

MINUTES OF ACTION WITHOUT MEETING
OF THE
BOARD OF DIRECTORS
OF
TAYLOR'S CREEK AT THE NEUSE HOMEOWNERS
ASSOCIATION, INC.

 COPY

Pursuant to Section 55A-8-20 of the North Carolina General Statutes, the undersigned, being all of the Directors (the "Directors") of TAYLOR'S CREEK AT THE NEUSE HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Corporation") hereby unanimously adopt the following resolutions:

Adopt Bylaws

RESOLVED, that the By-Laws attached hereto as Exhibit A be, and they hereby are, adopted as the By-Laws of the Corporation; and, except as otherwise provided therein or in any applicable statute, the Board of Directors is hereby authorized to make amendments thereto without Member approval.

THIS ACTION WITHOUT MEETING of the Directors of the Corporation is taken and deemed effective this the 16 day of June, 2008.

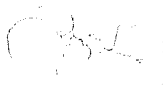
DIRECTORS:

Melinda Amacker, President

Rhonda S. Leary, Director

Danah L. Villars Director

original
mailed to
Nelson Harris
6/17/08

 We, the undersigned, being the directors of this Corporation for the purpose of forming this nonprofit Corporation under the laws of the North Carolina have executed these Bylaws the ____ day of _____, 2008.

_____(SEAL)

_____(SEAL)

_____(SEAL)

BYLAWS

The undersigned acting as directors of a Corporation under the North Carolina Nonprofit Corporation Act, NC.G.S. §55A-2-01 et seq. adopt the following Bylaws:

Article I.

The name of the Corporation is **TAYLOR'S CREEK AT THE NEUSE HOMEOWNERS ASSOCIATION, INC.**

Definitions:

- 1.1. "Articles" means the Association's Articles of Incorporation.
- 1.2. "Association" means TAYLOR'S CREEK AT THE NEUSE HOMEOWNERS ASSOCIATION, INC., a North Carolina nonprofit Corporation.
- 1.3. "Board of Directors" means the Board of Directors for the Association.
- 1.4. "Bylaws" means the Association's Bylaws.
- 1.5. "Common Areas" shall mean all the real estate (including retention ponds, storm drainage improvements, permanently protected undisturbed area, permanently protected managed area, entrance signage, streets (including any dedicated streets prior to their acceptance for public maintenance) and all landscaping and other improvements thereon) owned by the Association for the common use and enjoyment of the Owners. Common Areas shall include, but not be limited to, the Recreational Facilities and parcels designated on the Subdivision plat as "Park" (unless such parks are later dedicated to the public by subsequent dedication plat or conveyance), "COS", "Open Space", "Alley (Private)", "Common Area", reserved as an access drive or private street, any water or sewer line serving more than one lot and situated outside any public street right-of-way or City of Raleigh utility easement, any private street, Stormwater Control Measures, including without limitation, detention facilities, retention facilities, wet ponds, sand filters, wetlands, bio-retention measures, swales and storm pipes that serve more than one (1) lot and are located outside of public street rights-of-way (excluding those pipes and storm water control measures serving one (1) lot), any site or facility designated a common area in any declaration of covenant, and any City Code required shared facility or open space.
- 1.6. "Declarant" means DELLRAY INVESTMENTS, LLC, a North Carolina limited liability company, its successors and assigns as a Declarant.
- 1.7. "Declaration" means the Declaration of Covenants, Conditions and Restrictions applicable to the Property, and any amendments thereto which are recorded in the Office of the Register of Deeds, Wake County, North Carolina (sometimes referred to herein as the "Covenants").

1.8. "Declaration of Annexation" means a declaration filed supplemental to the Declaration which, upon its filing with the office of the Wake County Register of Deeds, subjects additional property to the scheme of this Declaration.

1.9 "Development Period" means the period commencing on the date on which this Declaration is recorded in the Wake County Register of Deeds and terminating on the earlier to occur of (i) when Declarant no longer owns a Lot in the subdivision; (ii) the date that Declarant relinquishes in writing Declarant's right to appoint Directors; or (iii) the occurrence of the date ten (10) years from the date of recording the Declaration, renewable for an additional ten (10) year period with the consent of a majority of Lot Owners other than the Declarant.

