

BYLAWS

BIENVILLE PLACE OWNERS ASSOCIATION, INC. A COVENANT CONTROLLED COMMUNITY

Article I - Name

The name of this association shall be the Bienville Place Owners Association, Inc.

Article II - Purpose

The purpose of this association shall be to promote the interests of the residents and property owners in the Bienville Place Subdivision, Ocean Springs, Jackson County, Mississippi.

Article III - Members

All persons who own real estate in Bienville Place Subdivision (*Phase I, II, III, and IV*) are members in the Association. Memberships are on a per lot basis and will consist of individual voting memberships for each lot (one lot, one vote). Residents (renters) may be non-voting members and enjoy all other rights and privileges of the association. Votes may be sent by proxy. Proxies must be in writing, signed by the member giving the proxy, and received by the Secretary not less than three days prior to the meeting.

Article IV - Meetings

Section 1. Meetings for the general membership will be held at least annually unless more are ordered by the Association or by the Board of Directors.

Section 2. The annual meeting of the members shall be held in the fourth quarter of each calendar year at such time and place as the directors shall determine and shall be for the purpose of electing the Board of Directors and Architectural Review Board (ARB) members, establishing the annual budget, receiving reports of committees, and for any other business that may arise. The Board of Directors shall give notice of all Association meetings, in writing, to all owners residing in Bienville Place and will attempt to notify all others. Special meetings shall be held at such time and place as the directors shall determine and shall be called upon the written request of ten members of the Association.

Section 3. A quorum at any meeting of members, whether annual or special, shall consist of the presence at such meeting, in person or by proxy, of members entitled to cast twenty percent (20%) of the votes of voting members, one of whom must be a director of the Association.

Section 4. Each lot owner shall be entitled to one vote. Joint ownership constitutes only one vote. No lot

owner in arrears to the Association shall be entitled to vote.

Article V - Non-Stock, Non-Profit

This association shall be a non-profit corporation organization chartered under the laws of the State of Mississippi and such laws together with the purposes of the corporation as stated in the charter shall govern the Association with reference to the prohibition of issuance of corporate stock, the prohibition against division of profits and the non-liability of members for corporate obligations.

Article VI - Annual Budget and Dues

Section 1. The Board of Directors shall establish the annual budget and dues assessment for the following year subject to the approval of the general membership at the annual meeting. The Board of Directors may propose an amended budget for approval during a special meeting.

Section 2. The annual dues will be per lot and shall be payable in advance and are due on or before 31 January of the dues year. Payment of dues will be prorated for six months or less to one half of the annual dues assessment, due within 30 days of closing.

Section 3. All documents, correspondence, and notices relating to the charges shall be mailed to the address that appears on the books of the association, or as modified in writing by a lot owner.

Section 4. Non-receipt of a bill shall in no way relieve the owner of the obligation to pay the amount due by the due date.

Section 5. A delinquent account more than thirty (30) days late will be assessed a ten dollar (\$10) late charge.

Section 6. If an account is more than sixty (60) days late, the owner will be sent a "Ten Day Notice of Lien." If the amount that is delinquent plus late charges is not received in the 10-day notice period, a lien in favor of the Association may be filed against the delinquent owner. Such lien will include interest at 10 percent per annum, a fifty dollar (\$50) administrative cost and reasonable attorney's fees. A copy of the notice of lien will be sent to the lot owner.

Section 7. The Board of Directors has the right to waive any and all late fees and not pursue filing of lien, if in the Board's opinion a hardship condition exists.

Article VII - Board of Directors

Section 1. The Board of Directors shall have general supervision of the affairs of the Association between its business meetings, fix the hour and place of meetings, make recommendations to the

Article X - Covenants

Association, and shall perform such other duties as are specified in these bylaws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

Section 2. Balloting shall be used to determine a majority.

Section 3. The Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer whose term shall be one calendar year. There is no limit to consecutive terms. Term shall run from 1 January - 31 December.

Section 4. The Board of Directors shall meet semi-annually, as a minimum, at a time and place determined by the Board of Directors.

Section 5. Prior to annual elections, the Board of Directors shall solicit a slate of candidates from the Association. Other nominations may be submitted at the Association meeting to elect a Board of Directors until nominations are closed by majority vote.

Section 6. A single vacancy in the Board of Directors, which occurs during the year, may be filled by appointment by the remaining directors. Additional vacancies shall be filled by special election with the Board of Directors soliciting nominations.

Article VIII - Committees

Committees shall be formed by the Association or the Board of Directors, as required, to carry on the work of the Association. All committee actions must be approved by the Board of Directors or the Association prior to implementation.

