

EXHIBIT "C"

AMENDED AND RESTATED BYLAWS
OF
RUSSELL PLANTATION RECREATION ASSOCIATION, INC.

Prepared By:
By Laws Re-Write Committee

BYLAWS
OF
RUSSELL PLANTATION RECREATION ASSOCIATION. INC.

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AMENDED AND RESTATED BYLAWS

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RUSSELL PLANTATION RECREATION ASSOCIATION, INC.

Article I

Name, Membership, Applicability and Definitions

1.1 Name. The name of the corporation shall be Russell Plantation Recreation Association, Inc. (hereinafter sometimes referred to as the "Association").

1.2 Membership. The Association shall have one class of membership, as is more fully set forth in that certain Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Russell Plantation (such Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration"), the terms of which pertaining to membership are specifically incorporated by reference herein.

1.3 Definitions. The words used in these Bylaws shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

Article 2

Association: Meetings, Quorum, Voting, Proxies

2.1 Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the members as may be designated by the Board of Directors, either in the Community or as convenient thereto as possible and practical.

2.2 Annual Meetings. There shall be an annual meeting of the members during the last quarter of each calendar year at such date, place and time as the Board of Directors shall determine to receive the reports of the outgoing Board of Directors, to install directors for the ensuing year, to present and have approved, the upcoming year's budget and to transact such other business as may come before the meeting.

2.3 Special Meetings. The President or the Board of Directors may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association upon the delivery of a petition signed and dated by members entitled to cast at least 25% of the Total Association Vote and describing the purpose or purposes for which it is to be held. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose(s) thereof. No business shall be transacted at a special meeting, except those matters that are within the purpose or purposes described in the notice.

2.4 Record Date. The Board of Directors shall fix in advance a record date for a determination of members entitled to notice of and to vote at any meeting of members or any adjournment thereof, or, to make a determination of members for any other purpose, such date to be not more than thirty (30)

days before the date on which the particular action requiring such determination of members is to be taken.

2.5 Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to the Lot of each member (as shown in the records of the Association as of the record date) a notice of each annual or special meeting of the Association stating the date, time and place where it is to be held and if and to the extent required by the Georgia Nonprofit Corporation Code (O.C.G.A. Section 14-3-101, et seq.) or other applicable law (the "Governing Law"), the purpose(s) thereof. If an Owner wishes notice to be given at an address other than the Lot, the Owner shall designate by notice in writing to the Secretary such other address. Notices shall be mailed or delivered not less than ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting. If any meeting of the members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If, however, a new record date is or must be fixed under the Governing Law notice of the adjourned meeting shall be given to persons who are members of record as of the new record date.

2.6 Adjournment of Meetings. If any meeting of the Association cannot be held because a quorum is not present, a majority of the members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

2.7 Membership List. After the record date for any meeting is established by the Board of Directors, the Secretary shall prepare an alphabetical list of the names and addresses of all of the members who are entitled to notice of the meeting. Beginning at least two business days after notice is given of the meeting for which the list was prepared, the list of members shall be available for inspection by any member or a member's agent or attorney at the Association's principal office or at such other reasonable place as may be specified in the notice. In addition, the list shall be available for inspection at the meeting or any adjournment thereof.

2.8 Voting. The voting rights of the members shall be as set forth in the Articles of Incorporation and the Declaration, and such voting rights are specifically incorporated herein.

2.9 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxy appointment forms shall be in dated and in writing. Every proxy shall be revocable and shall automatically cease upon: (a) receipt of notice by the Secretary of the death or judicially declared incompetence of a member; (b) receipt by the Secretary of written revocation signed by the member; (c) receipt by the Secretary of a subsequent appointment form signed by the member; (d) attendance by the member and voting in person at any meeting; or (e) the expiration of 11 months from the date of the proxy appointment form.

2.10 Quorum. The presence, in person or by proxy, of members entitled to cast at least 25% of the votes entitled to be cast at the meeting shall constitute a quorum at all meetings of the Association. The members present 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.

2.11 Action Without A Formal Meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by obtaining consent in writing via a proxy. This proxy will be distributed to all members entitled to vote. Unless a quorum returns proxies stating that the action detailed in the consent notice should not be taken, the action detailed in the consent notice will take place. Each signed consent shall be included in the minutes of meetings of members filed in the permanent records of the Association.