1.10. "Improvements" means any structure of any type or kind and all exterior modifications thereof, including, without limitation, buildings, outbuildings, parking areas, loading areas, screening walls, retaining walls, fences, hedges, mass plantings, lawns, sidewalks, poles, signs, and utility lines and facilities.

1.11. "Lot" shall mean and refer to any parcel of land designated on the Plat upon which a Dwelling Unit has been or is to be constructed. The Declarant initially created twenty-two (22) lots in the Subdivision and has the right to establish additional Lots in accordance with the terms of the Declaration.

1.12. "Lot in Use" means any Lot for which a certificate of occupancy has been issued for Improvements thereto.

1.13. "Member" means every Person who holds membership in the Association.

1.14. "Owner" means the record owner, Including Declarant, whether one or more Persons, of a fee simple title to any Lot located within the Subdivision and including all successive owners.

1.15. "Person" means an individual, a trust, an estate, a domestic Corporation, a foreign Corporation, a professional Corporation, a partnership, a limited partnership, a limited liability company, an unincorporated association, or other entity.

1.16. "Property" or "Subdivision" shall mean and refer to that certain real estate described in Exhibit A to the Declaration and all other real estate that may be annexed into the Declaration and the Association by the Declarant.

All other capitalized terms not defined herein shall have the meaning ascribed to them in the Declaration.

Article II. Purpose and Power

The Corporation is a nonprofit Corporation and is not organized for the private gain of any person. It is organized under the North Carolina Nonprofit Corporation Act. The purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may be organized under such law. Specifically, the Corporation shall serve as a Homeowners Association (the "Association") for the Taylor's Creek At The Neuse Subdivision (the "Subdivision") more particularly described as Taylor's Creek at the Neuse Subdivision Phase I in Wake County Book of Maps 2005, Page, 62-65 (the "Property"), and manage, maintain, preserve, and promote the health, safety, welfare of the residents within the above described property.

The Association shall have the authority and power, in addition to all powers rights and privileges bestowed upon a non-profit Corporation by the Non-Profit Corporation Law of the State of North Carolina, to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions For the Taylor's Creek At The Neuse Subdivision (the "Declarations") applicable to the Property and recorded or to be recorded in the Wake County Register of Deeds, said Declarations being incorporated herein as if set forth at length herein. The Association shall have the power to fix, levy, collect and enforce payment by lawful means, all charges or assessments, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property or the Association. The Association shall also have the authority to dedicate, sell or transfer all or any part of the common areas or the sewer lift station to any public agency, authority, or utility, providing four-fifths (4/5) of the members execute any such sale or transfer. The Association shall also have, with the assent of two-thirds of the members, the ability to borrow money and otherwise mortgage or pledge any property owned by the Association.

Article III. Duration

The Corporation shall have perpetual duration.

Article IV. Tax Exemption Requirements

A. The Corporation is organized and operated exclusively for the purposes set forth in Article II herein.

B. Notwithstanding any other provision of the articles or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V. Members

Section 1. Membership.

A. The Corporation shall have a membership distinct from the Board of Directors (the "Members"). Ownership of a lot in the Taylor's Creek at the Neuse Subdivision ("Lot"), as described more particularly in the Declaration and Exhibits thereto which are incorporated herein by this reference, shall be the sole qualification for membership in the Association. The board may make reasonable rules relating to the proof of ownership of a Lot. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

B. The Association shall have two classes of voting members (the "Members"):

1. Class A Members. Every person, group of persons, or entity which is the original or any successor record Owner of a fee interest in any Lot upon which a Dwelling Unit has been erected within the Property, shall be required and will automatically be a Class A Member of the Association except the Declarant during the Development Period; provided, however, that any such person, group of persons or entity who holds such interest solely as security for the performance of an obligation shall not be a Member. A Class A. Membership shall be appurtenant to and may not be separated from ownership of any Lot upon which a Dwelling Unit has been constructed that is subject to Assessment. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. In the event that more than one person, group of persons or entity is the record Owner of a fee interest in any Lot, then the vote for the membership appurtenant to such Lot portion shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. In the event agreement is not reached, the vote attributable to such Lot shall not be cast.

