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**BY-LAWS
OF
PARADISE VALLEY CAMPGROUND OWNERS ASSOCIATION, INC.**

**ARTICLE ONE
GENERAL ORGANIZATION**

1.1 The name of the corporation is Paradise Valley Campground Owners Association, Inc.

1.2 The address of the registered office of the corporation and the name of the registered agent at this address shall be as from time to time designated or determined by the Board of Directors.

1.3 The purposes for which the corporation is organized are to carry out any activities customarily carried out by property owners associations, and to engage in any other act or activity permitted by the Code of Georgia, Title 14, Corporations, Partnerships and Associations, Chapter 3, Nonprofit Corporations.

1.4 Roberts Rules of Order, as amended, shall govern any and all meetings of the corporation.

1.5 The fiscal year of the association shall be May 1st to April 30th of each year .

**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 exercise all of the powers that may be exercised or performed by corporations.

2.2 The Board of Directors shall be elected at the annual meeting by the Membership. A director shall be an owner in good standing at PVCOA, Inc. The Board of Directors shall consist of at least seven (7) but not more than nine (9) directors. However, that the terms of initial directors, chosen by, vote totals, with the four (4) directors receiving the most votes having two (2) year terms, the three (3) directors receiving the next highest votes having one (1) year terms. For all succeeding elections the directors term on the Board of Directors shall be two (2) years in order for the terms of the directors to be staggered in such a way that approximately one-half (1/2) of the directors terms shall expire each year .

a) The President, Vice-President, Secretary and Treasurer of the corporation shall be members of the Board of Directors while serving in such capacities, with the President serving as the Chairman of the Board of Directors and the Secretary serving as Secretary of the Board or Directors. Secretary and Treasure offices may be combined.

b) A five (5) member majority of the directors shall constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of all of the Board.

c) A Director (s) may be removed from the Board of Directors only by the affirmative vote (in person, proxy or absentee ballot) of members representing a majority of the total voting power of the membership.

2.3 The Board of Directors shall fill the place of any director, which may become vacant prior to the expiration of the directors term as follows:

a) Successively seek and appoint the candidate having the next higher vote total in the previous

election, or if none are available or willing to serve, appoint any member by majority vote of the Board of Directors; and

b) In the former case, the appointment will continue until the expiration of the term of the director whose place has become vacant. In the latter case, the appointment will expire and an election will be held at the next annual meeting to complete the remainder of the term of the original director .

ARTICLE THREE OFFICERS

3.1 The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The same officer may hold the office of Secretary and Treasurer. The officers shall be members of the board of directors and shall be elected at an annual meeting of the directors and shall serve for a term of one (1) year and until their successors are elected. The officers shall continue to serve on the Board of Directors of the corporation while serving in the capacity of officers. Assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be appointed in a manner prescribed by the Board. The Board of Directors, by majority vote at any annual or special meeting, may fill the place of any officer which may become vacant prior to the expiration of his term, with such appointee to be a current member of the board of directors and who shall serve in such appointed capacity until the expiration of the term of the officer whose place has become vacant.

3.2 The President shall be the chief executive officer of the corporation and shall have general and active management of the operation of the corporation. He shall be responsible for the administration of the corporation, including general and active management of the financial affairs of the corporation, and shall execute such documents as may be authorized by the Board of Directors. The President shall borrow money on behalf of the corporation only pursuant to specific authority from the Board of Directors. The President shall have the authority to institute or defend legal proceedings when the directors are deadlocked.

3.3 The Vice-President shall assist the President and shall perform the duties of the President during any temporary absence of the President.

3.4 The Secretary shall keep minutes of all meetings of the members and directors and have charge of the minute books and seal of the corporation and shall affix it to any instrument requiring it, when directed by the Board of Directors. The Secretary shall perform such other duties and have such other powers as may from time to time be delegated to The Secretary by the President or the Board of Directors.

3.5 The Treasurer shall be charged with the management of the financial affairs of the corporation and shall have the power to recommend action concerning the corporation's financial affairs to the President or the Board of Directors.

3.6 The Treasurer shall cause an annual budget and assessment to be prepared and made available to all members at a central location on the properties not less than thirty (30) days prior to the annual meeting.

