("Articles") require otherwise, notice of the annual meeting need not include a description of the purpose for which the meeting is called. Pursuant to Section 33-31-705(c)(2) of the Act as amended, notice of an annual or regular meeting at which the Members may approve the following shall include a description of such matter: amending the Articles; amending the Bylaws; merging the Corporation; selling the Corporation's assets other than in the regular course of activities dissolving the Corporation.

Section 2.06 Special Meetings.

Special meetings of the Corporation's Members may be demanded and called for any one or more lawful purposes by the Corporation's President, by a majority of the Directors, or by petition signed by twenty-five percent of the paid membership of the organization. For purposes of petition corporate/business members shall be excluded from the count required to achieve the required percentage nor shall any such members be permitted to be included in the actual petition for such called meeting.

Section 2.07 Notice of Meetings, Waiver of Notice.

Oral or written notice of all meetings of Members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mailed, thirty (30) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act, to all Members of record entitled to vote at such meeting; provided, however, the date upon which such notice shall be deemed effective shall be determined in accordance with Section 2.09 hereof.

Section 2.08 Effective Date of Member Notice.

An oral notice is permissible if reasonable under the circumstance and is effective when communicated in a comprehensible manner, i.e. notice may be given at any prior general membership meeting of any subsequent matter to be brought up in a future general membership meeting whether special meeting or regular meeting. Written notice, if in comprehensible form, is effective at the earliest of the following:

When received:

1. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with First class postage affixed;
2. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
3. Fifteen (15) days after its deposit in the United States mail, if mailed correctly addresses and with other than first class, registered, or certified postage affixed.

Written notice is correctly addressed to a Member if addressed to the Member's address shown in the Corporation's current list of Members.

4. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to Members constitutes a written notice or report if addressed or delivered to the Members who are residents of the same household and who have the same address in the Corporation's current list of Members, if addressed or delivered to one of such Members, at the address appearing on the Corporation's current list of Members. This may be deemed to include facsimile transmissions, email notifications, email blasts, or other similar mass communication systems of providing information to the membership.

If notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Member, if any, so long as transmittal receipt to the sender is producible. If the notice is given by electronic mail transmission, the notice shall be deemed delivered when the notice is transmitted to an electronic mail address designated by the Member, if any, so long as no return result is produced that indicates that the transmission was undeliverable.

5. Publication of notice may also be provided on the Corporation's website <http://www.cf-ca.org> so long as such notice is placed in a conspicuous manner/placement no less than twenty day prior nor more than sixty days prior to the date of the event giving rise to necessity of notice. Notice may also be provided on social media internet sites, however, such notice provided thereon shall not be considered official notice, but rather for information purposes only as both Members and non-Members have access to posting to such sites.

Section 2.09 Members of Record.

For the purpose of determining Members entitled to vote at any meeting of Members, or in connection with any other proper purpose requiring a determination of Members, the Board of Directors shall by resolution fix a record date for such determination. The record date set by the Board of Directors shall be not more than seventy (70) days, and not less than the last day for timely giving notice, before the meeting or action requiring a determination of Members is to occur. If the Board of Directors fails to set a record date, all paid individual Members at the close of business on the business day on which notice is given; or, if notice shall be waived, at the close of business on the business day preceding the day on which the meeting is held, will be entitled to vote. All paid Members of record appearing in the books of the Corporation at the close of business on the record date so fixed shall constitute the Members in respect of the activity in question. A determination of Members of record entitled to notice of or to vote at a meeting if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining Members entitled to notice of the original meeting, shall be that based on the paid membership as of the date of the original meeting. For purposes of voting, only individual members shall have the right to vote; should a family hold a membership only the two adult members shall be entitled to cast votes in any matter(s) called to a vote.