2. Class B Members. The Class B Member during the Development Period shall be the Declarant. The Class B Membership shall cease and be converted to Class A membership upon the expiration of the Development Period.

3. Voting. Each Member shall have one vote with respect to each Lot owned by such Member, but a Class A Member shall not be entitled to exercise any vote until the expiration of the Development Period.

C. The Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or inure to the members. Upon the sale of a lot in the Subdivision, the membership interest shall transfer to the new owner, providing all homeowners dues and assessments are current.

Section 2. Annual Meeting

An annual meeting of the Members shall be held on _____ of each year for the purpose of electing directors 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 North Carolina, the meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated here for any annual meeting, or at any adjournment of the annual meeting, the board of directors shall cause the election to be held at a special meeting of the members as soon after as is convenient.

Section 3. Special Meetings

Special meetings of the Members may be called by the president, the Board of Directors, or not less than fifty (50) percent of the members having voting rights.

Article VI. Registered Office and Agent

The street address of the registered office of the Corporation is: 4601 Six Forks Road, Suite 400, Raleigh, North Carolina 27609.

The name of the registered agent at such address is Sentry Management, Inc.

Article VII. Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the state of North Carolina or Members of the Corporation. The names and addresses of the persons who are to serve as the initial directors are: **(1) R.D. Scales, (2) Brandon Pittman and (3) W. Thurston Debnam, Jr.**

Section 2. Number, Tenure and Qualifications

The number of directors shall be three (3) or a number not less than the statutory minimum. Each director shall hold office until the next annual meeting of Members and until his successor shall have been elected and qualified.

Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide by resolution the time and place, either within or outside of the state of North Carolina, for the holding of additional regular meetings of the board without other notice

than the 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. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of North Carolina, as the place for holding any special meeting of the board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously by written notice delivered personally or sent by mail or telegram to each director at the address for such director as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, it 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 any 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section 9. Informal Action by Directors

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

Article VIII. Incorporators

W. Thurston Debnam, Jr. filed the original Articles of Incorporation.

Article IX. Officers

Section 1. Election and Term of Office

The Board of Directors shall elect the president, vice president, treasurer, secretary, and such other officers as the Bylaws of this Corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been elected and shall have qualified.

Section 2. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by removal of the officer, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 3. Vacancies

A vacancy in any 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 4. President

The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Members and of the Board of Directors. He or she may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has

authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

Section 5. Vice-President

In the absence of the president or in event of the president's 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 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. Any vice-president shall perform such other duties as may be assigned to him or her by the president or by the Board of Directors.

Section 6. Treasurer

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the president or by the Board of Directors.

Section 7. Secretary

The secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; 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 authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties may be assigned by the president or by the Board of Directors.

Section 8. Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

Article X. Bylaws

Subject to the limitations contained in the Bylaws and any limitations set forth in Chapter 55A of the General Statutes of North Carolina concerning Corporation action that must be authorized or approved by the Members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted either by a resolution of the Board of Directors adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at the meeting or by unanimous written consent as provided in Chapter 55A of the General Statutes of North Carolina.

Article XI. Property and Profits

The property of this Corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 or purposes set forth in Article II herein.

Article XII. Amendments to Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote. Amendments may be adopted by a vote of seventy-five percent (75%) of the Members of the Corporation, subject to the limitations contained in the Articles of Incorporation.

Article XIII. Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the Corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of North Carolina shall not be denied or limited by the Bylaws.

Article XIV. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article XV. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article XVI. Dues and Assessments

Dues and assessments shall be determined and assessed and paid in the manner prescribed in the Declaration.

Article XVII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

Article XIII. Dissolution; Distribution Upon Dissolution

The Corporation may be dissolved with the assent given in writing and signed by not less than four-fifths (4/5) of the Members. Upon the dissolution of the Corporation and subject to the limitations contained in the Articles of Incorporation, its assets shall be distributed to an entity or entities whose purposes are substantially similar to those set forth in Article IV of the Articles of Incorporation and within the intentment of Section 528 of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time or an appropriate public agency to be used for purposes similar to those stated in Article IV of the Articles of Incorporation or to an organization which would then qualify as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code for an exempt purpose within the meaning of such section. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

Article XIX. Conflict

In the event of conflict between these Bylaws and the Declaration, the Declaration shall control.