2.12 Action By Written Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if approved by written ballot as provided herein. The Association shall deliver a written ballot to each member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements: state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the Association in order to be counted. A timely written ballot received by the Association may not be revoked. Approval by written ballot of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The results of each action by written ballots shall be certified by the Secretary and shall be included, along with the ballot documents, in the minutes of meetings of members filed in the permanent records of the Association.

Article 3

Board of Directors: Number, Powers, Meetings

3.1 Governing Body: Composition. The affairs of the Association shall be governed by a Board of Directors and an Executive Board. Directors shall be natural persons who are 18 years of age or older. Each director must reside in the Community and be a member or the spouse of a member: provided, however, no Person may serve on the Board at the same time with such Person's spouse or any co-Owner or Occupant of such Person's Lot. No owner who is shown on the books and records of the Association to be currently over ninety (90) days delinquent shall be eligible for election. Further, any director who has been previously removed or has resigned from the Board by reason of a breach of fiduciary duty, or who is in current litigation with the Association shall be eligible to serve on the Board.

3.2 Number of Directors. The Board of Directors shall consist of three (3) members, who shall be elected as provided below. The Executive Board shall consist of five (5) members elected as provided below.

3.3 Nomination of Directors. Elected directors may be nominated from the floor, if a meeting is held for the election of directors and may also be nominated by a nominating committee, if established by the Board. All candidates shall have a reasonable opportunity to communicate their

qualifications to the members and to solicit votes.

3.4 Election and Term of Office. The members of the Board of Directors and Executive Board shall hold office for one year and shall continue in office until their respective successors shall have been elected and take office. The members of the Board of Directors are restricted to a two (2) year term limit and Executive Board members are restricted to a term of four (4) years unless no other candidates are available for election. No member may serve on both boards simultaneously. At annual meetings of the membership thereafter (or pursuant to Section 2.12 or Section 2.13 in lieu of a meeting), directors shall be elected. The candidates receiving the most votes shall be elected.

3.5 Removal of Directors. At any annual, regular or special meeting of the Association, any one or more of the members of the Board of Directors elected by the members may be removed, with or without cause, by a majority of the Total Association Vote and a successor may then and there be elected to fill the vacancy thus created. The notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is removal of a director. A director whose removal by the members has been proposed shall be given an opportunity to be heard at the meeting. Additionally, any director who has three consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than ninety (90) days may be removed by a majority vote of the Executive Board.

3.6 Vacancies. Vacancies in the Board of Directors caused by any reason, excluding the removal of a director by vote of the Association, shall be filled by a vote of the majority of the remaining directors and approved by the Executive Board. Each Person so selected shall serve the unexpired portion of the term.

3.7 Organization Meetings. The first meeting of a newly elected Board of Directors shall be held within thirty days after the election at such time and place as the directors may conveniently assemble.

3.8 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 the Board, provided that at least four such meetings shall be held during each fiscal year with at least one per quarter. Notice of the regular schedule shall be made to homeowners and will constitute sufficient notice of such meetings.

3.9 Special Meetings. Special meetings of the Board of Directors shall be held when requested by the President, any two (2) directors or any two (2) members of the Executive Board. The notice shall specify the date, time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each director by one of the following methods: (a) by personal delivery (including commercial delivery service) to such director's home or office; (b) written notice by first class mail, postage prepaid; or (c) by telephone communication (including facsimile), either directly to the director or to the director's home or office. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Association. Notices sent by first class mail shall be deposited with the U.S. Postal Service at least five (5) days before the time set for the meeting. Notices given by personal delivery or telephone shall be given at least three (3) days before the day set for the meeting.

3.10 Waiver of Notice. The business transacted at any meeting of the Board of Directors,

however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes which is included in the minutes or filed with the official records of the Association. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3.11 Quorum of Board of Directors and Executive Board. At all meetings of the Board of Directors and Executive Board, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of all directors, shall constitute the decision of the Board of Directors or Executive Board.

3.12 Compensation. No director shall receive any monetary compensation from the Association for acting as such.

3.13 Open Meetings. All meetings of the Board of Directors and Executive Board shall be open to all members, but members other than directors may not participate in any discussion or deliberation unless expressly so authorized by the Board.