After fixing a record date for notice of a meeting, the Corporation shall prepare an alphabetical list of names of all individual Members who paid in full and are entitled to notice of the meeting; such shall list the Members by classification of membership, if any. The list shall show the address and membership number as well as the number of votes each Member is entitled to vote at the meeting; furthermore, the Corporation shall prepare on a current basis through the time of the membership meeting a list of Members, if any, who are not entitled to vote at the meeting but are entitled to notice of the meeting. This list must be prepared on the same basis and be part of the list of Members. Such list of Members shall be available for inspection by any Member for purposes of communication with other Members concerning the meeting, upon written request, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's Principal Office; noting however, no written request shall be required immediately prior or immediately after the meeting so long as such request is made in a manner not disruptive to the conduct of the meeting to be conducted that evening. Subject to the limitations of Sections 33-31-720, 33-311-602(c) and 33-31-1605 of the Act, as amended, a Member, Member's agent, or Member's attorney-in-fact shall be entitled on written demand, at the Member's expense, to inspect and copy the list at a reasonable time during the period it is available for inspection. The Corporation shall make the list of Members available at the meeting, and any Member, a Member's agent, or Member's attorney-in-fact shall be entitled to inspect the list at any time during the meeting or any adjournment. Notwithstanding the foregoing, a Member may inspect and copy the membership list only if (i) his/her demand is made in good faith and for a proper purpose, (ii) he describes with reasonable particularity his/her purpose, (iii) the request is directly connected with his/her purpose, and (iv) the request is not being made for the purpose of disrupting the conduct of the scheduled business to be conducted at the meeting.

Section 2.10 Quorum.

Except as may otherwise be required by the Act or the Articles of Incorporation of the Corporation, at any meeting of Members the presence, in person or by proxy, of the holders of:

Five percent (5%) of the outstanding votes entitled to be cast at the onset of such meeting shall constitute a quorum; once a quorum has been met for any meeting, it may not be lost even if there shall be Members depart the meeting after the declaration of an initial quorum being met. In the absence of a quorum, a meeting may be adjourned from time to time, in accordance with the provisions concerning adjournments contained elsewhere in these Bylaws. Absent objection for lack of quorum, the Members may transact such business as may be properly transacted at such meeting.

Section 2.11 Transaction of Business.

Business transacted at an annual meeting of Members may include all such business as may properly come before the meeting; provided however, business which, as set forth in the Act, or these Bylaw, requires notice of, or waiver of notice by, the Members may only be transacted at an annual meeting of Members if valid notice of such business is given to, or waived by, each member in accordance with the Act or these Bylaws. Business transacted at a special meeting of Members shall be limited to the purpose stated in the notice of the meeting.

Section 2.12 Voting.

Except as may otherwise be required by the Act or the Articles, and subject to the provisions concerning Members of record contained elsewhere in these Bylaws, an individual Member (or such Member's proxy) shall be entitled to one vote.

In elections of Directors, those candidates receiving the greater number of votes cast (although not necessarily a majority of votes cast) at the meeting shall be elected.

Section 2.13 Action Without Meeting.

To the fullest extent permitted by the Act, Members may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by at sixty seven percent (67%) of the Members, and delivered to the Corporation for inclusion in the corporate records. Written notice of Member approval pursuant to this section must be given to all Members who have not signed such written consent. If written notice is required, Member approval pursuant to this section shall be effective ten (10) days after written notice is given and effective in accordance with Section 2.09 hereof.

Section 2.14 Action By Written Ballot.

Unless the Articles provide otherwise, any action that may be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section is valid only when the total number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a called meeting. All solicitations for votes by written ballot shall indicate the number of response needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter (other than election of Directors); and specify the time by which a ballot must be received by the Corporation in order to be counted. A written ballot may not be revoked once cast.

Section 2.15 Proxies and Absentee Ballots.

