

**BY-LAWS
OF
SANDY CREEK FARMS PROPERTY OWNERS ASSOCIATION**

ARTICLE I

Name and Office

The name of the corporation is Sandy Creek Farms Property Owners Association, hereafter referred to as "Association" and as "Corporation" which is incorporated under the laws of the State of Alabama as an Alabama nonprofit corporation, its successors and assigns. The principal office of the corporation shall be located at Elberta, Baldwin County, Alabama.

The registered office of the corporation required by law to be maintained in the State of Alabama may be, but need not be, identical with the principal office.

ARTICLE II

Definitions

Section 1 The terms as used in these by-laws shall have the same meanings as set forth in I. DEFINITIONS of the Declaration of Covenants, Restrictions, Easements, Reservations, Terms and Conditions Governing Sandy Creek Farms Property Owners Association, Inc. recorded in the Office of the Judge of Probate of Baldwin County, Alabama on May 18, 2007 at Instrument No. 1050688.

ARTICLE III

Property Rights

Section 1 Every Owner shall have a right and easement in and to the Common Area and Easement Areas, subject to the terms in the Covenants and this Declaration. Any Owner may delegate his or her right of enjoyment of the Common Area and facilities to the members of his family, tenants and social invitees. The Owner must be present with social invitees in the Common Area and Easements.

Section 2 The Association reserves the right to charge reasonable admission and other fees for the use of any recreational facility situated upon the Common Area and to Suspend the voting rights and right to use of the recreational facilities of an Owner for any period during which any assessment against his/her Lot remains unpaid.

Section 3 The Association reserves the right to suspend the voting rights and right to use of the common area and recreational facilities of an Owner for any period during which any infraction of the published rules and regulations are violated.

ARTICLE IV

Membership and Voting

Section 1 Eligibility for Membership.

- A. Every Owner shall be deemed to be a member in the Association while she/he remains an owner as defined in the Declaration of Covenants.
- B. The Association shall have two classes of membership as defined in the Declaration of Covenants. Class "A" consisting of owners of Lots within Sandy Creek Farms other than the Declarant. The other is Class "B", consisting of the Declarant, while the Declarant still owns lots in Sandy Creek Farms. Class B membership shall cease to exist as soon as the Declarant has conveyed the last lot to another party.
- C. Only Class Members in good standing are allowed a vote. Any infractions to the Covenants or Bylaws will prevent a vote until the Owner is once again in good standing with the Association.

Section 2 Voting Rights

- A. For purposes of establishing voting rights of members of the Association, Class A Lot Owners shall be entitled to vote, and the Owner of each Lot shall be entitled to one (1) vote for each Lot owned. Where any Lot is owned by one or more persons or entities, any one of said persons or entities shall have the authority to cast the vote for said Lot on behalf of the other persons or entities owning said Lot. In the event of a dispute among said Owners as to the authority to cast said vote, and said dispute is brought to the attention of the Association, no vote shall be cast for said Lot until said dispute has been resolved by all Owners of said Lot. Absent notice of such a dispute, the Association can conclusively rely upon the authority of any person or entity voting on behalf of said Lot. The name of the voting member shall be on file with the secretary at all times. Class B shall be entitled to three votes for each Lot owned.

Section 3 Member in Good Standing

- A. Any member who has paid in full all assessments or charges levied by the corporation and are in compliance with the Declaration of Covenants shall be a member in good standing. The decision of the Board of Directors as to which members of the corporation are "members in good standing" shall be conclusive. Members in good standing shall have the right to the use of the Common Areas subject to rules and regulations of the Association.

ARTICLE V Membership Meetings

Section 1. Annual Meetings. Annual meetings of the membership shall be held on the last Saturday of August of each year at the principal office of the corporation or such other location as may be specified in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President or a majority of the Board of Directors, or shall be called on written demand of at least 30% of the voting members in good standing of the corporation. Notice of any special meetings shall be given in the manner provided in Section 3 of this Article.

Section 3. Notice of Meetings. It shall be the duty of the Secretary or Assistant Secretary to cause notice of any meeting to be delivered to each member, either personally or by mail, at his last known address, or e-mail with Read Receipt, at least ten (10) days prior to the date when the meeting shall be held, and such notice may be written or printed. In the case of a special meeting, the notice shall state the purpose for which the meeting has been called and the business to be transacted at the meeting. In the case of an annual or substitute

annual meeting, the notice of the meeting, or any waiver of notice, need not specifically state the business to be transacted unless it is a matter, other than election of Directors, on which the vote of members is expressly required by the provisions of the Alabama Non-Profit Corporation Act.