3.14 Executive Session. The Board may adjourn a meeting and reconvene in executive session with the Executive Board to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

3.15 Action Without A Formal Meeting. Any action required or permitted to be taken at a meeting of the directors or the Executive Board may be taken without a meeting if one or more consents, in writing, setting forth the action so taken, shall be signed by a majority of the directors or the Executive Board and delivered to the Association for inclusion in the minutes for filing in the corporate records.

3.16 Telephonic Participation. One or more directors may participate in and vote during any meeting of the Board by telephone conference call or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

3.17 Powers. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by law, the Declaration, Articles, or these Bylaws directed to be done and exercised by the members under the supervision and subject to the limitations placed upon them by the Executive Board. In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- (a) preparation and adoption of an annual budget in which there shall be established

the contribution of each member to the common expenses, subject to the affirmative confirmation of the Executive Board. Expenditure not included in the annual budget is limited to \$750 total annual payment to a single vendor by the Board of Directors or \$1,500 total annual payment to a single vendor by the Executive Board. Any proposed expenditure in excess of the aforementioned amounts requires an affirmative vote of at least two-thirds (2/3) of the Total Association Vote:

(b) making assessments to defray the common expenses and establishing the means and methods of collecting such assessments, subject to the affirmative vote of the Executive Board:

(c) providing for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association;

(d) designating, hiring, and dismissing the personnel necessary for the operation of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties:

(e) collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association;

(f) opening of bank accounts on behalf of the Association and designating the signatories required;

(g) enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it, and bringing any proceedings which may be instituted on behalf of or against the members concerning the Association, subject to the affirmative vote of the Executive Board:

(h) obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;

(i) keeping books with detailed accounts of the receipts and expenditures of the Association and the actions thereof, and specifying the maintenance and repair expenses and any other expenses incurred; and

(j) authorization of contracts on behalf of the Association subject to the affirmative vote of the Executive Board.

3.19 Fining or Suspension Procedure. The Board shall not impose a fine or suspension (a late charge shall not constitute a fine) unless and until the procedure outlined herein has been followed. However, this shall not be required for the following: (1) late charges on delinquent assessments; (2) suspension of voting rights if an Owner is shown on the Association's records to be more than ninety (90) days delinquent in any payment due the Association; and (3) suspension of the right to use the Common Property, in which case the late charge and foregoing suspensions shall be automatic. All fining or suspension procedures require the affirmative vote of the Executive Board.

(a) Written notice shall be delivered to the member by personal delivery at the Lot or first-

class or certified mail sent to the address of the member shown on the Association's records, specifying:

- (1) the nature of the violation, the fine or suspension to be imposed and the date, not less than ten (10) days or, in the event of an unapproved sign, twenty-four (24) hours, from the date of the notice, that the fine or suspension will take effect;
- (2) that the violator may, within ten days from the date of the notice, request a hearing before the Executive Board regarding the fine or suspension imposed;
- (3) the name, address and telephone numbers of a person to contact to request a hearing;
- (4) that any statements, evidence, and witnesses may be produced at the hearing; and
- (5) that all rights to have the fine or suspension reconsidered are waived if a hearing is not requested within ten days of the date of the notice.

(b) If a hearing is requested, it shall be held before the Executive Board in executive session, and the violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing. Except for the display of unapproved signs, the fine or suspension shall run from the date that a decision is made by the Executive Board at the conclusion of the hearing or such later date as the Executive Board may determine.

Article 4 Officers

4.1 Officers. The officers of the Association shall be a President, Secretary, and Treasurer. Any two or more offices may be held by the same Person, excepting the offices of President and Treasurer. The Officers shall be elected from among the members of the Board of Directors.

4.2 Election, Term of Office, and Vacancies. The officers of the Association shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors following the election of directors. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term subject to the affirmative vote of the Executive Board.

4.3 Additional Officers and Agents. The Board of Directors may appoint such other officers, including vice presidents, assistant secretaries and assistant treasurers, and agents as it shall deem necessary. Such officers and agents shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

4.4 Removal. Any officer may be removed, with or without cause, by the Board of Directors subject to the affirmative vote of the Executive Board.

4.5 President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and directors. The immediate supervision of the affairs of the Association shall be vested in the President. It shall be the President's duty to attend to the business of the Association and maintain strict supervision overall of its affairs and interests. The President shall keep the Board of Directors fully advised about the affairs and conditions of the Association, and shall manage and operate the business of the Association pursuant to and in accordance with such policies as may be prescribed from time to time by the Board of Directors and Executive Board.

