



**BYLAWS
of**

Riverbend Plantation Property Owners Association, Inc

A Non-Profit Corporation

ARTICLE ONE

INTRODUCTION

Definition of Bylaws

1.01 These bylaws constitute the code of rules adopted by **Riverbend Plantation Property Owners Association, Inc** for the regulation and management of its affairs.

Purposes and Powers

1.02 This Corporation will have the purposes or powers as may be stated in its Articles of incorporation, and such powers as are now or may be granted hereafter by law.

1.03 The primary purpose of this Corporation is to provide for maintenance, preservation, and architectural control of the residence Lots and Common Areas within that certain tract of property described as: Riverbend Plantation Phase II,

See attached Exhibit A

and to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

ARTICLE TWO

OFFICES AND AGENCY

Principal and Branch Offices

2.01 The principal place of business of this Corporation in Alabama is 18884 Riverbend Loop, Foley, Alabama 36535. In addition, the Corporation may maintain other offices within the State of Alabama as its business requires.

Location of Registered Office

2.02 The location of the initial registered office of this Corporation is 18884 Riverbend Loop Foley, Alabama 36535. Such office will be continuously maintained in the State of Alabama for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE THREE

MEMBERSHIP

Definition of Membership

3.01 The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Bylaws and the Riverbend Plantation Property Owners Association Articles of Incorporation

Classes of Members

3.02 This Corporation will have two classes of Members which are designated as Owners of Developed lots and Owners of Undeveloped lots.

Qualifications of Members

3.03 The qualifications and rights of the Members of the of this Property Owners Corporation are set forth in the Riverbend Plantation Property Owners Association Articles of Incorporation.

Members' Dues

3.04 The dues payable to the Corporation by Property Owners will be in such amounts as may be determined from time to time by resolution of the Board of Directors.

Assessments

3.05 (1) Memberships will be nonassessable or subject to assessment of special dues on the following basis:

(2) The Board of Directors may, from time to time, determine the type of occasions for which a Penalty may be assessed against Members, as well as the amounts thereof. The Board may have full authority to assess such penalty on the occasions specified.

(3) The amount of dues fixed by the Board of Directors shall become, on and after notice, and indebtedness to the Corporation collectible by due course of law. In addition to all other remedies available to the Association, the failure to pay any dues or penalty assessed shall result in a lien to be placed upon the property of the person or persons, after failing to pay the required dues or penalty levied by The Board of Directors, in accordance with the laws of the State of Alabama.

Place of Members' Meetings

3.06 Meetings of Members, place will be determined from time to time. At no time will a meeting be held that a majority of members will not have the ability to attend the said meetings.

3.07 Special meetings of the Members may be called by either of the following:

- (1) The Board of Directors.
- (2) The President.
- (3) Members having at least ten percent (10%) of the votes which all members are entitled to cast at such meeting.

Notice of Members' Meetings

3.08 Written or printed notice, stating the place, day, and hour of the meeting and [in the case of a special meeting], the purpose or purposes for which the meeting is called, must be delivered not less than ten (10) nor more than forty (40) days before the date of the members meeting, by first class mail, to each member entitled to vote at such meeting. When mailed, the notice will be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid.

Voting Rights of Members

- 3.09 (1) Each member shall be entitled vote as set forth in the Articles of Incorporation (Article Five, Sub Section E).
- (2) Voting by absentee ballot is hereby authorized.

Quorum of Members

3.10 A. majority of the whole Members either in person or by absentee ballot will constitute a quorum. The act of a majority of the Members present at a meeting at which a quorum is present will be the act of the Members unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

ARTICLE FOUR

DIRECTORS

Definition of Board of Directors

4 01 The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws, and the laws in the State of Alabama. The Board of Directors shall consist of the Officers and the one at Large member elected by the members of the corporation.

Structure of Board

4.02 The Board of Directors of this Corporation will have different terms, for the first election, there will be staggered terms. The first person to be elected will be the President, the second person elected will be the Vice President, the third person elected will be the Secretary, the fourth person elected will be the Treasurer, the fifth person to be elected will be the Officer At Large Member. The President will serve 2 years, the Vice President will serve 3 years, the Secretary will serve 3 years, the Treasurer will serve 2 years, the Member at large will serve 1 year. This is for the start up election only. This will make up the total of 5 Officers of the Board of Directors. The next or second year there will be (1) one officer elected, the third year there will be (2) two Officers elected and the fourth year there will be 2 Officers elected. Each Officer elected after the first year will have a term of 3 years.

