

BY-LAWS
OF
RIVER COMMUNITIES ASSOCIATION, INC.

ARTICLE I

NAME, MEMBERSHIP, APPLICABILITY AND DEFINITIONS

Section 1. Name. The name of the corporation shall be _____
RIVER COMMUNITIES ASSOCIATION, INC.
(hereinafter sometimes referred to as the "Association").

Section 2. Membership. The Association shall have two classes of membership: Class A and Class B, as more fully set forth in the Articles of Incorporation of the Association. The voting rights of the members shall be as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements dated July 10, 1980, and recorded in Deed Book 168, at page 27, Jones County, Georgia Records (said Declaration, as amended, renewed or extended from time to time, is hereinafter sometimes referred to as "said Declaration").

Section 3. Applicability. These By-Laws are applicable to the property which from time to time shall be located within the Community as provided in the Articles of Incorporation of the Association and said Declaration. The mere acquisition, rental or act of occupancy of any part of the property included within the Community shall signify that these By-Laws are accepted, ratified, and will be complied with.

Section 4. Definitions. The words used in these By-Laws shall have the same meaning as set forth in said Declaration unless the context shall prohibit.

ARTICLE II

MEETINGS, QUORUM, VOTING, PROXIES

Section 1. Place of Meeting. Membership meetings of the Association shall be held in the Community at such suitable place as may be designated by the Board of Directors, or at such other suitable place convenient to the members as may be designated by the Board of Directors

Section 2. Annual Meeting. The first annual meeting of the members of the Association shall be held within one hundred twenty (120) days after the Class B membership terminates and ceases to exist. Future annual meetings of the membership of the Association shall be held on the last Wednesday in April of each year if not a legal holiday; and if such is a legal holiday, then on the next following day not a legal holiday. The annual meeting shall be a meeting for all the members of the Association in the Community. At such annual meetings there shall be elected by the members a Board of Directors as provided in Article III of these By-Laws. The members may also transact such other business of the Association as may properly come before the meeting.

Section 3. Special Meetings. The President shall be required to call a special meeting of the membership as directed by resolution of the Board of Directors, or upon a petition signed by Class A members representing at least fifty-one (51%) percent of the votes of the Class A members of the Association presented to the Secretary. The call of a special meeting shall be by notice stating the date, time, the place, the purpose, and the order of business of such special meeting. Unless by consent of at least seventy-five (75%) percent of the members present in person or by proxy, only the business stated in the notice may be transacted at a special meeting.

Section 4. Notice of Meetings. It shall be the duty of the secretary or other authorized person to mail a notice of each annual or special membership meeting, stating the purpose thereof as well as the date and time and place where it is to be held, to each Class A member of the Association. Such notice, except as may be otherwise specifically provided in the Articles of Incorporation of the Association, or said Declaration or by law, shall be given by mailing a copy thereof, postage prepaid, to the last known place of residence, or at such other address as may be furnished to the Secretary of the Association, at least ten (10) days, but not more than sixty (60) days, prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice given. Any member (or any mortgagee entitled to notice) may waive the notice of the meeting by doing so in writing before or after the meeting. Attendance at a meeting, either in person or by proxy, shall of itself constitute waiver of notice. A recitation in the minutes of any membership meeting that notice of such meeting had been properly given shall be prima facie evidence that such notice was so given.

Section 5. Order of Business. The order of business at all annual meetings shall be as follows:

- (a) Roll call and certification of proxies.
- (b) Proof of Notice of Meeting or Waiver of Notice.
- (c) Reading of Minutes of preceding meeting.
- (d) Reports of Officers, if any.
- (e) Reports of Committees, if any.
- (f) Election of Inspectors of election.
- (g) Election of Directors.
- (h) Unfinished business.
- (i) New business.

In the case of special meeting, items (a) through (d) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

Section 6. Quorum. At membership meetings, annual or special, a quorum of Class A members shall consist of such number of Class A members in attendance in person or by proxy as shall represent at least fifteen (15%) percent of the total vote of all Class A members of the Association. Provided, however, the foregoing provisions of this By-Law to the contrary notwithstanding, any action, which by law, or pursuant to the provisions of the Articles of Incorporation, or said Declaration, or pursuant to specific provisions of the By-Laws of the Association, requires the assent of a specified percentage of the votes of the members of the Association different than that herein specified, shall not be considered the act of the members unless such requisite prescribed percentage is obtained. The members present in person or by proxy at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If the number of members at a meeting drops below a quorum and the question of a lack of a quorum is raised, no business may thereafter be transacted; provided, however, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time until a quorum as aforesaid shall be present or represented. No member shall be counted for a quorum who is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payments due the Association.

Section 7. Adjourned Meetings. Any meeting of the membership which cannot be organized because a quorum has not attended, may be adjourned from time to time by the vote of a majority of the members present in person or represented by proxy. When any membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by an announcement at the meeting at which such adjournment is taken.