Unless the Articles provide otherwise, at all meetings of Members, a Member may vote in person, by proxy or absentee ballot, should one be approved by vote of the Board of Directors prior to any meeting called for the purpose of Members casting a vote on any matter. A proxy must be in writing executed by the Member or by his/her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before the time of the meeting in which the power of proxy shall be so exercised. An appointment of a proxy shall be effective when received by the Secretary. An appointment is valid for three (3) months unless a different period is expressly provided in the proxy form; provided, however, no proxy shall be valid for more than one (1) year from the date of execution. An appointment of a proxy is revoked by the person appointing the proxy by (i) attending any meeting, notifying the Secretary of the Corporation of their attendance, and voting in person, or (ii) signing and delivering to the Secretary either a writing stating that the appointment of the proxy is revoked or a delivering a subsequent appointment form naming a new proxy. As it relates to Absentee Ballots, the Board of Directors may approve prior to any meeting in which the Members may cast a vote on any matter an official absentee ballot which may be downloaded from the Corporation's website or requested from the Corporation's Secretary. The absentee ballot may be in such format as the Board of Directors may from time-to-time approve, but, shall at a minimum include, a place for the Member to sign his/her name certifying his or her vote, a location on the ballot for the Member to provide their Membership number to certify that they are a paid Member of the organization, the measure(s) that are eligible to be voted upon by the Membership, a well-defined manner for which the Member may cast his/her vote on the measure(s) to be voted upon, and the deadline for which the absentee ballot must be returned to the Corporate Secretary to be included in the final vote count on the measure(s) to be voted upon. The failure of the Member to sign the absentee ballot and provide his/her membership number shall invalidate the ballot causing any vote cast thereon to be excluded from any final vote count. Any paid

member may secure their membership number prior to the deadline for casting votes by contacting the Corporate Treasurer or Secretary. Only original executed absentee ballots will be accepted; no emailed, scanned, faxed, or other non-original documents purporting to be absentee ballots will be accepted for inclusion into any final vote tabulation.

Section 2.16 Termination, Expulsion and Suspension of a Member.

Subject to the Act, a Member may be expelled or suspended, and a membership in the Corporation terminated if, not less than fifteen (15) days prior written notice, sent by first class or certified mail, of the proposed expulsion, suspension, or termination of a Member and the reason therefore shall be delivered to such Member in accordance with the procedures set forth in Section 2.09 hereof. Such notice shall set forth the date, place, and time such Member shall be given the opportunity to be heard orally by the Members which shall be not less than five (5) days before the effective date of the expulsion, suspension, or termination. Such notice shall also set forth the address to which and date by which such Member may to be heard in writing by the Board of Directors which shall be not less than (5) days before the effective date of the expulsions, suspensions, or termination. Upon a majority of the Members, the Corporation acting fairly and reasonably taking into consideration all of the relevant facts and circumstances, may expel or suspend a Member, or terminate such membership. A Member who has been expelled or suspended shall remain liable to the Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made before such expulsion or suspension. The Corporation shall not be under any obligation to purchase any of its memberships or any right arising therefore. A vote to terminate, expel, or suspend a Member shall not be subject to vote by proxy or absentee ballot.

Section 2.17 Conduct of Meetings.

The President shall preside at the meeting of the members. In the absence of the President, the meeting shall be chaired by any designated member of The Board of Directors. In the absence of all such designated Directors, the meeting shall be adjourned for thirty (30) days or until the next regularly scheduled meeting of the Members, whichever comes first.

The Board of Directors of the Corporation shall be entitled to make such rules and/or regulations for the conduct of meetings of Members as it shall deem necessary, appropriate, or convenient. Subject to such rules and/or regulations of the Board of Directors, if any, such presiding official for the meeting, as designated above, shall have the right and authority to prescribe such rules, regulations, and/or procedures and to do all such acts as, in the judgment of such rules, regulations, and procedures and to do all such acts as, in the judgment of such presiding official, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participating in such meeting to Members of record of the Corporation and

their duly authorized and constituted proxies and such other persons as such commencement thereof, limitations on the time allotted to questions or comment by participants, and regulations of the opening and closing of the polls for balloting on matters which are to be voted on by ballot. Unless, and to the extent, determined by the Board of Directors or such presiding official for the meeting, meetings of Members shall not be required to be held in strict accordance with any particular set of rules of parliamentary procedure; however, notwithstanding the foregoing meetings shall be held with decorum and in proper order so as to be conducive for the proper and smooth conduct of business.