Qualifications of Directors

4.03 The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (1) Directors must be members of this Corporation
- (2) Of legal age as described by the State of Alabama and the United States of America.

Number of Directors

4.04 The number of Directors of this Corporation will not be less than three at any time. Until further amendment, or adoption of these Bylaws and the Articles, the number of Directors presently will be four or the number of Directors may vary from time to time between a minimum of three (3) and a maximum of five (5) with the amount to be determined by the vote of two-thirds (2/3) of the members.

Terms of Directors

4.05 The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until December 31, 2009, or until the first Association Members' meeting is called for the purpose of electing directors. Thereafter, directors will be elected for a term as determined in section 4.02 of these By-Laws. Each Director will hold office for the term for which elected and until a successor has been selected and qualified.

4.06 A director may be removed from office when such action will serve the best interests of this Corporation as follows: two-thirds (2/3) vote of the Members. Such removal will be without prejudice to any contract rights of the director so removed.

Vacancies on the Board

- 4.07 Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, will be filled by appointment by a majority of the remaining Board of Directors. The new director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.
- 4.08 If more than one member resigns at a single time, than a meeting of the members is required to elect new board members within 90 days.

Place of Directors' Meetings

- 4.09 Meetings of the Board of Directors, regular or special, will be held at time and place specified by the President, and Secretary of the Board of Directors. At no time will the time and place be set as to limit the number of persons that may attend.

Regular Directors' Meetings

- 4.10 Regular meetings of the Board of Directors will be held at time and place specified by the President, and Secretary of the Board of Directors and at least semi-annually thereafter as determined by the Board. This provision of the Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given. The date, place and time of the meetings may be changed at any time by resolution of the Board. All members of this corporation are allowed to attend any meeting. Any member not on the Board of Directors may have the right of voice but not of vote.

Notice of Special Directors' Meetings

- 4.11 Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than three nor more than twenty days before the date of the meeting by first class mail, or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States Mail addressed to the Director at his address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted, nor the purpose of, such meeting. Such communication should be thru the Secretary of the Association.

Call of Special Board Meetings

- 4.12 A special meeting of the Board of Directors may be called by either:
- (1) The President
 - (2) Any member of the Board of Directors

Waiver of Notice

4.13 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting.

Quorum of Directors

4.14 A. majority of the whole Board of Directors will constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

ARTICLE FIVE

OFFICERS

Roster of Officers

5.01 The Officers of this Corporation will consist of the following:

- (1) A President
- (2) A Vice President
- (3) A Secretary
- (4) A Treasurer
- (5) A Member at Large

Selection of Officers

5.02 Each of the Officers of this Corporation will be elected annually by the Members. Each officer will remain in office until a successor to such office has been elected. Such election will take place at the annual meeting of the Association each year. The Board of Directors will designate at least one (1) other person that is authorized to sign checks if and when the treasurer is not able to perform his or her duties.

President

5.03 The president shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and shall have the general supervision and management of the business of the Corporation. The president shall see that all orders and resolutions are carried into effect. The president shall have authority to execute instruments and documents on behalf of the Corporation in the ordinary course of business.

Vice President

5.04 The Vice president shall fulfill the duties of the president if and when the president is not present or at the request of the president. The Vice president shall also fulfill the duties of the Secretary if and when the Secretary is not present at any of the meetings.

Secretary

5.05 The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. Secretary will handle all communication between the Board Directors and Members.

Treasurer

5.06 The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds, and pay all bills as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors and to the Members as required by the Board of Directors or Members or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

A Member at Large

5.07 The Member at large will have the responsibilities that the Board of Directors may designate (such as in charge of maintenance of the common areas), or any duty that the Board of Directors deems necessary.

Removal of Officers

5.08 Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX

INFORMAL ACTION

Waiver of Notice

6.01 Whenever any notice whatsoever is required to be given under the provisions of the law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the cast of a special meeting of Members, specify the general nature of the business to be transacted

Action by Consent

6.02 Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and or filed with the Secretary of the Corporation.

ARTICLE SEVEN

COMMITTEES

Definition of Directorial Committees

7.01 This Corporation may have certain Committees, which will be appointed by the Board Of Directors. No such committee will have authority of the boarding reference to the following.