Section 8. Voting. Voting by the membership shall be as provided in the Articles of Incorporation of the Association, said Declaration

and as herein provided. No member shall be eligible to vote or to be elected to the Board of Directors who is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payments due the Association. Any vote duly called may be by voice or by ballot; provided, however, that all votes must be by ballot upon demand made by a member prior to the commencement of the voting. The acts of a majority of the Class A members voting in person or by proxy at a meeting, annual or special, at which a quorum is present shall be the acts of the Class A membership. Provided, however, any action, which by law, or pursuant to the provisions of the Articles of Incorporation, or said Declaration, or pursuant to specific provisions of the By-Laws of the Association, requires the assent of a specified percentage of the votes of the members of the Association different than that herein specified, shall not be considered the act of the members unless such requisite prescribed percentage is obtained.

Section 9. Proxy. Every member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his duly authorized agent on the proper form and accepted by the Secretary of the Association; provided, however, no such proxy shall be valid after the expiration of three (3) months from the date of its execution, unless the member executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed one (1) year from the date of its execution. The transfer of title to any Lot shall void any outstanding proxy pertaining to the voting rights of the membership appurtenant to that Lot.

ARTICLE III

BOARD OF DIRECTORS, NUMBER, POWERS, MEETINGS

Section 1. Governing Body. The affairs of the Association shall be governed by a Board of Directors.

Section 2. Initial Directors. The initial Directors shall be selected by the Class B member of the Association and shall serve at the pleasure of the Class B member. The Directors selected by the Class B member of the Association need not be Owners or residents in the Community. The names of the initial Directors selected by the Class B member of the Association are set forth in the Articles of Incorporation of the Association.

Section 3. Number of Directors. So long as there shall be a Class B membership, there shall be three (3) Directors of the Association. Upon termination of such Class B membership, the number of Directors of the Association shall be set from time to time by the Class A members, but the number of Directors shall not be less than three (3). Except with respect to Directors selected by the Class B member of the Association, any person nominated must own (or be a principal officer of the owner), or reside at a Lot in the Community.

Section 4. Nomination of Directors. Except with respect to Directors selected by the Class B member of the Association, nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the Standing Committees of the Association. The Nominating 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 not less than thirty (30) days 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 such 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 total number of directors to be elected. Additional nominations may be made from the floor at the membership meeting.

Section 5. Election and Term of Office. So long as there shall be a Class B membership, the Class B member shall appoint all Directors who shall serve at the pleasure of the Class B member. Directors appointed by the Class B member need not be Owners or residents in the Community. At the first annual meeting of the membership after the termination of such Class B membership, and at each annual meeting of the membership thereafter, all Directors shall be elected for a term of one year, or until their respective successors are elected and qualified. The election shall be by written ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast. There shall be no cumulative voting.

Section 6. Vacancies. Vacancies on the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association; provided, however, vacancies occurring with respect to Directors selected by the Class B member of the Association shall be filled by such Class B member.

Section 7. Removal of Directors. Upon the termination of the Class B membership, any one or more of the Directors may be removed with or without cause by a majority of the vote of the Class A members of the Association in attendance in person or by proxy at any regular or special meeting of the Association duly called. A successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting.

Section 8. Fees and Compensation. No fee or compensation shall be paid by the Association to Directors for their services as Directors unless such fee or compensation is first fixed by a resolution adopted by a majority of the Class A members of the Association.

Section 9. Organization Meeting. The first meeting of each Board of Directors newly elected by the Class A members shall be held within ten (10) days of election at such place and time as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the whole Board shall be present.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

Section 11. Special Meetings. Special Meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least a majority of the Directors. Unless otherwise agreed by a majority of the Directors, the place of any such special meeting shall be held at the residence of the Chairman.

Section 12. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 13. Entry of Notice. Whenever any director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given such Director, as required by law and the By-Laws of the Association.

Section 14. Notice of Adjournment. Notice of adjournment of any Directors' meeting either regular or special, need not be given to absent Directors, if the time and place are fixed at the meeting adjourned.

Section 15. Adjournment. A quorum of the Directors may adjourn any Director's meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Directors present at the Director's meeting, either regular or special, may adjourn the meeting until the time fixed for the next regular or special meeting of the Board.

Section 16. Board of Directors Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting until the time fixed for the next regular or special meeting of the Board. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 17. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by said Declaration or these By-Laws directed to be exercised and done by the Class A members.

Section 18. Other Duties. In addition to other duties which the Board of Directors may have, it shall be responsible for the following matters:

(a) Care, upkeep and surveillance of the Common Property and Limited Common Property and any facilities located thereon.

(b) Collection of assessments levied by the Association.

(c) Collection of user fees for the Limited Common Property.

(d) Designation and dismissal of the personnel necessary for the maintenance and operation of the Common Property and Limited Common Property and any facilities located thereon.

(e) Subject to the provisions of said Declaration, the promulgation of rules and regulations governing the use and enjoyment of the Common Property and Limited Common Property and any facilities located thereon.

Section 19. Management Agent. The Board of Directors may employ for the Association a professional management agent at a compensation established by the Board to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in Section 18 of this Article III.

Section 20. Fidelity Bonds. The Board of Directors shall require that any personnel handling or responsible for Association and trust funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association as a common expense.