3.7 Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may temporarily (but for no more than seven [7] days) delegate the powers and duties of an officer, acting in his or her capacity as an officer, to any other officer or officers or to any director or directors.

ARTICLE FOUR MEMBERS AND MEETINGS

4.1 Membership shall be those persons who own one or more lots in the development which is known as "Paradise Valley Campground" and which is or becomes subject to those certain Declaration of Covenants, Conditions and Restrictions for Paradise Valley Campground dated April 10, 1992, and recorded at Deed Book 340, Pages 571-583, White County, Georgia Deed Records, as heretofore and hereafter amended (the "Restrictive Covenants, Conditions and Restrictions")

4.2 The annual membership meetings of the corporation shall be held annually on the Saturday before Memorial Day at the "Pavilion" of Paradise Valley Campground, 1000 Paradise Valley Road, Cleveland, GA. at ten (10) am, or at such place and time as shall be designated by The Board of Directors and so stated in the notice of the meeting. The Secretary shall cause notice to be mailed to every member at his address as maintained by the Secretary of the Corporation, at least thirty (30) days prior to the date of such meeting.

a) Address corrections or changes shall be the sole responsibility of the member, in writing, to the Secretary of the Board of Directors.

4.3 At any meeting where voting occurs, each member in good standing shall have one (1) vote for each whole lot owned at the time of the vote (in person, by proxy or absentee ballot), except as may be provided otherwise by the Restrictive Covenants.

4.4 The Board of Directors shall meet annually on the Saturday before Memorial Day. The Board of Directors shall also meet the 2nd Saturday of the following months: April, May, July, August, September, and October.

4.5 Any action to be taken at a meeting of the directors, may be taken without notice and without a meeting during the months of November, December, January, February, March, and June and if a consent in writing, setting forth the action so taken, shall be signed by a Quorum of the directors.

4.6 Regular meetings of the Board of Directors may be held without notice of the date, time, place and purpose of the meeting and if a consent in writing, setting forth the action so taken, shall be signed by a Quorum of the directors.

4.7 The Board of Directors may call special meetings of the members when deemed in the best interest of the corporation. Notices of special meetings shall be mailed to all members at their addresses, as maintained by the Secretary, at least twenty- one (21) days before the date scheduled for such special meeting. Such notice shall state the reasons why such meeting has been called and the business to be transacted at such meeting, but nothing in this Article shall be deemed to limit the actions that can be proposed or taken at such meeting.

4.8 The Board of Directors must call a special meeting of the membership within thirty (30) days, with twenty one (21) days notice, of the receipt of a petition signed by no less than 20% of the lot owners of the Paradise Valley Campground described above.

4.9 Meetings necessary to deal with catastrophic situations (tornado, flood, and fire, similar situations and emergencies that may arise) may be convened without notice as soon as a quorum can be assembled, and actions taken at any such meeting shall be binding upon the corporation. The Board of Directors must meet in White County, Georgia, unless approved by a majority of the Board of Directors or made necessary to meet elsewhere due to actions of nature or a governmental authority. Annual meetings must closely correspond with annual membership meeting. The minutes of all Board of Directors meetings will be posted on the campground bulletin board within ten (10) days of each meeting.

5.0 A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting, other than by announcement at the meeting, at which the adjournment is taken, shall not be necessary. At the adjourned meeting at which a quorum is present. any business may be transacted which could have been transacted at the meeting originally called.

ARTICLE FIVE

SEAL

The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, a blank seal with the corporation's name printed therein, or the signature of the company followed by the word "SEAL" enclosed in parentheses or scroll shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by him/her on such papers as may be directed by law, by these by-laws by the Board of Directors.

ARTICLE SIX AMENDMENT

These by-laws may be amended only by the affirmative vote (in person, by proxy or absentee ballot) of members representing two-thirds (2/3) or more of *the* total voting power of the members in good standing.