- (1) Submission to Members of any action for which the approval of Members is required under the law
- (2) Filling of vacancies in the Board
- (3) Adoption, amendment, or repeal of Bylaws
- (4) Amendment or repeal of any resolution of the Board
- (5) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board

Appointment of Committees

7.02 The Board of Directors, by resolution duly adopted by a majority of the Directors in office, will designate and appoint one or more Directorial Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Directorial Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

ARTICLE EIGHT

OPERATIONS

Fiscal Year

8.01 The fiscal year of this corporation will be the calendar year.

Execution of Documents

8.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the treasurer, and one other person on the Board of Directors will be named. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary or authorizing their execution.

Books and Records

8.03 This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Directorial Committees. The Corporation will keep at its principal place of business a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

8.04 All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations Compensation

8.05 The Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

Delegation of Management

8.06 The Board may designate a management company or agent to handle such day to day management duties as deemed appropriate by the Board.

Loans to Management

8.07 This Corporation will make no loans to any of its Directors or Officers or to any of its key management or other personnel.

8.08 (1) No member or Incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his membership ceases.

- (2) Suspended Members shall have no property rights to assets of the Corporation
- (2) The Directors of this Corporation may not authorize secured transactions or other dispositions of corporate assets without approval by two-thirds (2/3) of the Members.

ARTICLE NINE

AMENDMENTS

Amendment of Articles of Incorporation

9.01 The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors and the Members. Such action as is required by the Alabama nonprofit corporation act shall be the standard for the corporation.

Modification of Bylaws

9.02 The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.

ARTICLE TEN

RULES AND REGULATIONS

10.01 (1) The sidewalks and entrances shall not be obstructed by the Individual Owners or used by them for any purpose other than for ingress and egress. The sidewalks, entrances, porches, and front and back yards shall be kept free from rubbish, and no bicycles, lawn chairs, or other articles of that kind shall be permitted to remain on the grounds except when in use,

(2) Various personnel are employed by the Association to maintain the Common Areas of the development. Individual Owners are prohibited from employing or in any way using Association personnel for personal tasks during their normal working hours. Violation of this rule will result in the immediate dismissal of the employee, and the member will be subject to a penalty as described by the Board of Directors.

(3) Entrance signs and adjacent white board fencing are to be maintained in perpetuity. This includes () ft white board fence directly behind the south entrance sign and the white board fencing that begins at the north corner of the north entrance sign and runs to the north west corner of Riverbend Plantation Phase II.

(4) All the maintenance of the above stated fence in item (4), and signs will be maintained by the Association.

Security

10.02 (1) Residents shall refrain from any dangerous activity in the subdivision and shall obey All ordinances of the County of Baldwin, AL.

Automobile Regulations

10.03 (1) No automobile, moving van, or delivery truck shall be parked, driven across or driven onto the lawn or walkways. Any damage resulting from the violation of this regulation shall be at the direct expense of the Individual Owner responsible for the damage.

(2) Maximum speed limit within the Community shall be fifteen (15) miles per hour

(3) No repairs or service to any vehicle shall be undertaken on the Submitted Property, except such emergency repairs as are necessary to permit the removal of a vehicle to another location for repairs or service

(4) Vehicles violating these Rules and Regulations may be removed at the owners expense at the direction of the Association or its managing agent.

Disturbing Noises and Nuisances

10.04 (1) No Individual Owner shall make or permit any disturbing noises in the buildings by the Owner or the Owner's family, servants, employees, agents, visitors, and licensees, nor do or permit anything by those persons that will interfere with the rights, comfort, or convenience of other individual Owners

(2) No signs, ads, or solicitations are permitted in or about the subdivision without the prior consent of the Association. The Declarant is exempt from this regulation.

Commercial Activity

10.05 No commercial activity will be permitted in this residential development. See Declaration of "Protective Covenants and Architectural Controls for Riverbend Plantation", Page 2 Section 1. Land Use and Building Type.

Changes in Rules and Regulations

10.06 The Association may, in accordance with these By-Laws, alter, amend, revoke, or add to these Rules and Regulations for the preservation of safety and order in the Community, for its care and cleanliness, or for protection of the reputation thereof. When notice of any such alteration, amendment, revocation, or addition is given to any resident, it shall have the same force and effect as if originally made a part of these Rules and Regulations.