Section 4. Quorum. At any meeting of the members, either annual or special, forty percent (40%) of the voting members represented in person or by proxy shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time upon the request of any voting member present, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. At any meeting at which a quorum is present, the meeting may continue until adjournment to transact business, even though enough voting members withdraw from the meeting prior to the adjournment so as to leave less than a quorum. All decisions and election of the members at an annual or special meeting shall be by simple majority vote.

Section 5. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized agent and said proxy shall count toward quorum. No proxy shall be valid after three (3) months from the date of its execution unless otherwise provided in the proxy.

Section 6. Proprietary Interest. During the existence of this corporation, no member shall own or benefit from any property owned by the corporation.

ARTICLE VI

Board of Directors

Section 1. Number, Election and Term of Office. The Board of Directors will be comprised of the five (5) executive officers of the Association and shall, after election serve for a term of one year. No person shall be elected as director or an officer of the corporation unless said person is a member in good standing of the corporation. Each Director shall serve for the term for which he or she shall have been elected and until his or her successor shall be duly chosen and qualified.

Section 2. Annual Meeting. Annual meeting of the Board of Directors shall be held at earliest time following the annual meeting of the members, and with notice given to members before date of meeting.

Section 3. Special Meeting. Special meetings of the Board of Directors shall be held whenever called by the direction of the President or by any three (3) Directors. Notice of any special meeting shall be given in the manner provided in Section 5 of this Article.

Section 4. Quorum. At any meeting of the Board of Directors, annual or special, a quorum for the transaction of business shall consist of three (3) Directors present in person, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting from time to time without notice until a quorum shall attend. All decisions of, and elections by, the Directors shall be by majority vote.

Section 6. Action Without a Meeting. Any action which may be taken at a meeting of the Board of Directors or a committee of Directors may be taken without a meeting if a consent in writing, setting forth the

action so taken, shall be signed by a majority of the Directors, or by a majority of the members of a committee of Directors. Such consent shall be filed with the Secretary of the corporation and kept in the corporate minute book.

Section 7. Vacancies. In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, except in the case of a removal of a Director by the members, as hereinafter provided, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director or Directors whose place shall be vacant and until his successor shall be elected and qualified.

Section 8. Removal of Directors. The members may at any time for any cause (which cause shall be stated in writing and shall be presented to the President of the corporation) at any special meeting of the members duly called with proper notice at which a quorum is present, remove with a 75% majority vote, any or all members of the Board of Directors, and the successors of such Director or Directors so removed by the members shall be forthwith elected by the members, to hold office for the unexpired portion of the term of the Director or Directors so removed and until successors are elected and qualified.

Section 9. Additional Powers. In addition to the powers and authority by these By-Laws expressly conferred upon them, the Board of Directors, by majority vote, may exercise all such powers of the corporation and do all such lawful acts and things as are provided in the Declaration referred to hereinabove, the Articles of Incorporation of the Association, and by statutes of the State of Alabama, including promulgating such rules and regulations as to use of designated Common Areas.

Section 10. Chairman. The President of the Corporation shall serve as Chairman of the Board of Directors.

Section 11. Provide Annual Report. The Board of Directors through the President shall render an annual report at each annual meeting of the membership.

ARTICLE VII Privileges and Members

Section 1. Privileges. Every member in good standing shall have the full rights and privileges extended to said member of the corporation. No person who is not a member of the corporation or whose membership rights and privileges have been suspended or who has been dismissed as a member shall enjoy any of the privileges of a member, except as authorized in writing by the Board of Directors.

ARTICLE VIII Dues, Fines and Assessments

Section 1. Dues, Fines and Assessments. The Association Dues will be billed Quarterly with payment due in 30 days. As set out in the Declaration of Covenants, Assessments for the Common Expenses is authorized by the Board of Directors in Article X, Section 10.1. An Interest rate of 10% will be levied per annum in addition to all cost of collection, including reasonable attorney's fees, both trial and appellate and costs of court for nonpayment of dues, fines and assessments. Fines will be assessed for noncompliance to the terms set out in the Declaration and Covenants. The Board of Directors will assess the fines for each infraction and failure to correct the infraction. A letter will be sent to member notifying them of the infraction and allow 30 days to correct the noncompliance. If not corrected in 30 days a fine will be assessed and notice given to the

member of assessment of fine. A fine for first infraction will be assessed at a minimum of \$25.00. If fine is not paid within 30 days interest of 10% will start to accrue. The fine will increase by \$50.00 for each continued violation of same infraction. As noted in Declarations and Covenants a lien can be placed on the property and notification to the holder of the Mortgage will be sent if all charges are not cured within 60 days. Member will be lose rights and privileges until fine and interest are all paid in full.