ARTICLE SEVEN MISCELLANEOUS

7.1 Indemnifications and Protection from Suit.

a) The corporation shall indemnify the corporation's directors, officers, employees and agents for reasonable expenses incurred in connection with any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative and whether formal or informal, to which he is, was, or is threatened to be a party as direct result of his capacity as a director, officer, employee or agent of the corporation, to the fullest extent allowed by law, including those provisions round at O.C.G.A. Law may require 14-3-850 et seq., which provisions are hereby incorporated herein by this reference, upon the taking of such actions or the making of such determinations as may be required by law. This Article 7.1 is intended to require, to the extent possible, indemnification rights to which such person may be entitled by law or otherwise.

b) At no time shall any officer or any member of the board of directors (in such or in any other capacity) institute or authorize a lawsuit by or on behalf of the corporation against one (1) or more officers or members of the board of directors, except by unanimous vote of all other members of the board of directors, and in such event only by a majority vote of the entire board of directors.

7.2 Notices: Waivers of notice. Except as otherwise specifically provided in these by-laws, whenever under the provisions of these by-laws notice is required to be given to any member, director or officer, it shall not be construed to mean personal notice, but such notice may be given either by personal notice or by radio, cable, or telegraph, or by mail by depositing the same in the post office or letter box in a postage paid sealed wrapper, addressed to such member, officer or director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus sent or mailed. When any notice whatever is required to be given by law, by the articles of incorporation or by these by-laws, a waiver thereof by the person or persons entitled to said notice given before after the time stated therein, in writing, which shall include a waiver given by telegraph, radio or cable, shall be deemed equivalent thereto.

7.3 Signing of Checks and Notes: Checks, notes drafts, and demands for money shall be signed by such officers, agents and/or employees as may from time to time be authorized and designated by the Board of Directors; provided, however, that no officer, agent employee or member of the Board of Directors shall spend, commit to spend, borrow or commit to borrow for any single purpose an amount in excess of Five Thousand Dollars (\$5,000.00) for emergency expenditures unless such exception is approved by the membership. The financial dealings of the corporation shall be duly recorded and periodically audited as determined by the Board of Directors.

a) All checks shall require a minimum of two signatures. The Board of Directors shall designate any and all signers.

7.4 Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the President under seal of the corporation affixed and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure to their execution or unless the Board of Directors shall ratify any other procedure, which may have been used in a particular situation.

7.5 Proxies. A member entitled to vote may vote on matters brought before a meeting of the membership in person or by proxy executed in writing by the person or his attorney-in-fact (NO PROXY SHALL BE VALID AT A BOARD MEETING). A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer

period is expressly stated in it.

7.6 Campground Management. The Board of Directors shall have the responsibility to engage a Property Manager. The property Manager (s) shall have had no affiliation with Paradise Valley Campground either past or present.

7.7 Conformity of Bv-Laws with Restrictive Covenants and Applicable Law. Any provision contained in these by-laws which conflicts with any provision of the Restrictive Covenants or with any applicable law shall yield to the Restrictive Covenants and applicable law, which shall control over and be applied in lieu of the conflicting provision contained herein. The rights and duties of the board of directors, members and corporation shall include those rights and duties described in the Restrictive Covenants. The board of directors, members and corporation shall act in conformity with the Restrictive Covenants at all times.

ARTICLE EIGHT COMMITTEES

8.1 The President may appoint, from among the Board of Directors or other members, one or more committees and the Chairmen of those other committees. Such committees shall advise the Board of Directors with respect to the subject for which they were appointed, but shall have no authority to act on behalf of the Board of Directors or the corporation except as designated in writing and signed all Board or Directors members. Nothing contained herein shall be deemed to prevent the Board of Directors from taking any lawful action without the recommendation or consideration of such action by any such committee.

8.2 Standing Committees shall be:

- a) Finance Committee
- b) Architectural and Site Improvement Committee
- c) Pool and Grounds Committee
- d) Rules Committee

8.3 The Board of Directors shall ratify Committee members and their guidelines for meetings and business.

8.4 A majority of the members of any committee shall constitute a quorum for the transaction of business by that committee. If a quorum is present the acts of a majority of the committee members in attendance shall be the acts of all the committee.

The above and foregoing Bylaws were duly adopted

13th Day of October 2001.

Paradise Valley Campground Owners Association, Inc.
(Seal)
A Georgia Not for Profit Corporation

By: Signed
Elizabeth Carter, Secretary

Attest: Signed
William H. Fort, President