

BYLAWS
OF
DUNMORE RESIDENTIAL HOMEOWNERS' ASSOCIATION, INC.

ARTICLE ONE

INTRODUCTION

1.01. Definitions. Capitalized terms not defined herein shall have the same meaning assigned to them in the Declaration of Protective Covenants, Conditions, and Restrictions for Dunmore, A Residential Subdivision recorded in the Office of the Judge of Probate of Baldwin County, Alabama at Instrument Number 1164858, and any amendments thereto.

1.02. Purposes and Powers. The purposes and powers of the Association are as set forth in the Declaration, Articles, and such powers as are now or may be granted hereafter by law to further the management, maintenance, improvement, and construction upon any Property.

ARTICLE TWO

OFFICES AND AGENCY

2.01. Principal Office. The principal place of business and mailing address of the Association in the State of Alabama is 10064 Dunmore Drive, Daphne, Alabama 36526. In addition, the Association may maintain other offices either within or without the State of Alabama as its business requires.

2.02. Registered Office and Agent. The location of registered office and registered agent of the Association is: Jennifer Hinson, 10064 Dunmore Drive, Daphne, Alabama 36526. Such office will be continuously maintained in the State of Alabama for the life of this corporation. The Board of Directors may from time to time change the address of its registered office or registered agent by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE

MEMBERSHIP

3.01. Definition of Membership. The Members of the Association are those persons or entities having membership rights in accordance with the provisions of the Declaration, Articles, and these Bylaws.

3.02. Qualifications of Members. The corporation Members' qualifications are that Members must own a fee simple interest in a Lot within Dunmore, a residential subdivision.

3.03. Members' Dues and Assessments. Members shall be required to pay annual dues and such assessments as are levied in accord with the Declaration and Articles.

3.04. Collection and Lien for Dues/Assessments. The collection of dues and/or assessments shall be as set forth in the Declaration and Articles.

3.05. Place of Members' Meetings. Meetings of Members will be held at such convenient place as shall be designated by the Board.

3.06. Annual Members' Meetings. The Association shall call a meeting of the Membership at least annually as close to the anniversary date of the creation of the Association as is practicable and at a time to be set each year by the Board.

3.07. Special Members' Meetings. Special meetings of the Members may be called by any of the following:

- A. The Board;
- B. The President; or
- C. Members having at least twenty-five percent (25%) of the votes that all Members are entitled to cast at such meetings.

3.08. Notice of Members' Meetings. The Board shall cause notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which

the meeting is called, to be delivered not less than ten (10) nor more than fifty (50) days before the date of any Members' Meeting, either by United States mail or electronic mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each Member entitled to vote at the meeting. If sent by United States mail, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association, with postage thereon prepaid. If sent by electronic mail, the notice shall be deemed to be delivered upon electronic confirmation of delivery of said notice to the Member at his electronic mail address as it appears on the records of the Association.

3.09. Voting Rights of Members. Each Member will be entitled to vote on matters submitted to the membership as set forth in the Declaration, Articles, and these Bylaws.

3.10. Members' Proxy Voting. Any Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary at least twenty-four (24) hours prior to the meeting at which said proxy is to be utilized. Any such proxy shall remain valid until revoked or otherwise invalidated. Every proxy shall be revocable and shall automatically become invalid upon conveyance by the Member of his Lot.

3.11. Quorum of Members. The presence of at least twenty-five percent (25%) of the membership, in person or by proxy, at any meeting of the Association shall constitute a quorum for any action except as otherwise provided in the Declaration, Articles, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be ten percent (10%) of the membership.

3.12. Transferability of Membership. Membership may only be transferred upon conveyance of a fee simple interest to a Lot within Dunmore, a residential subdivision.

3.13. Termination of Membership. Membership will terminate at the time any person or entity no longer owns a fee simple interest in a Lot lying within Dunmore, a residential subdivision.

ARTICLE FOUR

DIRECTORS

4.01. Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the business and affairs of the Association subject to the law, the Articles, and these Bylaws.

4.02. Structure of Board. The Board of the Association will be composed of five (5) persons, which are currently as follows:

Place 1: Ryan Bunch.

Place 2: Jennifer Hinson.

Place 3: Tami Taylor.

Place 4: Larry Hipsh.

Place 5: Phil Boyles.