ARTICLE III DIRECTORS

Section 3.01 Authority.

By the election and seating thereof, the Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of the Corporation.

Section 3.02 Qualification.

All Directors shall be natural persons whose Membership dues (of the Corporation) are paid in full at the time of their qualification for the position of Director.

Section 3.03 Number.

The number of Directors shall be fixed by the Board of Directors at (7). The seven (7) Directors shall be elected by the Members. Each Director shall hold office from the date of such Director's election and qualification until such Director's successor shall have been duly elected and qualified, or until such Director's earlier removal, resignation, death, or incapacity.

Section 3.04 Resignation of Directors.

A Director may resign at any time by delivering written notice to the Board of Directors, its President, or the Secretary. A resignation is effective when the notice is effective unless the notice specifies a later date. Upon the resignation being made effective, the Board of Directors may fill the pending vacancy immediately by such means as the Board of Directors may deem appropriate under the circumstances, whether such means be a special election or appointment.

Section 3.05 Removal.

Any Director elected by the Members may be removed from office, with or without cause, by the Members of the Corporation if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors (see Section 2.12). The new appointed Director will serve for the remainder of his predecessor's term. Notwithstanding the foregoing, a Director may be removed by the Board of Directors, without vote of the Members, if it shall be discovered that a Director has committed an act of malfeasance or breached his/her fiduciary duty to the Corporation. Removal by the Board of Directors without vote of the Membership shall require a three-fourths (3/4) super majority vote of the Directors (excluding that of the affected Director) to become effective. In the event of a vote to remove a Director by the Board of Directors which shall receive a majority vote but not the required super-majority for removal, it shall be required that the issue be placed as a special called issue at the earliest noticeable meeting of the Membership following the vote by the Board of Directors. A vote to remove a Board Member shall not be subject to votes by proxy or absentee ballot.

Section 3.06 Directors Regular Meetings.

The Board of Directors shall meet on a monthly basis for the purpose of transacting regular business. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided, however, the resolution, shall fix the dates, times, and places (which may be anywhere within or outside the State of the Corporation's Principal Office) for these regular meetings. Except as otherwise may be provided by law, any business may be transacted at any meeting of the Board of Directors.

Section 3.07 Special Meetings: Notice of Special Meetings.

Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the President, or at least one-third of the Directors then in office. The person calling a special meeting shall give, or cause to be given, to each Director at his address of record, notice of the date, time, and place of the meeting by any means of communication acceptable under the Act not less than two (2) days prior thereto. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner and a written acknowledgment is given in response thereto. Written notice, if in comprehensible form, is effective at the earliest of the following:

1. When received;
2. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
4. Fifteen (15) days after its deposit in the United State mail, if mailed correctly addressed and with other first class, registered, or certified postage affixed.

Written notice is correctly addressed to a Director if addressed to the Director's address of record shown in the Corporation's current records. If notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Director. If notice is given by electronic mail transmission, the notice shall be deemed delivered when the notice is transmitted to an electronic mail address designated by the Director, if any, so long as no rejection response is received back by the sender. The notice of a special meeting must permit participation in the meeting by means of telecommunications as authorized below.

Section 3.08 Waiver of Notice of Meetings.

Notice of a meeting need not be given to any Director who signs a waiver of notice either before or after the meeting nor shall any waiver be required for any standing meeting held at the regular time, date, and place as regular held by the Board of Directors. To be effective the waiver shall contain recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. The recitals may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional recitals creating a patent ambiguity as to its proper application. The attendance of a Director at a Director's meeting shall constitute a waiver or notice of that meeting, except where the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, these Bylaws or the Articles, asserts objection due to lack of notice; a vote a vote shall be considered a waiver to any matter otherwise subject to objection.