Section 21. Executive Committee. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors, if composed of more than three Directors, may establish an Executive Committee of three or more Directors, constituted and appointed by the Board of Directors from their number who shall meet when deemed necessary. They shall have authority to exercise all the powers of the Board which may be lawfully delegated and not inconsistent with the Articles of Incorporation, these By-Laws, or said Declaration, at any time and when the Board is not in session. The Committee shall elect a chairman and a majority of the whole Committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the Committee provided all members of the Committee have had notice of such meeting or waived such notice. Notice of meetings of the Executive Committee shall be the same as required for a regular or special meeting of the Board of Directors as outlined above in this Article III.

Section 22. Special Committees. The Board of Directors, or the Executive Committee, if one shall have been established, shall have the power and authority to create special committees, including but not necessarily limited to, an Assessment Committee, a Recreation Committee a Maintenance Committee, and an Audit Committee, which shall advise the Board of Directors or Executive Committee on matters pertaining to the purpose for which any such special committee shall have been created. The members, including the Chairman, of any such special committee shall be appointed by and shall serve at the pleasure of the Board of Directors, or Executive Committee, as the case may be.

Section 23. Action Without Formal Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee appointed by the Board of Directors may be taken without a meeting if, prior to such action, written consent thereto is signed by all members of the Board of Directors or of such Committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or Committee.

ARTICLE IV

OFFICERS

Section 1. Generally. The Board of Directors at its first meeting after each annual membership meeting shall elect the following officers: a President, one or more Vice-Presidents, a Secretary and a Treasurer. The Board of Directors at any time and from time to time may appoint such other officers as it shall deem necessary, including one or more Assistant Vice-Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, who shall hold their offices for such terms as shall be determined by the Board of Directors and shall exercise such powers and perform such duties as are specified by these By-Laws or as shall be determined from time to time by the Board of Directors. Any person may hold two or more offices, except that no person may hold the office of President and Secretary simultaneously.

Section 2. Tenure. Each officer of the Association shall hold office until his successor is chosen or until his earlier resignation, death, or removal, or the termination of his office. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

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 a Director and shall be Chairman of the Board of Directors. The President shall be the chief executive officer of the Association and, subject to the control of the Board of Directors, shall in general manage, supervise, and control all of the business and affairs of the Association. He shall, when present, preside at all membership meetings. He may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any contracts, deeds, mortgages, bonds, policies of insurance, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing or the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association, or shall be required by law or said Declaration to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice-President. In the absence of the President, or in the event of his death or inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, in the order of 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 may perform such duties as shall from time to time be assigned to him by the President or by the Board of Directors.

Section 6. Secretary. The Secretary shall: (a) attend and keep the minutes of the membership meetings and of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the Articles of Incorporation, said Declaration, these By-Laws, or as required by law; (c) be custodian of the Association records; (d) keep a register of the post office address of each member and the post office address of the holder of any mortgage encumbering such member's Lot, which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 8. Assistant Secretaries and Assistant Treasurers. The assistant Secretaries and Treasurers, in general, shall perform such duties as shall be assigned by the Secretary or Treasurer, respectively, or by the Board of Directors.

ARTICLE V

OBLIGATIONS OF MEMBERS

Section 1. Assessments. The Class A members of the Association shall be obligated to pay to the Association assessments imposed by the Association pursuant to the provisions of said Declaration.

Section 2. Conduct. All Class A members, as well as their licensees, tenants, invitees and guests, shall at all times observe the rules and regulations which may from time to time be established by the Association or its Board of Directors. Said rules and regulations shall be kept in the office of the Association as a matter of record, and copies furnished to any Class A member on request.

Section 3. Notices. A Class A member who mortgages his Lot, or executes and delivers, or assumes or purchases his Lot subject to any mortgage which shall be or become a lien on his Lot, shall notify the Secretary of the Association of the name and address of the holder of any such mortgage, and thereby authorize the Association to furnish such information as such mortgagee may request respecting unpaid assessments, taxes, or other information concerning such Lot or as may be provided by said Declaration..

ARTICLE VI

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 2. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with Georgia law, the Articles of Incorporation, said Declaration, or these By-Laws.

Section 3. Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation of the Association, said Declaration, and these By-Laws, the provisions of Georgia law, said Declaration and said Articles of Incorporation (in that order) shall prevail.

Section 4. Amendment. These By-Laws may be amended by the members of the Association at any regular or special meeting duly called for that purpose by the affirmative vote of a majority of the votes which the Class A members of the Association in attendance in person or by proxy are entitled to cast, and by the Class B member so long as the Class B membership shall exist. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by said Declaration or by Georgia law may not be amended, repealed or altered except as provided in said Declaration or by applicable law. Provided, further, any provision in these By-Laws or said Declaration to the contrary notwithstanding, written notice of any meeting being called for the purpose of amending these By-Laws shall be sent to the holders of any and all first mortgages affecting any of the Lots included in the Community not less than thirty (30) days in advance of the meeting setting forth the purpose of the meeting. No amendment to these By-Laws shall alter, modify, change or rescind any right, title, interest or privilege herein granted or accorded to the holder of any mortgage affecting any Lot unless such holder shall consent in writing thereto.