4.03. Qualifications of Directors. The qualifications for becoming and remaining a Director of this Association are as follows:

- A. Directors must be Members of the Association.
- B. Directors must be Members in good standing.
- C. Directors must be over the age of twenty-five (25) years.

4.04. Compensation of Directors. No Director shall receive compensation as such for any service that may be rendered to the Association. However, Directors may be reimbursed for actual expenses incurred in the performance of duties.

4.05. Terms of Directors. Directors will be elected for a term of three (3) years, except in the 2018 election year when place 4 shall be a one (1) year term and Place 2 and Place 5 shall be two (2) year terms so that future elections will be staggered between board members. Each Director will hold office

for the term for which elected and until a successor has been selected and qualified.

4.06. Removal of Directors. Any Director may be removed from office, with or without cause, by the affirmative vote of at least a simple majority of the Members present, in person or by proxy, at any meeting of the Members of the Association. In the event of removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.07. Vacancies on the Board. Resignation of a Director 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 on the Board due to the death or resignation of a Director shall be filled by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.08. Election of Directors.

A. The President of the Association shall name a nominating committee at least sixty (60) days prior to the annual meeting of the Association. The nominating committee shall consist of a chairman, who shall be a member of the Board, and two or more Members of the Association who are not presently serving as Directors. The nominating committee shall make nomination for election to fill any upcoming vacancies on the Board. The nominating committee shall make as many nominations for election of the Board as it shall determine in its discretion, but not less than the number of vacancies that are to be filled. Nominations may also be made from the floor at the annual meeting provided the nominee's consent is obtained in advance.

B. Election to the Board shall be by secret written ballot at the annual meeting. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled under the provisions of the Articles and these Bylaws. The persons receiving the largest number of votes shall be elected.

4.09. Directors' Meetings. Regular or special meetings of the Board will be held at such time and place as are determined by the Board in its discretion.

4.10. Notice of Special Directors' Meetings. Written or printed notice stating the place, day, and hour of any special meeting of the Board will be delivered to each Director not less than ten (10) nor more than fifty (50) calendar days before the date of the meeting, either by United States mail or electronic mail, by or at the direction of the President, or the Secretary, or the members of the Board calling the meeting, to each Director. If sent by United States mail, the notice shall 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 the Association, with postage thereon prepaid. If sent by electronic mail, the notice shall be deemed to be delivered upon electronic confirmation of delivery of said notice to the Director at his electronic mail address as it appears on the records of the Association.

4.10. Call of Special Board Meetings. A special meeting of the Board may be called by either:

A. The President.

B. Any 2 members of the Board.

4.11. Waiver of Notice. Attendance of a Director at any meeting of the Board will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

4.12. Quorum of Directors. A majority of the Board will constitute a quorum; provided that in no event shall a quorum consist of less than one-third of the Board. 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, unless a greater number is required under the provisions of the Declaration, Articles, or these Bylaws.

4.13. Action Taken Without A Meeting. The Directors have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE FIVE

OFFICERS

5.01. Roster of Officers. The officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer and such other officers and assistant officers as the Board shall from time to time determine.

5.02. Selection of Officers. Each of the officers shall be elected by and hold office at the pleasure of the Board at the first Board meeting following the annual meeting. Each officer will remain in office until a successor to such officer has been selected and qualified.

5.03. Powers and Duties of Officers. The officers of the Association shall have such powers and duties as may from time to time be determined by resolution of the Board.

5.04. Term. Each officer shall serve a term of (1) one year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve. Any officer may resign at any time by giving written notice to the Secretary. Such resignation shall take effect on the date of 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.

5.05. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer that he replaces.

5.06. Multiple Offices. The same person may hold the offices of the Secretary and Treasurer. No person shall simultaneously hold the offices of President and Secretary or Treasurer. Other offices may be held simultaneously from time to time as allowed by the Board.

5.07. Duties. The duties of the officers are as follows:

A. President: The President shall preside at all meetings of the Board; shall see that orders and resolutions of

the Board are carried out; shall sign all leases, deeds and other written instruments and shall co-sign all checks, except as may be otherwise approved by the Board.

B. Vice President: The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, shall be responsible for the oversight of all committees established by these Bylaws, and shall exercise and discharge such other duties as may be required of him by the Board.

C. Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the ASSOCIATION AND AFFIX IT ON ALL PAPERS REQUIRING SAID SEAL; SERVE REQUIRED NOTICE OF MEETINGS OF THE BOARD AND THE MEMBERS; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such duties as required by the Board.

D. Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall co-sign all checks; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and make available a copy of each to the members.

ARTICLE SIX

INFORMAL ACTION

6.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the law, the Articles, 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, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

6.02. Action by Consent. Any action required by law or under the Declaration, Articles or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board, may be taken without a meeting if a consent in writing,

setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.

ARTICLE SEVEN

OPERATIONS

7.01. Fiscal Year. The fiscal year of this corporation shall be January 1 through December 31.

7.02. Execution of Documents. Except as otherwise provided by law, checks, drafts, or orders for the payment of money shall be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Association shall be signed by the President, and shall have attached copies of the resolutions of the Board (certified by the Secretary) authorizing such execution.

7.03. Books and Records. The Association shall keep correct and complete books and records of account, and minutes of the proceedings of its Members, Board, and committees, if any. The corporation will keep at its registered office a membership roll giving the names, addresses and other details of the Members, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Association.

7.04. Inspection of Books and Records. All books and records of the Association may be inspected by any Member for any proper purpose at any reasonable time on written demand under oath stating such purpose. Copies will be made at reasonable cost to the requesting Member.

7.05. Nonprofit Operations - Compensation. The Association shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Association shall be distributed to its Members, Directors, or Officers. The Association may, however, reimburse expenses in a reasonable amount to Members, Officers, or Directors for expenses incurred on behalf of the Association.

7.06. Loans to Management. The Association shall make no loans to any of its Directors or Officers.

7.07 Policies. The Board shall have authority to establish policies for the reasonable conduct of the business and affairs of the Association, which policies shall be uniformly applied.

7.08. Committees. There shall be an Architectural Review Committee as set forth in Article Four of the Declaration, a nominating committee as set forth herein, and such other committees as the Board shall appoint from time to time as deemed appropriate in carrying out its purpose.

7.09. Indemnification. The Association shall indemnify any Director or Officer, or former Director or Officer, of the Association against expenses actually and reasonably incurred in connection with the defense of an action, suit, or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Association, except in relation to matters as to which the Director or Officer is determined in the action, suit, or proceeding to be liable for wanton conduct in the performance of duty. Additionally, the Association shall purchase and maintain insurance on behalf of any Person who is or was a Director or Officer of the Association against any liability asserted against and incurred by the Director or Officer in any capacity arising out of the Director's or Officer's status as such, whether or not the Company would have the power to indemnify the Director or Officer against that liability under this subsection.

ARTICLE EIGHT

MISCELLANEOUS

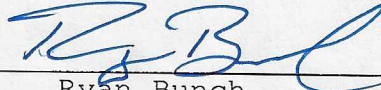
8.01. Conflicts. In the event of any conflict between the Declaration and the Articles, the terms of the Declaration shall prevail. In the event of any conflict in these Bylaws and the Declaration, the terms of the Declaration shall prevail. In the event of any conflict in these Bylaws and the Articles, the terms of the Articles shall prevail.

8.02 Usage. Whenever used herein the singular shall include the plural and the singular, and the use of any gender shall include all genders.

8.03. Modification of Bylaws. 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.

SIGNATURE AND CERTIFICATION

I certify that the foregoing are the true and correct Bylaws of DUNMORE RESIDENTIAL HOMEOWNERS' ASSOCIATION, INC., an Alabama non-profit corporation, which were duly adopted by resolution of the Board of Directors at a meeting held on the 11 day of DECEMBER, 2018.

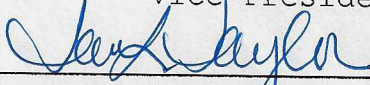


Ryan Bunch,
President

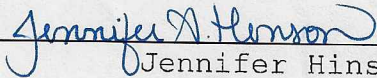
DIRECTORS APPROVING:



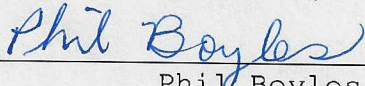
Larry Hipsh,
Vice President



Tami Taylor,
Treasurer



Jennifer Hinson,
Secretary



Phil Boyles,
Director At Large

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