Section 3.09 Participation by Telecommunications.

Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear one other at the same time and all persons are recorded present thereat.

Section 3.10 Quorum.

A minimum of one-half of the Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting without further notice other than announcement at the meeting, until a quorum is present or continue the meeting if no objection is made to the continuation of the meeting for failure to have the requisite quorum. Any objection for business conducted for lack of quorum shall be recorded immediately prior to the approval of the minutes of the meeting so challenged.

Section 3.11 Action.

The Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, of the affirmative vote of a greater number of Directors where required by the Articles, these Bylaws, the Act, or as otherwise dictated by law.

Section 3.12 Action Without Meeting.

To the fullest extent permitted by the Act, the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all Directors and included within the minutes to be presented for approval at the next public meeting of the Board and thereafter filed with the corporate records reflecting the action taken.

Section 3.13 Presumption of Assent.

A Director of the Corporation 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 (i) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting, (ii) the Director votes against the action and the vote is entered in the minutes of the meeting, (iii) the Director's dissent or abstention for the action taken is entered in the minutes of the meeting, or (iv) the Director delivers written notice of dissent or abstention to the presiding Director of the meeting before its adjournment or the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.14 Committees.

The Board of Directors may from time to time by resolution, adopted in accordance with the Act, designate and delegate authority to one or more committees. Any such committee may be designated as a standing committee, appointed annually, or as a special committee for specific circumstances or transactions with a limited duration. The duties, constitution, and procedures of any committee shall be prescribed by the Board of Directors. The Board of Directors shall designate one member of each committee as its chairperson, noting however, it shall be prohibited for any nepotism to occur between a Board member and any committee chairperson. A committee may not authorize distributions; approve or recommend to Members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any committee other than it may fill vacancies occurring within its own committee structure; or adopt, repeal, or amend the Articles of these Bylaws, notwithstanding, from time-to-time a Bylaws committee may be formed for the purpose of reviewing and recommending amendment to the Corporation's Bylaws, however, the Bylaws committee may only recommend changes and may not unilaterally adopt changes without a vote of the Membership as otherwise provided herein.

Section 3.15 Committee Meetings.

Twenty-five percent of each committee's voting members shall constitute a quorum for the transaction of business by the committee, and each committee shall take action pursuant to resolutions adopted by a majority of the committee's voting members participating in a meeting at which a quorum of the committee is present. Each committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act for Director action. Unless otherwise permitted by the Act for Director action, such written consent must be signed by three-fourths of the committee's voting members. Special meetings of any committee may be called at any time by the committee chair or by any person entitled to call a special meeting of the full Board of Directors. Except as otherwise provided in this section, the conduct of all meeting of any committee, including notice thereof, and the taking of any action by such committee, shall be governed by this Article. Minutes shall be taken of any committee meeting for which a quorum is present.

Section 3.16 Compensation.

Directors shall not receive compensation for serving as a member of the Corporation's Board of Directors; nor shall any committee member receive any compensation for his/her service to the Corporation. Notwithstanding the foregoing, nothing herein shall be construed to prohibit the Corporation from reimbursing Directors or committee members from documented expenses incurred on behalf of the Corporation for which the Corporation received tangible/intangible benefit as a result

of the expenditure being made. No reimbursement shall be made without proper documentation of the expense being made on behalf of the Corporation and Board approval or standing resolution authorizing reimbursement for certain recurring expenses made on behalf of the Corporation.

Section 3.17 Order of Business.

The Corporation shall be free to adopt any format to conduct business as it may deem good and proper; unless otherwise determined by the President, who may set the agenda at his/her own discretion, the order of business at regular meetings, and so far as practicable at all other meetings of the Board of Directors, shall be as follows, absent an agenda prepared by the presiding officer:

Determination of a quorum
Change in established number of Directors, if applicable
Reading and disposal of all previously unapproved minutes
Reports of Officers and committees, if applicable
Unfinished/old business, if applicable
New business
Adjournment

Unless, and to the extent, determined by the Board of Directors or the presiding officer of the meeting, or unless required by a specific rule to the contrary in these Bylaws, the Articles, or the Act, meetings of the Board of Directors shall not be required to be held in accordance with any specific rules of parliamentary procedure.

