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GREENVILLE, S.C.

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DONNIE S. TANKERSLEY
REC.

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BY-LAWS OF

THE FOXWOOD HOMEOWNERS ASSOCIATION, INC.

ARTICLE I. NAME AND LOCATION

The name of the corporation shall be the "Foxwood Homeowners Association, Inc." and shall be located in Greenville County, South Carolina.

ARTICLE II. CORPORATE PURPOSES

The purpose of said proposed Corporation is to conduct a community club to serve the Foxwood community to engage in any and all types of social and community activities, not for a profit and not prohibited by law which shall promote and foster better citizenship and civic pride among its members shall promote and foster the recreational, physical and social activities of its members and to engage in such activities as shall raise the standards of civic morality and community welfare through educational, recreational and social facilities among the residents of Foxwood Subdivision in Greenville County, South Carolina, including but not limited to the administration and performance of functions of such community organization as set forth in any recorded Declaration of Covenants and Restrictions applicable to any existing or future phase of Foxwood Subdivision.

ARTICLE III. CORPORATE SEAL

This Corporation shall have a corporate seal circular in design with the following words inscribed thereon: "Foxwood Homeowners Association, Inc., South Carolina, Corporate Seal".

ARTICLE IV. TAX EXEMPT STATUS

Notwithstanding the foregoing Corporation Purposes contained in Article II, this Corporation is organized for charitable, religious, educational and scientific purposes within the meaning of the Internal Revenue Code of 1954, Section 501 and including for such purposes the making of distributions to organizations that qualify for exempt organizations under Section 501 of Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees or officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporate Purposes hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not be subject to the provisions of the Internal Revenue Code of 1954, Section 501(c)(3) or the corresponding provisions of any future United States Internal Revenue Law.

the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from the Federal Income Tax under Section 501(c)3 of Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws) or (b) by a corporation contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE V. DISTRIBUTION OF ASSETS ON DISSOLUTION

Under the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of this Corporation, dispose of all of the assets of this Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Greenville County, South Carolina in which the principal office of this Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized exclusively for such purposes.

ARTICLE VI. CAPITALIZATION

The Corporation shall be a non-stock corporation and have no capitalization. No dividends or pecuniary profits of any kind or nature shall ever be declared or paid to the members hereof or to any officer, director or trustee of this Corporation.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. General Affairs.

The general affairs and business of this Corporation shall be governed by a Board of Directors consisting of five (5) members subject to the limitations contained in these By-Laws.

Section 2. Number of Directors.

At the organizational meeting of the membership of this Corporation the members shall elect from the membership for a term of office for one (1) year five (5) directors of this Corporation, three (3) of whom shall be the president, vice president and secretary treasurer of the Corporation. At each annual meeting of the membership of the Corporation thereafter the members shall elect or re-elect the Board of Directors whose term of office shall expire at each annual meeting of the membership.

Section 3. Absences.

When any director shall have three (3) consecutive unexcused absences from any meeting of the Board of Directors, or cease to be an active

Member in the Corporation, his term of office as a director shall automatically expire.

Section 4. Annual Meetings.

The annual meeting of the Board of Directors shall take place immediately following the annual meeting of the Members. Special meetings may be called by the President or any two Directors on five (5) days written notice. Personal attendance of any director at any meeting of the Board of Directors shall constitute waiver of notice.

Section 5. Vacancies.

Any vacancy occurring in the Board of Directors between annual meetings of the Members shall be filled by a majority of the then remaining directors in office.

Section 6. Quorum.

At all meetings of the Board of Directors, (except for the purposes of Section 5, above) a quorum shall consist of four (4) of any five (5) members of the Board, and a majority of such quorum present may decide any questions which may come before the meeting and which are within the authority of the directors.

ARTICLE VIII. POWERS OF DIRECTORS

Section 1. General Powers.

The general affairs and business of this Corporation shall be managed by its Board of Directors. The foregoing general grant of power to the Board of Directors shall not be deemed to be curtailed or restricted by any provisions of these By-Laws that declare the power or impose the duty of the Board of Directors in any specific matter, and the Board of Directors of this Corporation is hereby specifically authorized to exercise the following powers, duties and discretion, to-wit:

(A) To promulgate, amend, publish and enforce rules and regulations binding upon the Members, necessary or advisable in the management of the Corporation's affairs.