Article IX - Indemnification

Section 1. Unless acting in bad faith, neither the Board of Directors or ARB as a body, nor any officer, nor any committee member of the Association shall be personally liable to any lot owner in any respect for any action or lack of action arising out of the execution of his office.

Section 2. Each officer or committee member of the Association shall be indemnified by the Association against the actual amount of loss, including counsel fees, reasonably incurred by or imposed upon him in connection with any action, suit or proceeding to which he may be a party by reason of his being or having been an officer or committee member of the Association, except as to matters as to which he shall be ultimately found in such action to be liable for gross negligence or willful misconduct.

Section 3. The Association shall purchase adequate Directors and Officers Liability Insurance and maintain adequate funds to cover the deductible.

Section 1. The Association endorses all provisions of the Covenants established by Phases I, II, III and IV of the Bienville Place Subdivision. Suspected violations of the Covenants will be submitted, in writing to an Association director. Complaints can also be initiated by the members of the Board of Directors or ARB members acting on behalf of the lot owners; they are not constrained to wait for a written complaint from a lot owner. At least three (3) members of the Board of Directors and/or ARB will evaluate the complaint within two (2) weeks. If the complaint is determined to be actionable, the procedure below will be followed:

a. Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying;

i. the alleged violation,

ii. the action required to abate the violation;

iii. if the lot owner objects to the alleged violation, he or she may, within ten (10) days from date of notice of the violation, request a hearing before at least two (2) members of the Board of Directors and two (2) members of the ARB. If these members of the Board of Directors and ARB agree that a violation has occurred, then the lot owner must abate the violation within the time period provided in item (iv); and

iv. a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of an assessment, if the violation is not continuing. The Board or its designee may demand immediate abatement if the Board determines there is a danger to safety or property.

b. Within twelve (12) months of such written demand, if the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule is subsequently violated, the Board may, upon notice, impose an assessment not to exceed ten (\$10) dollars per day. Such assessment shall not be deemed to be an exclusive remedy and the Board shall have any other remedies provided for by applicable law, the Covenants, these Bylaws or the Association Rules. The notice shall state:

i. the nature of the alleged violation;

ii. that the alleged violator may, within ten (10) days from the date of the notice, request a hearing regarding the assessment;

iii. that any statement, evidence, and witnesses may be produced by the alleged violator at the hearing; and

iv. that all rights to have the fine reconsidered are waived if a hearing is not requested within ten (10) days of the date of the notice.

c. If a hearing is requested regarding the assessment, it shall be held before at least three (3) members of the Board of Directors and/or ARB, and

the alleged violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing.

d. Assessments are due on or before the end of the month following the month in which they were incurred. Delinquent accounts will be handled as outlined in Article VI, Sections 3-7.

Section 2. The Association will form an Architectural Review Board (ARB) to fulfill those obligations annotated in the Covenants. The ARB will consist of members of the Association elected at the annual meeting.

The term shall be one calendar year, running from 1 January — 31 December. There is no limit to consecutive terms.

Prior to annual elections, the Board of Directors shall solicit a slate of candidates from the Association. Other nominations may be submitted at the Association annual meeting until nominations are closed by majority vote.

A single vacancy in the ARB, which occurs during the year, may be filled by appointment by the Board of

Directors. Additional vacancies shall be filled by special election with the Board of Directors soliciting nominations.

Section 3. As annotated in the Covenants, property owners are responsible for obtaining approval from the ARB for most changes or improvements to their property. Matters requiring approval include, but are not limited to, the following: new home construction, additions or changes to existing homes i.e., decks, sun porches, enclosures of existing porches, swimming pools, exterior color changes, roofs, installation of satellite dishes, and fences. A penalty of fifty (\$50) dollars may be assessed if changes or improvements are made prior to plan approval.

Article XI - Disbursement of Moneys

The Board of Directors acting through its Treasurer may expend the funds collected or received in accordance with the limitations of the established budget. Funds of up to \$500 may be transferred from one budget account to another to meet unanticipated expenditures occurring throughout the year if approved by the Board of Directors. Unanticipated expenses exceeding \$500 shall be approved by the Association. A bank account shall be maintained by the Treasurer in the name of Bienville Place Owners Association. Withdrawals shall be signed by any two members of the Board of Directors.

Article XII - Amendment of the Bylaws

These bylaws may be amended at any general

membership meeting of the members by a majority of those present, and at any special meeting called for such purposes also by a majority vote. A quorum must be present.

Article XIII - Parliamentary Authority

The rules in the current edition of Roberts Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the Association may adopt.

These bylaws amended and accepted by majority vote, on October 29, 1998 by the general membership present.