ARTICLE IV OFFICERS

Section 4.01 In General.

The Board of Directors of the Corporation shall generally consist of a President, Vice-President, Secretary, and a Treasurer, and three at large directors. Each member shall have equal voting rights. Board members are elected by the membership on a staggered basis. The initial election of the Board of Directors shall be as follows: The highest four (4) vote recipients will serve a two (2) year term; the lowest three vote recipients will serve a one (1) year term. Following the initial election of Directors all elections will be for two (2) year terms voted on by the general membership as described herein above. All Officers must be Members of the Corporation. With the exception of President, officer positions shall be non-exclusive and may be held concurrently by the same person except that one person may not hold more the two offices as the same time; i.e. an individual may concurrently serve as Secretary and Treasurer.

Section 4.02 President.

The President shall be the Chief Executive Officer of the Corporation and, subject to the authority of the Board of Directors, shall manage the business and affairs of the Corporation. The President shall, whenever possible, preside at all meetings of the Members and all meetings of the Board of Directors. The President shall see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized committee thereof, the President shall have full authority to execute on the Corporation's behalf any and all contracts, agreements, notes bonds, deeds, mortgages, certificates, instruments, and other documents. The President shall also perform such other duties and may exercise such other powers as are incident to the office of President and as are from time to time assigned to him/her by the Act, these Bylaws, the Board of Directors, or an authorized committee thereof. The President shall serve as the Corporation's ambassador to the Carolina Forest community and shall at all times present himself/herself with such dignity and decorum incumbent with the office of President.

Section 4.03 Vice President.

Except as otherwise determined by the Board of Directors, the Vice President shall serve under the direction of the President and Board of Directors; when any conflict of direction shall arise, any direction provided by Board resolution shall control. Except as otherwise provided herein, the Vice President shall perform such duties and may exercise such powers as are incident to the office of Vice President as well as such powers and duties as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors or any authorized committee thereof, or the President. In the absence, incapacity, or inability or refusal of the President to act, the Vice President shall assume the authority and perform the duties of the President and such other duties as may be from time-to-time assigned to it by the Board of Directors.

Section 4.04 Secretary.

Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Secretary shall serve under the direction of the President and Board of Directors; when any conflict of direction shall arise, any direction provided by Board resolution shall control. The Secretary shall whenever possible attend all meetings of the Members and the Board of Directors, and whenever the Secretary cannot attend such meetings, such duty shall be delegated by the President for such meeting to a duly authorized assistant secretary. Upon proper resolution of the Board of Directors, the Secretary's duty to record, or duty to cause to be record, the minutes of the Corporation's meetings may be delegated to a third party of unquestioned reputation who shall affirm to maintain Board confidentialities shall release

any printed minutes until such minutes are approved for publication. Notwithstanding the foregoing, the Secretary shall record, or cause to be recorded, under the Secretary's general supervision the proceedings of all such meetings and any other actions taken by the Members of the Board of Directors (or by any committee of the Board in place of the Board) in a book or books (or similar collection) to be kept for such purpose. The Secretary shall upon proper request give, or cause to be given, all notices in connection with such meetings. The Secretary shall be the custodian of the corporate seal and affix the seal to any document requiring it, and to attest thereto by signature, when required. The Secretary may delegate the Secretary's authority to affix the Corporation's seal and attest thereto by signature to any Assistant Secretary, upon Board approval. The Board of Directors general authority to give any other Officer or specified agent to affix the Corporation's seal shall not be required to bind the Corporation under any documents duly executed by the Corporation and the use of the seal shall be at the discretion of the Corporation's duly authorized signing Officers. The Secretary shall properly keep and file, or cause to be properly kept and filed under the Secretary's supervision, all books, reports, statements, notices, waivers, proxies, tabulations, minutes, certificates, documents, records, lists, and instruments required by the Act or these Bylaws to be kept or filed, as the case may be. The Secretary may when requested, and shall when required, authenticate any records of the Corporation. Except to the extent otherwise required by the Act, the Secretary may maintain, or cause to be maintained, such items within or outside the State of South Carolina at any reasonable place. In the event the Board of Directors designates and engages a transfer agent, as permitted by these Bylaws, such duties of keeping such Member records and the like accepted by such transfer agent shall be subject to supervision of the Secretary. The Secretary shall perform such other duties and may exercise such other powers as are incident to the office of Secretary and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, and authorized committee thereof, or the President.

