

By-Laws
Of
Meridian Place Homeowners Association

Article I
Identity

Section 1. Name. The name of the corporation is to be Meridian Place Homeowners Association (hereinafter referred to as the "Association"), which was created and exists under the laws of the State of South Carolina.

Article II
Definitions

Section 1. General. All terms used herein and not otherwise defined shall be deemed to have the same meaning as defined in that certain Declaration of Covenants and Restrictions for Meridian Place dated February 8, 2000 and recorded in the office of the Clerk of Court for Charleston County, South Carolina ("Declaration"), certain provisions of which Declaration may be repeated in full or in part and may be renumbered as they appear herein.

Article III
Membership and Voting Provision

Section 1. Membership. Every owner shall be a member of the Association. In the case of multiple ownership of a residential lot in Meridian Place, including by partnership or corporation, the name of the owners shall be submitted to the Company and/or the Association and only the designated owners shall be entitled to access the facilities of the Association as a member of the Association.

Section 2. Voting Rights. The Association shall have one (1) type of regular voting membership. The members shall be all those owners of residential lots. A member shall be entitled to one (1) vote for each residential lot he owns. When the property entitling the owner to membership as a member of the Association is owned of record in the name of two (2) or more persons or entities, whether fiduciaries, joint tenants, tenants-in-common, tenants-in-partnership or in any other manner of joint or common ownership, or if two (2) or more persons or entities have the same fiduciary relationship respecting the same property, then an instrument shall direct who shall cast the vote or votes, and it or a copy thereof shall be filed with the Secretary of the Association.

Section 3. Cumulative Voting Prohibited. Each member shall be entitled to the number of votes he is ordinarily entitled to, based on his ownership of property and may cast that number of votes for each Director to be elected, but may not cast all of such votes for any one (1) Director, and all votes must be cast in whole numbers and not fractions thereof.

Section 4. Member to have power of Referendum in Certain Instances. Where specifically provided for herein, the members, or some specific portion thereof, shall have the power to approve or reject certain actions proposed to be taken by the Association by referendum including, without limitation, whether the levy by the Association of any special assessment, and the addition or deletion of functions or services which the Association is authorized to perform. In the event that more than two-thirds (2/3) of the votes actually returned to the Association within the specified time shall be in favor of such action. The referendum shall be deemed to "pass" and the action voted upon will be deemed to have been authorized by the members; provided, however, that if a higher percentage vote required to "pass" shall be specifically expressed herein, that higher percentage shall control in that instance. The Board of Directors may not undertake any action requiring referendum without complying with the provisions therefore. In the event of a dispute as to whether a referendum is required, the following action may be taken:

Within thirty (30) days after the adoption by the Directors of any action which is, in the opinion of the members, subject to referendum, a petition, signed by not less than fifty percent (50%) of the total membership of the Association or signed by a majority of the Directors may be filed with the Secretary of the Association requesting that any such action be either repealed or submitted to a vote of the members, and the Secretary shall thereafter within thirty (30) days send out the referendum to all members.

Section 5. Quorum required for any action authorized at Regular or Special Meetings of the Association. The quorum required for any action which is subject to a vote of the members at an open meeting of the Association (as distinguished from the Referendum) shall be as follows:

When a meeting of the members of the Association is called to vote on a particular action proposed to be taken by the Association, the presence at the meeting of members or proxies entitled to cast more than Ten percent (10%) of the total vote of the membership shall constitute a quorum. If the required quorum is not forthcoming at any such meeting, a second meeting may be called subject to the giving of proper notice and there shall be no quorum requirement for such second meeting. Unless otherwise provided, any reference hereafter to "votes cast at a duly called meeting" shall be construed to be subject to the quorum requirements established by this Article III, Section 5, and any other requirements for such "duly called meeting" which may be established by the By-Laws of the Association. This provision shall not apply when the proposed action is the amendment of the Declaration and the quorum requirement established by Section 14.03 of the Declaration shall govern in that instance. For the purpose of this Section 5, "proper notice" shall be deemed to be given when given to each member not less than ten (10) days prior to the date of the meeting at which any proposed action is to be considered.

Section 6. Proxies. All members of the Association may vote and transact business at any meeting of the Association by proxy authorized in writing, provided, however, that proxies shall not be required for any action which is subject to a Referendum, in which

