

Section 2. Developer reserves the right to develop additional residential phases of Canebrake which additional phases may entitle the Lot owners to become members of the Association. Upon this happening the Association shall be expanded to include the additional Lot owners who shall own a Class A membership. The Developer shall own a Class B membership referred to above. Should future phases be developed the membership shall be voted in the aggregate (i.e. the members of Phase One and Phase Two would be considered together when votes are taken).

Section 3. Except as otherwise provided herein, twenty-five (25%) per cent of the eligible members voting in person or by proxy shall constitute a quorum for the transaction of business at a meeting of the members held after due notice. If the required quorum is not present another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 4. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon the conveyance by a member of his property in the subdivision or after twelve (12) months, whichever occurs first.

Section 5. Robert's Rules of Order shall be the final authority on all parliamentary proceedings and except as otherwise provided herein all matters shall be decided by a majority vote of those present in person or by proxy at any meeting.

#### ARTICLE VI.

##### MEETINGS

Section 1. An annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the third Tuesday in April of each year thereafter, at the hour of 7:00 o'clock, P.M., at Canebrake Recreational Facility. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special meetings of the members may be called upon due notice by the President or Chairman of the Board of Directors, or upon the written request of the members who are entitled to vote one-fourth (1/4) of all of the votes.

Section 3. Notice to members of meetings shall be in writing, mailed, postage prepaid, to the last known address of each member, not less than fifteen (15) days before the date of such meeting, said notice to specify the time, date and place of the meeting, and, in the case of a special meeting, the purpose thereof. Personal attendance at such meeting by a member shall be deemed a waiver of notice and consent to the action taken at any meeting before or after the meeting as provided by law.

#### ARTICLE VII.

##### BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors who shall initially consist of four persons, who are not required to be members of the Association. However, the directors may increase the size of the board to five members. Other than that all changes in the number of directors shall be by amendment of these By-Laws.

Section 2. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors, and the length of their service are as follows:

Name	Address	Length of Service
John A. Bolen	1429 S. Pleasantburg Drive, Greenville, S.C.	1 year
James W. Vaughn	P.O. Box 6020, Greenville, S. C. 29601	1 year
Ned R. Arndt	301 College Street, Greenville, S. C. 29601	1 year
H. Ray Davis	301 College Street, Greenville, S. C. 29601	1 year