ARTICLE IX

Suspension

Section 1. Suspension of Rights and Privileges for violations. If any member shall be in violation of any of the provisions under the Declaration of Covenants, Conditions and Restrictions referred to hereinabove, or the By-Laws or Rules and Regulations of the Association, the Board of Directors shall, at the discretion of a majority of the Board of Directors, work a total suspension of all rights and privileges of the said member until such a member shall be in compliance with the foregoing items.

Section 2. Suspension of Rights and Privileges for Non-Payment. If any membership dues, accounts, maintenance fees or assessments shall remain unpaid for a period of thirty (30) days subsequent to the time when each is due, such a non-payment shall, at the discretion of a majority of the Board of Directors, work a total suspension of all rights and privileges of the debtor member until such dues, accounts, or assessments are paid. During such suspension, the debtor member shall not enjoy the rights and privileges which belong to a member of the corporation. In addition to suspension of Rights and Privileges, interest on the unpaid dues, fees or assessments will start to accrue beginning on the 31st day that account is not paid in full. The interest rate will be 10%. The debtor member shall be notified of such suspension and its duration in writing, at his last known mailing address, by the President of the corporation. The suspended rights and privileges of such debtor member may be reinstated only in accordance with the provisions of Section 3 of this Article VII.

Section 3. Reinstatement of Rights and Privileges of Debtor Member. The Board of Directors may, in its sole discretion, reinstate the suspended rights and privileges of the delinquent member upon the payment of all outstanding dues and accounts owed to the corporation and penalty in the form of a reinstatement fee in amount set by the Directors.

ARTICLE X

Board of Directors

Section 1. Composition. The Association's Board of Directors shall be composed of the elected officers. The total number of directors to constitute the entire board shall be equal to, and not less than 5. As used in these Bylaws, "entire board" means the total number of directors which the Association would have if there were no vacancies.

Section 2. Powers. The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its rights as set forth in these Bylaws, the Declaration and the Articles provided that such rights and powers are not inconsistent with the provisions of state laws and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors have the power to:

- A. Manage, control and restrict the use of the Common Areas of the community and the conduct of the Association Members and their guests by adopting and publishing rules and regulations, and establishing a monetary penalty to enforce any lack of compliance.

- B. Suspend a Member's voting rights and the right to use of the Common Areas if a Member is in default of any assessment payment due and owing to the Association, or for lack of compliance with the Association's published rules and regulations;
- C. Exercise all powers and duties not reserved to the Membership and authorized by these Bylaws, Declaration of Articles of Incorporation.
- D. Create a vacancy of the office of a Member of the Board of Directors in the event of a Board Members 5 consecutive unexcused absences to the regular meetings of the Board of Directors; and
- E. Employ and supervise managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions.

Section 3. Duties. It shall be the Board of Director's responsibility to:

- A. Maintain a complete detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote;
- B. Supervise the Association's officers, employees, and volunteers to ensure proper and ethical performance of the assigned duties;
- C. As for fully provided in the Declaration, to:
 - 1. Impose the contractual maintenance and other assessments against each Lot
 - 2. Send written notice of each assessment to all Members of the Association
 - 3. Maintain adequate liability and hazard insurance on all property owned by the Association
 - 4. Indemnify a past or present director, officer of committee Member of the Association to the extent such indemnity is required of permitted by state law, the Articles, the Declaration or these Bylaws
 - 5. Cause the Common Areas to be maintained

Section 4. Compensation. No director or officer shall receive compensation for their services. However, by resolution of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5. Removal of Directors. Any or all of the directors may be removed for cause by vote of the Members or by action of the board. Directors may be removed without cause only by vote of the Members.

Section 6. Resignation. A director may resign at any time by giving written notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

ARTICLE XI

Officers of the Corporation

Section 1. Officers. The executive officers of the corporation shall be President, a Vice-President, a Treasurer, a Secretary and an Assistant Secretary. These executive officers shall be elected by the membership of The Association and such officers shall be the Board of Directors. Each officer, once elected shall continue in office with full power and authority of his office until his or her successor has been duly chosen and qualified.