ADOPTION OF BYLAWS

ADOPTED by the Board of Directors by resolution and vote of 5 for 0 against
on this the 8th day of Nov. 2009 at Baldwin County, Foley, Alabama

Directors

Approval Frederic J. Krontz Dissenting _____

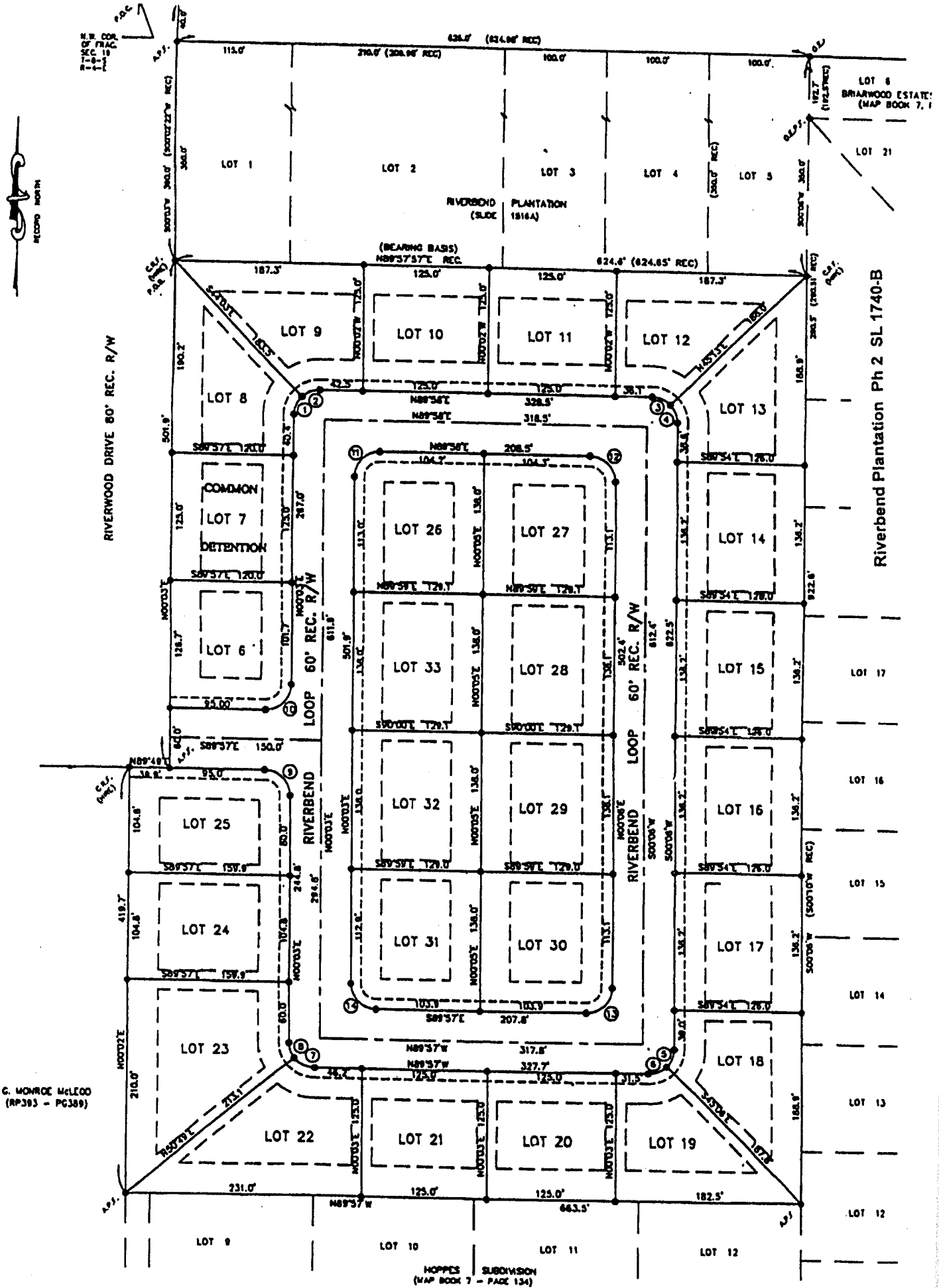
Jim Boutwell _____

William Masters _____

Munis L. Horne _____

Diane W. Tyler _____

G. MONROE McLEOD
(RP393 - PG389)



HOPKES SUBDIVISION
(MAP BOOK 7 - PAGE 134)