

NORTH CAROLINA

FRANKLIN COUNTY

AMENDED AND RESTATED BYLAWS

OF

WINSTON RIDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I.

Name and Location

The name of the corporation is WINSTON RIDGE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION". The principal office of the corporation shall be located at 416 U.S. 1 Highway, Suites A & B, Youngsville, Franklin County, North Carolina 27596, but meetings of members and directors may be held at such places within the State of North Carolina, County of Franklin, as may be designated by the Board of Directors.

ARTICLE II.

Definitions

Section 1. "Association" shall mean and refer to WINSTON RIDGE HOMEOWNERS ASSOCIATION, INC., a North Carolina nonprofit corporation, its successors and assigns.

Section 2. "Board of Directors" shall mean the elected body governing the Association as provided by North Carolina corporate law.

Section 3. "Bylaws" shall mean the duly adopted bylaws of the Association, as may be amended from time to time.

Section 4. "Common Expenses" shall mean and include, as applicable:

- (a) All sums lawfully assessed by the Association against its members;
- (b) Expenses for the maintenance of roads, streets, any private roads, rights of way, Department of Transportation right-of-way easements as shown on any recorded plat of the subdivision and any amenities as provided in this Declaration;
- (c) Expenses of administration, maintenance, repair, or replacement of the Open Space;
- (d) Expenses declared to be common expenses by the

provisions of this Declaration or the Bylaws, including, but not limited to, the expenses of operating, maintaining and repairing a swimming pool and other amenities;

- (e) Hazard, liability or such other insurance premiums as the Declaration or the Bylaws may require the Association to purchase or as the Association may deem appropriate to purchase;
- (f) Ad valorem taxes and public assessment charges lawfully levied against Common Areas;
- (g) The expense of the maintenance of all easements and landscaping and improvements thereon, conveyed to the Association;
- (h) Any other expenses determined by the Board or approved by the Members to be common expenses of the Association.

Section 5. "Declarant" shall collectively mean and refer to MARCUS EDWARDS DEVELOPMENT, LLC, a North Carolina limited liability company, its successors and assigns and DEN-MARK CONSTRUCTION, INC, a North Carolina corporation, to whom the rights of Declarant hereunder are expressly transferred, in whole or in part, and subject to such terms and conditions as Declarant may impose in the transfer thereof.

Section 6. "Entry Features" shall mean those portions of the Open Space upon which permanent identification signs or monuments shall be initially installed and erected by Declarant at the various entrances of WINSTON RIDGE SUBDIVISION, and upon conveyance of easement rights to such portions of the Open Space to the Association, the Entry Features shall be maintained by the Association in accordance with this Declaration.

Section 7. "Lot" shall mean and refer to any numbered or lettered plot of land shown upon any recorded subdivision map of the Property which is intended for residential purposes, including detached single family lots, patio home lots and

townhome lots with the exception of the Open Space.

Section 8. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 9. "Open Space" or "Common Area" shall mean those certain portions of the Property (including any improvements thereto) owned by the Association for the common use and enjoyment of the Owners, including any landscaping. The Open Space shall include any easement rights granted to the Association.

Section 10. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 11. "Property" shall mean and refer to that certain real property more particularly described as:

Being all of Tract 1, containing 195.719 acres as shown on plat entitled "Survey for Jones Winston Heirs" a copy of which is recorded in Book of Maps 2002, Page 63, Franklin County Registry.

Section 12. "Supplemental Declaration" shall mean an amendment or supplement to this Declaration which subjects additional property to this Declaration and may impose, expressly or by reference, additional restrictions and obligations on said additional property described therein.

ARTICLE III.

Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Except as otherwise provided in the Declaration, in the Articles of Incorporation or in these By-Laws, written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least twenty (20) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the ARTICLES OF INCORPORATION, the Declaration, or these BYLAWS. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV.

Board of Directors: Selection: Term of Office

Section 1. Number. The number of the directors of the Association shall be three directors until the annual meeting of the Association in 2022, at which time those director terms shall expire and the number of directors shall be increased to nine (9). Directors need not be members of the Association.

Section 2. Term of Office. At the annual meeting of the membership of the Association in 2022, the number of Directors shall be increased to consist of nine (9) directors. At this annual meeting after transition, the members shall elect a total of nine (9) directors. The members shall elect three directors to serve a term of three (3) years, three directors to serve a term of two (2) years, and three directors to serve a term of one (1) year. At subsequent annual meetings thereafter, the members shall elect the number of directors needed to fill the vacancy or vacancies created by the director or directors whose terms are expiring.

Section 3. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V.

Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations

may also be made from the floor at the annual meeting. The Nomination Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative and fractional voting are not permitted.

ARTICLE VI.

Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any one (1) director, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

ARTICLE VII.

Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

A. Adopt and publish rules and regulations governing the use of Lots and the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

B. Suspend the voting rights of a member during any period and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 30 days for infraction of published rules and regulations;

C. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

D. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

E. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

F. Employ attorneys, accountants, and other persons or firms to represent the Association when deemed necessary.

G. Grant easements for the installation and maintenance of sewage, common utility, or drainage facilities upon, over, under, and across the property owned by the Association without the assent of the members when such easements are necessary for the convenient use and enjoyment of the properties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

C. As more fully provided in the Declaration, to:

1. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

2. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

3. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

D. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

E. Procure and maintain adequate liability and hazard insurance on property owned by the Association;

F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

G. Cause the Common Areas to be maintained as provided in the Declaration of Covenants.

H. Shall employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize.

ARTICLE VIII.

Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the board. Any officer may resign at any time by giving written notice to the board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of the secretary and treasurer may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

- A. President - The President shall preside at all

meetings of the Board of Directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and Promissory Notes.

B. Vice-President - The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

C. Secretary - The Secretary shall record the votes and keep the Minutes of all meetings and proceedings of the board and of the membership; keep the Corporate SEAL of the Association and affix it on all papers requiring said Seal; serve notice of meetings of the board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the board.

D. Treasurer The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and Promissory Notes of the Association; keep proper books of account; cause an annual independent audit of the Association's books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX.

Committees

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X.
Books and Records

The books, and records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any members or their agents. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI.
Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of Ten Percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII.
Corporate Seal

The Association shall have a Seal in a circular form having within its circumference the words: "WINSTON RIDGE HOMEOWNERS ASSOCIATION, INC.".

ARTICLE XIII.
Amendments to Bylaws

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and Bylaws, the Declaration shall control.

ARTICLE XIV.

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended, at a regular or special meeting of the members, by an affirmative vote of two-thirds of the membership of the Association.

ARTICLE XV.

Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first such fiscal year of WINSTON RIDGE HOMEOWNERS ASSOCIATION, INC. shall begin on the date of incorporation.

I, being the President of WINSTON RIDGE HOMEOWNERS ASSOCIATION, INC. have hereunto set my hand this the 14th day of April, 2022.


By: President

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of WINSTON RIDGE HOMEOWNERS ASSOCIATION, INC., a North Carolina corporation, and

THAT the foregoing Amended and Restated Bylaws constitute the original Bylaws of said Association, as acknowledged and in use since 2007 and as duly amended at a Special Meeting of the Association concluded on March 31, 2022.


By: Secretary