

BY-LAWS OF
THE SETTLEMENT ON WILMINGTON OWNERS' ASSOCIATION, INC.

ARTICLE ONE
Offices

1.1 The address of the Registered Office of the Corporation is 5801 Abercorn Street, Savannah, Georgia 31405, and the name of the Registered Agent at this address is Jerome S. Konter.

1.2 Other Place of Business. Branch or subordinate offices or places of business may be established at any time by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE TWO
Directors

2.1 Subject to these By-Laws, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Directors, which shall have and may execute all of the powers that may be exercised or performed by the Corporation.

2.2 The Board of Directors shall initially consist of two (2) members who shall be selected by Konter Homes, Inc. and Konter Development Company, Inc. (Declarant under the Restrictive Covenants) and serve for a term of one year and until their successors are elected. At such time as Declarant relinquishes its right to name the members of the Board of Directors, the existing Board members will resign and the Association will assume the responsibility to select the Board of Directors. The number of Directors shall then be expanded to five (5). The Directors will be elected at a meeting of the Membership. A majority of said

Directors shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting.

2.3 The Directors may fill the place of any director which may become vacant prior to the expiration of his term, such appointment by the Directors to continue until the expiration of the term of the Director whose place has become vacant.

2.4 The Directors shall meet annually. Special meetings of the Directors may be called at any time by the President or by any two Directors, on two (2) days notice. Notice of any such meeting may be waived by instrument in writing. Attendance in person at such meeting shall constitute a waiver of notice thereof. The signature of any Director approving the minutes of any meeting of the Board of Directors, entered thereon, shall be effective to the same extent as if such Director had been present at such meeting. Any meeting of the Board of Directors may be held within or without the State of Georgia at such place as may be determined by the person or persons calling the meeting.

2.5 Any action to be taken at a Meeting of the Directors, or any action that may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

ARTICLE THREE Waiver

3.1 Any notice required by these By-Laws, the Certificate of Incorporation or the law of the State of Georgia may