(B) To constitute, designate and appoint committees and define their powers and duties and to delegate authority thereto.

(C) To delegate authority to any officer or member of this Corporation from time to time.

(D) To establish, set, and collect the charge from the members. This assessment will have a maximum allowable yearly increase of 5%. The HOA year will be May 1st to May 1st with regard to assessment fees.

ARTICLE IX. OFFICERS

Section 1. Names.

The officers of this Corporation shall be a President, Vice President, Secretary-Treasurer who shall be elected annually by the membership of the annual meeting of the members to hold office until the next annual meeting of the membership. The office of Secretary-Treasurer may be held by the same person.

Section 2. President.

The President shall be the chief executive officer of the Corporation and, subject to control by the Board of Directors, shall, with the Secretary, execute all documents in the course of the business of the Corporation.

Section 3. Vice President.

The Vice President in the absence of the President shall perform the duties of the President.

Section 4. Secretary.

The Secretary shall keep the minutes of meetings of the Board of Directors and the Members and shall be custodian of the corporate seal and records of the Corporation. The Secretary, together with the President, shall execute all documents in the course of the business of the Corporation.

Section 5. Treasurer.

The Treasurer shall have custody of all funds and properties of the Corporation and shall keep regular books of account in accordance with accepted accounting practices. The Treasurer shall collect and disburse the funds of the Corporation in such manner as shall from time to time be authorized by the Board of Directors.

Section 6. Delegation of Duties.

The Board of Directors may delegate to any officer of this Corporation any of the duties hereinabove designated to be performed by any officer, either temporarily or permanently, as long as such powers and authorities shall not be inconsistent by these By-Laws.

Section 7.

Any vacancy occurring in any office of the Corporation between annual meeting of the Members shall be filled by the Board of Directors then remaining in office.

ARTICLE X. MEMBERS

Section 1. Geographical Limits.

Every person who is a record owner of a fee or undivided fee simple interest in any numbered lot in the residential area (as numbered lot

is defined in the Foxwood Declaration of Covenants and Restrictions) which is subject to said Covenants may be a member of Foxwood Homeowners Association, Inc., upon approval of the Board of Directors. Provided, however, that any person or entity who holds such an interest merely as security for the performance of an obligation shall not be a member. Membership in the Foxwood Homeowners Association shall be mandatory. Exception being Phase I residents before March 24, 1988. Any resident living in Phase I on or before this date has the option not to join but with the understanding their property will become mandatory upon resale. These residents lots will be recorded with the Foxwood Homeowners Association, Inc. records and will not be entitled to any privileges of the HOA.

Section 2. Number of Votes.

At all meetings of the Members, each Member shall be entitled to one vote provided, however, that where several Members may exist in one household or family unit by virtue of an undivided ownership, either as tenants in common or joint tenancy, then the entire combined membership certificates under said one household or family unit shall be entitled to be counted as only one vote, it being the intention hereof that each single family residential dwelling shall have one vote at all meetings of the membership.

Section 3. Appeal.

Any Member aggrieved by any fine, penalty or disciplinary action by the Board of Directors may appeal to the membership at a special meeting called for such purpose for a reversal of the action of the Board of Directors.

Section 4. Annual Meeting.

An annual meeting of the Members shall be held on the second Monday in January for each year at such time and place as shall be specified in the notice of the meeting. Special meetings of the Members may be called by notice given by the President, any two directors, or ten (10%) per cent of the Members.

Section 5. Quorum.

The presence of the owners of at least forty (40%) per cent of the Membership Certificates of this Corporation at any annual or special meeting of the membership shall constitute a quorum for the transaction of any business which may come before the membership. A majority of the above defined quorum present at any such meeting shall decide any matter which may come before the membership. Personal attendance at a meeting of the Members shall be deemed a waiver of written notice hereinabove required.

Section 6. Membership Certificates.

Each membership as herein defined shall entitle the holder thereof, the members of his family living in his home and all relatives within

a third degree of kinship living in his home to a membership card to use and exercise any facilities on or controlled by this Corporation and for all purposes whatsoever of this Corporation subject to such rules and regulations as may be from time to time promulgated by the Board of Directors.

Section 7. Membership Cards.

The Board of Directors may from time to time in such form as it may deem as desirable provide for certificates or cards evidencing membership in this Corporation.