Section 2. Powers and Duties of the President. The President shall have executive supervision over the activities of the corporation within the scope provided in these By-laws. The President shall preside at all meetings of the members and of the Board of Directors. The President shall keep the Board of Directors fully informed concerning the business of the corporation, and shall make such report of the affairs of the corporation as the Board of Directors may require. The President may sign and execute all authorized bonds, contracts, and in addition may execute and deliver membership certificates or other membership identification as provided by

the Board of Directors. Additional, the President shall do and perform such other duties as may, from time to time, be assigned by the Board of Directors.

Section 3. Powers and Duties of the Vice-President. Each Vice-President shall have such powers and shall perform such duties as may be delegated to him or them by the Board of Directors. The Vice-President shall assume and perform the duties and powers of the President in the event of absence, incapacity, or resignation of the President, and shall work in liaison with, or as appointed by, the President in the work of the corporation.

Section 4. Powers and Duties of the Secretary. The Secretary/Assistant Secretary shall keep the minutes of the meetings of the members and Board of Directors of the corporation, maintain a list of members, have charge of all books, documents, and papers of the corporation, shall send meeting notices, and shall do and perform such other duties as from time to time may be assigned to the Secretary by the Board of Directors. In the absence of the Secretary, the Assistant Secretary shall perform such functions.

Section 5. Powers and Duties of the Treasurer. The Treasurer shall be responsible for the safekeeping of the corporation's funds and for maintaining the financial records of the corporation. Monies of the corporation shall be paid out by numbered checks and shall be signed by the Treasurer of the corporation or the President, or such other person(s) as may be designated by the Board of Directors. The Treasurer shall keep the Board of Directors fully informed concerning the financial affairs of the corporation and shall make such reports or accounting as the President or Board of Directors may require. In addition, the Treasurer shall assist the corporation's accountant in preparing financial records and tax returns.

Section 6. Committees. The latest serving ex-President shall serve as chairperson of the nominating committee. Committee(s) which may be authorized by the covenants or the Board, including the person to serve as chairperson of such committee(s), shall be appointed by the President with approval by the Board.

ARTICLE XII

Assessments

Section 1. The purpose and method of collection of assessments and limitations thereon shall be as set forth in the Declaration of Covenants, Conditions and Restrictions referred to hereinabove as the same may be amended as therein provided. An annual operating budget shall be presented and approved at the annual meeting.

ARTICLE XIII

General Provisions

Section 1. Notes. All drafts, notes, contracts and other obligations of the corporation shall be signed by such person or persons as may be designated by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year, but the Board of Directors shall have the power to change such fiscal year by an appropriate resolution for the purposes of accounting, the filing of tax returns, tenure of office and other purposes, provided that such changes are permitted by the Internal Revenue Code of the United States of America, as amended.

Section 3. Amendments. The By-Laws of the corporation shall be subject to alteration, addition, amendment or repeal by a two-thirds (2/3) majority vote of the members of the corporation entitled to vote. Amendments to the By-Laws are to become effective on the date such amendment is adopted.

Section 4. Rules and Regulations. Directors/Officers of the Association will establish and publish Rules and Regulations of the Association.

ARTICLE XIV

Section 1. Hold Harmless. Directors/Officers of the Association shall be held harmless when acting in their official capacity and duties and Association shall insure them in its liability insurance policy.

SANDY CREEK FARMS PROPERTY
OWNERS ASSOCIATION, INC.

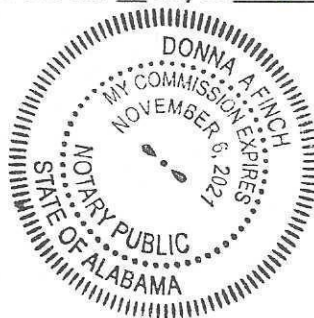

By Joy Stricklin
Its President
Made effective the 29th Day of August, 2020

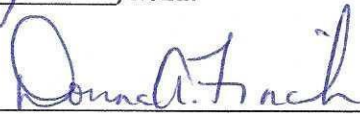
STATE OF ALABAMA

COUNTY OF BALDWIN

I, Donna A. Finch, a Notary Public in and for said County in said State, hereby certify that Joy Stricklin, whose name is signed to the foregoing instrument in her capacity as President of Sandy Creek Farms Property Owners Association, Inc. and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily by and as the act of the said corporation.

Given under my hand and seal this the 7th day of July, 2021.




Notary Public, Baldwin County, Alabama
My Commission Expires: 11/6/21