Section 4.05 Treasurer.

Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Treasurer shall serve under the direction of the President and Board of Directors; when any conflict of direction shall arise, any direction provided by Board resolution shall control. The Treasurer shall, under the direction of the Board of Directors, keep safe custody of the Corporation's funds and securities, maintain and give complete and accurate books, records, and statements of account, give and receive receipts, and make deposits of the Corporation's funds, or cause the same to be done under the Treasurer's supervision. The Treasurer shall, upon request, report to the Board of Directors or Members on the financial condition of the Corporation. The Treasurer may be required by the Board of Directors at any time and from time-to-time to give such bond as the Board may determine. The Treasurer shall perform such other duties and may exercise such other powers as are normally incident to the office of treasurer and as are from time-to-time assigned to such office by the Act, these Bylaws, the Board of Directors or an authorized committee thereof, or the President.

Section 4.06 At-Large.

Except as otherwise provided by these Bylaws or as may be determined by the Board of Directors, the remaining Directors not elected to serve in any specific officer position shall be termed as At-Large Directors. These At-Large Directors, shall, if any, serve under the general direction of the Board of Directors and President, when any conflict of direction shall arise, any direction provided by Board resolution shall control.

**ARTICLE V
INDEMNIFICATION**

Section 5.01 Scope.

The Corporation shall indemnify, defend, and hold harmless the Corporation's Board of Directors and its representatives to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Board Directors as consideration for their services to the Corporation, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Board of Directors, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Members, insurance, provision of law, or otherwise, as well as their rights under this Article V.

Section 5.02 Indemnification Plan.

The Board of Directors may from time to time adopt an Indemnification Plan implementing the rights granted in Section 5.01. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Section 5.01 shall be exercised, including but limited to the procurement of Directors and Officers Insurance and such other measures as the Board may from time-to-time deem prudent and/or necessary.

Section 5.03 Insurance.

The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Board member of the Corporation, or is or was serving at the request of the Corporation as a representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person. Furthermore, the Board shall have the authority to procure such insurance as it deems prudent and/or reasonable to

protect against perceived liabilities that may occur in conjunction with events sponsored by or participated in by the Corporation in such amounts as the Board or its trusted advisor(s) may deem advisable and/or appropriate.

ARTICLE VI TRANSACTIONS

Section 6.01 Contracts.

The Board of Directors may authorize by resolution any Board member or representative, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.02 Loans.

The Board of Directors may authorize by resolution any Board member or representative, or agent or agents, to contract any indebtedness and grant evidence of indebtedness and collateral therefore in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Noting however, that any indebtedness that represents greater than would obligate the Corporation for a term of years greater than five years of twenty-five thousand dollars shall require a vote of Membership and such authorization shall only be conferred upon the President to execute such indebtedness. Regardless of authorization, no indebtedness of the Corporation shall be recourse in nature as to any asset of the Corporation except as to the asset for which the financing is to be extended to and no Member, Officer, Director, or otherwise of the Corporation may personally guarantee any debt of the Corporation.