4.6 Secretary. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors and make minutes available to all members and directors; notify the members and directors of meetings as provided by these bylaws and Georgia law: have custody of the seal of the Association; affix such seal to any instrument requiring the same; attest the signature or certify the incumbency or signature of any officer of the Association; and perform such other duties as the President, or the Board of Directors may prescribe. The Secretary shall perform the duties of the Treasurer of the Association in the absence or disability of the Treasurer.

4.7 Treasurer. The Treasurer shall keep, or cause to be kept, the financial books and records of the Association, and shall faithfully account for the Association's funds, financial assets, and other assets entrusted to the Treasurer's care and custody. The Treasurer shall make such reports as may be necessary to keep the President, the Board of Directors and the Executive Board informed at all times as to the financial condition of the Association, and shall perform such other duties as the President, or the Board of Directors may prescribe. The Treasurer shall make such financial reports available to all members and directors. The Treasurer shall maintain the money and other assets of the Association in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall obtain multiple bids for any contract, keeping such records in the minutes of meetings. The Treasurer may provide for the investment of the money and other assets of the Association consistent with the needs of the Association to disburse such money and assets in the course of the Association's business. The Treasurer shall perform the duties of the Secretary of the Association in the absence or disability of the Secretary.

4.8 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of the 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.

Article 5 Committees

Advisory committees to perform such tasks and to serve for such periods as may be designated by the Board or as provided in the Declaration are hereby authorized. Each committee shall be composed and shall operate in accordance with the terms of the Declaration or resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors. An advisory committee shall not be authorized to exercise any authority of the Board under the Articles of Incorporation, the Declaration, these Bylaws or the Georgia Nonprofit Corporation Code.

Article 6

Miscellaneous

6.1 Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise determined by resolution of the Board.

6.2 Parliamentary Rules. *Roberts Rules of Order* (current edition) shall govern the conduct of all Association proceedings, when not in conflict with Georgia law, the Articles of Incorporation, the Declaration or these Bylaws.

6.3 Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, the Declaration and these Bylaws, the provisions of Georgia law, the Declaration, the Articles of Incorporation and the Bylaws (in that order) shall prevail.

6.4 Notices. Unless otherwise prohibited by these Bylaws or the Declaration, all notices and other communications required by the Declaration or Bylaws shall be in writing and shall be given by:

- a) Personal delivery;
- b) United States mail, first class, postage prepaid
- c) Statutory overnight delivery;
- d) Electronic mail;
- e) Facsimile; or
- f) A secure website, provided that notice shall be deemed given via website only upon proof that the addressee has retrieved the message.

Notices given by one of the methods described above shall be given:

- (a) If to the Lot Owner, to the address, electronic mail address or facsimile number that the Owner has designated in writing and filed with the Secretary, or if no such address has been designated, at the address of the Lot of such Owner;
- (b) If to an Occupant, to the address, electronic mail address or facsimile number that the Occupant has designated in writing with the Secretary or, if no such address has been designated, at the address of the Lot occupied; or

6.5 Amendment. These Bylaws may be amended by the Board of Directors subject to the affirmative vote of the Executive Board, and if such amendment is necessary to: (a) bring any provision hereof into compliance with any applicable governmental statute, rule, or regulation or judicial determination which shall be in conflict therewith; (b) enable any title insurance company to issue title insurance coverage with respect to the Lots subject to the Declaration; (c) enable an institutional or governmental lender or purchaser of mortgage loans, including, without limitation, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to make or

purchase Mortgage loans on the Lots subject to the Declaration; (d) enable any governmental agency or private insurance company to insure or guarantee Mortgage loans on the Lots subject to the Declaration; or (e) comply with the provisions of the Georgia Property Owners Association Act. O.C.G.A. § 44-3-220 *et seq.* In addition, these Bylaws may be amended upon the affirmative vote of at least two-thirds (2/3) of the Total Association Vote.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Russell Plantation Recreation Association, Inc., a Georgia corporation:

That the foregoing constitute the Bylaws of said Association, as duly adopted by the Board of Directors and the members of the Association on the _____ day of _____ 2015.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this _____ day of _____ 2015.

**RUSSELL PLANTATION
RECREATION ASSOCIATION, INC.**

Secretary _____ (Seal)

[CORPORATE SEAL]