ARTICLE XI. ACCIDENTS AND INJURIES

No Member, or guest of any Member of this Corporation, shall have any right, title, claim, interest or cause of action against this Corporation for accident or injury to persons or property connected with the use of or any property owned, maintained, supervised or controlled by this Corporation or brought upon or left on the Corporation's premises.

ARTICLE XII. TRANSFER OF MEMBERSHIP

Section 1. Direct Sales to Home Purchasers.

Any Member selling his home and moving from the community served by this Corporation shall be entitled to sell his Membership Certificate to the purchaser of his home without the necessity of transferring the same back to the Corporation as hereinabove provided, subject to condition, however, that the Board of Directors approve the purchaser of such Membership Certificate which approval shall not be withheld or delayed except for good and satisfactory reasons.

Section 2. Non-Payment of Assessments.

No membership shall be transferred or approved by this Corporation unless the owner of such Membership Certificate shall then be current with all charges authorized to be collected and assessed. And the purchaser of any residence in Foxwood for which past due and in default assessments for maintenance charges exist shall not be recognized as Members of this Corporation until such charges have been paid in full.

Section 3. Delinquent Dues.

In addition to the powers and authorities conferred for enforcement for maintenance charges upon this Corporation and its Board of Directors, the Board of Directors shall have the power to revoke the membership of any Member who shall be delinquent and in default in payment of his maintenance charges in the amount set and from time to time collectable by the Board of Directors.

ARTICLE XIII. SUSPENSION OF MEMBERSHIP

Section 1. Notice by Board of Directors.

The Board of Directors may suspend or revoke the Membership rights of any Member of his family to use the facilities of the Corporation

upon finding that any Member or his family has violated the By-Laws or rules and regulations of the Corporation or has abused the Corporation's property. Any Member against whom such action is taken under this Article shall be given at least five (5) days' advance notice of the proposed action and shall be provided an opportunity to be heard at a meeting of the Board of Directors. Any Member whose privileges have been revoked by the Board may file a written petition for a meeting of the Membership for the purposes of reviewing the action of the Board of Directors. The Petition shall require the signature of at least twenty (20) Members of the Corporation and the notice of the membership meeting shall include the fact that a petition has been filed for the purpose of holding such a meeting. If at the ensuing meeting of the Members, the Members shall reverse the action of the Board of Directors, the suspension or revocation shall be declared void.

ARTICLE XIV. MISCELLANEOUS

Section 1. Amendments.

These By-Laws may be amended by the Members at a meeting duly called for such purpose at which a quorum of the Members are present and only by a vote of two-thirds of such quorum then present.

Section 2. Bank Accounts.

All checks, drafts and orders for the payment of money issued in the name of the Corporation shall be signed by the President and the Treasurer. All funds of the Corporation shall be deposited in such banks as the Board of Directors may select and designate by resolution as the official depository of the Corporation.

Section 3. Fiscal Year.

The fiscal year of this Corporation shall be the calendar year.

Section 4. Notices.

Any notice of any meeting required to be given to any Director and/or Member may be waived in writing by the signature of the party to receive such notice, either before or after the meeting, which waiver need not specify the business transacted at the meeting or the purpose thereof.

Section 5. Discipline of Minors.

Anything in these By-Laws to the contrary notwithstanding, the Board of Directors may suspend, or may delegate to an appropriate committee or person, the power to suspend, for periods not exceeding one week, any person under 21 years of age found violating the regulations of this Corporation. Should the occasion warrant, such suspension may be made immediately and without hearing; provided, however, that if such suspension is made without hearing, then it shall be the obligation of the person making the suspension to contact the parent or person accused of the offense and provide them with an opportunity to have a hearing before the Board of Directors in behalf of the minor child involved. *month*

Section 6. Informal Action by Members.

Any action required by law to be taken at a meeting of Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action taken is signed by the Members entitled to vote with respect to the subject matter thereof.

Section 7. Proxies.

At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member or his duly authorized attorney in fact. No proxy shall be valid after nine (9) months from the date of its execution unless otherwise provided in the proxy.

Section 8. Voting by Mail.

Where directors and officers are to be elected by Members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 9. Sale of Membership Outside Subdivision.

The developer reserves the right to sell memberships outside the community if less than seventy-five (75%) per cent of the households in Foxwood join the Association.

Section 10. Transfer of Control.

Once sixty (60) lots in the subdivision are sold the developer may transfer control to the Homeowners and once eighty-five (85) lots are sold the developer must transfer control and can no longer control the Association and shall be entitled to only one (1) vote until all lots are sold.

Section 11. Effect of Nonpayment of Assessments: Remedies of the Association.

Any annual or special assessment not paid within thirty (30) days after the due date shall bear interest from the due date at an annual rate of two percent (2%) above the prime interest rate established by major banks operating in Greenville County, South Carolina. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien created herein against the property in the same manner as prescribed by the laws of the State of South Carolina for the foreclosures of mortgages, and interest, costs and reasonable attorney's fees for representation of the Association in such action or foreclosure shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by abandonment of the lot nor shall damage to or destruction of any improvements on any lot by fire or other casualty result in any abatement or diminution of the assessments provided for herein.

Section 12. Subordination of the Lien to Mortgages.

The liens provided for herein on any lot shall be subordinated to the lien of any first mortgage or deed of trust on such lot. Sale or transfer of any lot shall not affect the assessment lien or liens provided for in the preceding section.

FOXWOOD HOMEOWNERS ASSOCIATION, INC. (SEAL)

BY: [Signature]
President

[Signature]
Secretary

IN THE PRESENCE OF:

Maudie M. McKenney
Katherine H. Hathcock

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

PROBATE

PERSONALLY appeared the undersigned witness who being first duly sworn states that (s)he saw the within named Officers of Foxwood Homeowners Association, Inc., sign, seal and as their act and deed, deliver the within written BY-LAWS and that (s)he with the other witness subscribed above, witnessed the execution thereof.

Maudie M. McKenney

SWORN to before me this
19 day of Sept., 1988.

Wilton C. Brooks, Jr. (SEAL)
Notary Public for South Carolina
My Commission Expires: Oct 5, 1997

FILED FOR RECORD IN GREENVILLE
COUNTY SC RMC OFFICE AT 12:23 PM
08/09/94 RECORDED IN DEED
BOOK 1575 PAGE 0868
DNC # 94054600

Donnie Tarkenton

54600

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)
AMENDMENT TO BY-LAWS
OF
FOXWOOD HOMEOWNERS ASSOCIATION, INC.

PURSUANT TO THE CONSENT OF AT LEAST TWO-THIRDS OF THE VOTING MEMBERS OF THE FOXWOOD HOMEOWNERS ASSOCIATION, INC., the Board of Directors of Homeowners Association at a meeting held on Thursday, April 21, 1988, be and are hereby authorized to modify or amend the below described sections of the By-Laws recorded at RMC Book 1575, Page 868, and have the same recorded in the RMC Office for Greenville County:

Article VII. BOARD OF DIRECTORS

Section 1. General Affairs.

The general affairs and business of this Corporation shall be governed by a Board of Directors consisting of nine (9) members subject to the limitations contained in these By-Laws.

Section 2. Number of Directors.

At the organizational meeting of the membership of the Corporation the members shall elect from the membership for a term of office for two (2) years nine (9) Directors of this Corporation. Three (3) of whom shall be President, Vice President, Secretary-Treasurer of the corporation to be elected annually. Also, at each annual meeting of the membership of the corporation thereafter, the members shall elect or re-elect any Director whose term of office has expired.

Section 6. Quorum.

At all meetings of the Board of Directors, (except for the purposes of Section 5, above) a quorum shall consist of eight (8) of any nine (9) members of the Board, and a majority of such quorum present may decide any questions which may come before the meeting and which are within the authority of the directors.

Article X. MEMBERS

Section 4. Annual Meeting.

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An annual meeting of the Members shall be held on the first Monday in March of each year at such time and place as shall be specified in the notice of the meeting. Special meetings of the Members may be called by notice given by the President, any two directors, or ten (10%) per cent of the Members.

Article XIV. MISCELLANEOUS

Section 9. Sale of Membership Outside Subdivision.

OMITTED ON PURPOSE

All other provisions of the By-Laws of the Foxwood Homeowners Association, Inc., not hereinabove amended, modified and/or deleted, shall remain in full force and effect and binding upon all parties described herein. See original By-Laws of the Foxwood Homeowners Association, Inc., in Deed Book 1575 at Page 868 in the RMC Office of Greenville County, South Carolina.

WITNESSED our hands and seals this 20th day of October, 1994.

WITNESSES:

Rickey Jackson
Peggy B. Payne

FOXWOOD HOMEOWNERS ASSOCIATION, INC.

Laura T. Edenfeld
Its PRESIDENT

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

PROBATE

PERSONALLY appeared the undersigned witness and made oath that (s)he saw the within named PRESIDENT OF FOXWOOD HOMEOWNERS ASSOCIATION, INC. sign, seal and as his act(s) and deed(s), deliver the within written AMENDMENT TO BY-LAWS OF FOXWOOD HOMEOWNERS ASSOCIATION, INC., and that (s)he, with the other witness subscribed above, witnessed the execution thereof.

Rickey Jackson

SWORN to before me this 20th day of October, 1994.

Peggy B. Payne (SEAL)

NOTARY PUBLIC FOR SOUTH CAROLINA
My Commission Expires: 11/03/98

BOOK 1586 PAGE 465

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)
AMENDMENT TO BY-LAWS
OF
FOXWOOD HOMEOWNERS ASSOCIATION, INC.

Article VII. BOARD OF DIRECTORS

The general affairs and business of this Corporation shall be governed by a Board of Directors consisting of seven (7) members subject to the limitations contained in these By-Laws.

At the organizational meeting of the membership of the Corporation the members shall elect from the membership for a term of office for two (2) years seven (7) Directors of this Corporation. Three (3) of whom shall be President, Vice President, Secretary-Treasurer of the corporation to be elected annually. Also, at each annual meeting of the membership of the corporation thereafter, the members shall elect or re-elect any Director whose term of office has expired.

At all meetings of the Board of Directors, (except for the purposes of Section 5, above) a quorum shall consist of five (5) of any seven (7) members of the Board, and a majority of such quorum present may decide any questions which may come before the meeting and which are within the authority of the directors.

All other provisions of the By-Laws of the Foxwood Homeowners Association, Inc., not hereinabove amended, modified and/or deleted, shall remain in full force and effect and binding upon all parties described herein. See original By-Laws of Foxwood Homeowners Association, Inc., in Deed Book 1575 at Page 868 in the RMC Office Greenville County, South Carolina.

WITNESSED our hands and seals this 20th day of October, 1994.

WITNESSES:
Ricky E. Jackson
Peggy B. Payne

FOXWOOD HOMEOWNERS ASSOCIATION, INC.
Laura V. Edenfield
 Its PRESIDENT

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE) PROBATE

PERSONALLY appeared the undersigned witness and made oath that (s)he saw the within named PRESIDENT OF FOXWOOD HOMEOWNERS ASSOCIATION, INC. sign, seal and as his act(s) and deed(s), deliver the within written AMENDMENT TO BY-LAWS OF FOXWOOD HOMEOWNERS ASSOCIATION, INC., and that (s)he, with the other witness subscribed above, witnessed the execution thereof.

Ricky E. Jackson

SWORN to before me this 20th day of October, 1994.

Peggy B. Payne (SEAL)
 NOTARY PUBLIC FOR SOUTH CAROLINA
 My Commission Expires: 11/13/98

FILED FOR RECORD IN GREENVILLE
 COUNTY SC RMC OFFICE AT 10:15 AM
 10/21/94 RECORDED IN DEED
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Donna T. [Signature]

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STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)
DORRIS S. TANNER
AMENDMENT TO BY-LAWS
OF
FOXWOOD HOMEOWNERS ASSOCIATION, INC.

PURSUANT TO THE CONSENT OF AT LEAST TWO-THIRDS OF THE VOTING MEMBERS OF THE FOXWOOD HOMEOWNERS ASSOCIATION, INC., the Board of Directors of Homeowners Association at the Annual Meeting held on Monday, March 7, 1994, be and are hereby authorized to modify or amend the below described sections of the By-Laws recorded at RMC Book 1575, Page 868, and have the same recorded in the RMC Office for Greenville County:

Article VII. BOARD OF DIRECTORS

Section 2. Number of Directors.

At the organizational meeting of the membership of this Corporation the members shall elect from the membership for a term of office for two (2) years, seven (7) Directors of this Corporation. Four (4) of whom shall be President, Vice President, Secretary and Treasurer of the Corporation to be elected annually. At each annual meeting of the membership of the Corporation thereafter, the members shall elect or re-elect any Director whose term of office shall expire at each annual meeting of the membership.

Article IX. OFFICES

Section 1. Names.

The officers of this Corporation shall be President, Vice President, Secretary and Treasurer who shall be elected annually by the membership of the annual meeting of the members to hold office until the next annual meeting of the membership.

All other provisions of the By-Laws of the Foxwood Homeowners Association, Inc., not hereinabove amended, modified,
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and/or deleted, shall remain in full force and effect and binding upon all parties described herein. See the original By-Laws of Foxwood Homeowners Association, Inc, in Deed Book 1575, at Page 868 in the RMC office of Greenville County, South Carolina.

WITNESSED our hands and seals this 20th day of October, 1994.

WITNESSES:

Ricky E. Jackson
Peggy D. Payne

FOXWOOD HOMEOWNERS ASSOCIATION, INC

Laura V. Edenfield
its PRESIDENT

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

PROBATE

PERSONALLY appeared the undersigned witness and made oath that (s)he saw the within named PRESIDENT OF FOXWOOD HOMEOWNERS ASSOCIATION, INC. sign, seal and as his act(s) and deed(s), deliver the within written AMENDMENT TO BY-LAWS OF FOXWOOD HOMEOWNERS ASSOCIATION, INC., and that (s)he, with the other witness subscribed above, witnessed the execution thereof.

Ricky E. Jackson

SWORN to before me this 20th day of October, 1994.

Peggy B. Payne (SEAL)
NOTARY PUBLIC FOR SOUTH CAROLINA
My Commission Expires: 11/03/98

FILED FOR RECORD IN GREENVILLE
COUNTY SC RMC OFFICE AT 10:15 AM
10/21/94 RECORDED IN DEED
BOOK 1586 PAGE 0463
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Dominic T. Persley

STATE OF SOUTH CAROLINA) AMENDMENT TO BY-LAWS
)
 COUNTY OF GREENVILLE) OF
) FOXWOOD HOMEOWNERS ASSOCIATION, INC.

PURSUANT TO THE CONSENT OF AT LEAST TWO-THIRDS OF THE VOTING MEMBERS OF THE FOXWOOD HOMEOWNERS ASSOCIATION, INC., the Board of Directors of Homeowners Association at the Annual Meeting held on Monday, March 6, 1995, be and are hereby authorized to modify or amend the below described sections of the By-Laws recorded at RMC Book 1586, Pages 467, and have the same recorded in the RMC Office for Greenville County:

Article X, Section 4 is deleted in its entirety and replaced as follows:

Article X. MEMBERS

Section 4. Annual Meeting.

An annual meeting of the Members shall be held on the first Monday in February for each year at such time and place as shall be specified in the notice of the meeting. Special meetings of the members may be called by notice given by the President, any two directors, or ten (10%) percent of the members.

All other provisions of the By-Laws of the Foxwood Homeowners Association, Inc., not hereinabove amended, modified and/or deleted, shall remain in full force and effect and binding upon all parties described herein. See the original By-Laws of Foxwood Homeowners Association, Inc, in Deed Book 1575 at Page 808 in the RMC office of Greenville County, South Carolina.

WITNESSED our hands and seals this 29th day of November, 1995.

FOXWOOD HOMEOWNERS ASSOCIATION, INC.

Kerry A. Thurman
 ITS PRESIDENT

REC FEE 10.00
 11-29-95 9:45AM

WITNESSES:

BOOK 1628 PAGE 1279

Paul H. Lehman

Monika Brantner

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

PROBATE

PERSONALLY appeared the undersigned witness and made oath that (s)he saw the within named PRESIDENT OF FOXWOOD HOMEOWNERS ASSOCIATION, INC. sign, seal and as his act(s) and deed(s), deliver the within written AMENDMENT TO BY-LAWS OF FOXWOOD HOMEOWNERS ASSOCIATION, INC., and that (s)he, with the other witness subscribed above, witnessed the execution thereof.

Paul H. Lehman

SWORN to before me this
29th day of November, 1995.

Monika Brantner (SEAL)
NOTARY PUBLIC FOR SOUTH CAROLINA

My Commission Expires: 12-30-97

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FILED FOR RECORD IN GREENVILLE
COUNTY SC RMC OFFICE AT 09:58 AM
11/29/95 RECORDED IN DEED
BOOK 1628 PAGE 1278
DOC # 95073560

Dominic S. Tankersley