Section 6.03 Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Corporation, shall be signed by such Board member or representative, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. At a minimum, such instruments shall be signed by the Treasurer. The Board shall pass such resolution as it may deem appropriate regarding countersignature, if any, by the President or Vice President, or other Director, of the Corporation.

Section 6.04 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.05 Gifts.

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. Furthermore, the Board of Directors may authorize the making of any contribution, gift, or donation of any funds or Corporate asset as it may deem good and proper; or, it may, in the Board's sole discretion cause to be formed a benevolence corporation under Internal Revenue Code §501(c)(3) for the purpose of receiving tax-free donations and re-distributing those donations to the community in a fashion as there is need within the community.

**ARTICLE VII
RECORDS**

Section 7.01 Forms of Records.

When consistent with good practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 7.02 Corporate Records.

The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of the name and address, in alphabetical order, of each Member. The Corporation shall keep a copy of the following records at its Principal Office:

1. its Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
2. its Bylaws or Restated Bylaws and all amendments thereto currently in effect;

3. resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the Members or any class or category of Members;
4. the minutes of all meetings of Members and records of all actions approved by the Members for the past three (3) years;
5. a list of the names and business or home address of its current Directors and Officers; and
6. the Corporation's most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.
7. an inventory list of all Corporate assets and the contact information for the person(s) currently maintaining those Corporate assets

Section 7.03 Inspection Rights.

The Corporation upon written request from a Member shall furnish to the requesting party the Corporation's latest annual financial statements, which may be consolidated or combined statements of the Corporation and any one or more subsidiaries or affiliates. Such statements shall include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements also must be prepared on the basis. If the annual financial statements are reported upon by a public accountant, the accountant's statement must accompany them. If not, the statements must be accompanied by the statement of the President or person responsible for the Corporation's financial accounting records (1) stating whether or not to the President or such person's reasonable belief the financial statements were prepared on the basis of generally accepted accounting principles, and if not, describing the basis of preparation, and (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. Furthermore, any Member, may upon reasonable written request make request of any prior meeting's approved minutes, any publicly filed organizational documents, or any document so permitted under the Act. The Corporation shall make all effort to provide the Member with the document(s) so requested within a reasonable time, however, in the event of voluminous copies, the Member may be charged for the time and copies required if more than thirty minutes of research and/or ten pages of copies are required to be provided to the Member.

ARTICLE VIII MISCELLANEOUS

Section 8.01 Fiscal Year.

The fiscal year of the Corporation shall be established, and may be altered, by resolution of the Board of Directors from time to time as the Board deems advisable.

Section 8.02 Corporate Seal.

The Seal of the Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, State of South Carolina."

Section 8.03 Amendment of Bylaws.

Subject to the Act and the Articles, any or all of these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted only by the affirmative vote of a majority of the Members at a meeting so called for a stated purpose of amending, repealing, or adopting new bylaws. The Board of Directors may not unilaterally amend the Bylaws. Any notice of a meeting of Members at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain, be accompanied by a copy or summary of the proposal, or provide a reference to where a copy of the proposal shall be provided at no expense to the Member(s). Such notice shall be effective in accordance with Section 2.09 hereof.

Section 8.04 Severability.

If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

Section 8.05 Usage.

In interpreting these Bylaws, feminine or neuter pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretations of these Bylaws. Terms such as "hereof", "hereunder", "hereto", and words of similar import shall refer to these Bylaws in the entirety and all references to "Articles", "Paragraphs", "Sections", and similar cross reference shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall be deemed to include corresponding sections of succeeding law.

Section 8.06 Conflict Between Bylaws, Articles and the Act.

The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.

The foregoing are certified to be true and complete Bylaws of the Corporation as adopted by Members and Confirmed/Ratified by the Board of Directors as of this the ____ day of November, 2012.

Secretary: _____

By: _____

Membership vote:

Votes cast for: _____

Votes cast against: _____

Total Votes Cast: _____

Quorum Requirement: _____

Total Votes Cast in person: _____

Total Votes Cast by Proxy: _____

Quorum certified: