

MP 3.2
ORIG

BYLAWS
OF
MATTHEWS PLANTATION HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND PURPOSE

Section 1. Name. The name of the corporation is Matthews Plantation Homeowners Association, hereinafter referred to as the "Association."

Section 2. Purposes. The Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Corporation's net income shall inure to the benefit of its officers, directors or members or any other private individual. The purposes of the Association are to provide for maintenance, preservation, and architectural control of the Lots and Common Area of the Properties, as hereinbelow defined, which properties shall be known and referred to as "Matthews Plantation."

ARTICLE II

DEFINITIONS

Section 1. Article of Incorporation shall mean and refer to the Articles of Incorporation of the Association as filed for registration in the office of the Secretary of State of North Carolina and the Register of Deeds of Mecklenburg County.

Section 2. Association shall mean and refer to Matthews Plantation Homeowners Association, its successors and assigns.

Section 3. Common Area shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. Declarant shall mean and refer to William Trotter Company and William Trotter Development Company, their successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 5. Declaration shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded or to be recorded in the Mecklenburg County Public Registry.

Section 6. Lot shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 7. Member shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. Owner shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 9. Properties shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III

OFFICES

Section 1. Principal Office. The principal offices of the corporation shall be located at 1221 East Morehead Street, P. O. Box 35269, Charlotte, North Carolina 28235.

Section 2. Registered Office. The registered office of the Association required by law shall be maintained within the State of North Carolina and may be, but need not be, identical with the principal office.

ARTICLE IV

MEMBERSHIP

Section 1. Applicability. The provisions of these Bylaws are applicable to the Properties and to the use and occupancy thereof. All present and future Owners, mortgagees, lessees, and occupants of the dwelling units to be constructed upon the lots and their families, guests, and any other persons who may use or own the facilities of the Common Area in any manner are subject to the Declaration, these Bylaws and the rules and regulations made pursuant hereto, and any amendment to these Bylaws, upon the same being passed as provided herein. The acceptance of a deed of conveyance or entering into of a lease or the act of occupancy of a dwelling unit constructed upon a Lot shall constitute an agreement that these Bylaws (and rules and regulations made pursuant hereto) and the provisions of the Declaration, as they may be amended from time to time, are accepted, ratified, and will be complied with in a full and complete manner.

Section 2. Classes of Members. The Association shall have two (2) classes of memberships which are described in the Declaration as follows:

(1) Class A. Class A members shall be all Owners, with the exception of Declarant, its successors and assigns, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

(2) Class B. Class B member(s) shall be Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B

membership; or

(b) On December 1, 1995; provided, however, Class B membership will be reinstated if at any time prior to December 1, 1995, Declarant annexes additional property to be developed as a part hereof and said annexed property will acquire Class B status for the number of Lots to be developed.

ARTICLE V

MEETING OF MEMBERS

Section 1. Annual Meetings. The first 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 same day of the same month of each year thereafter at the hour of 6:00 o'clock, p.m. 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. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Place of Meeting. The Board of Directors (or the persons calling a Special Meeting) may designate any place within Mecklenburg County, North Carolina, as the place of a any meeting of the members.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least 12 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting of members and proxies entitled to cast one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. Proxies. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

membership; or

(b) On December 1, 1995; provided, however, Class B membership will be reinstated if at any time prior to December 1, 1995, Declarant annexes additional property to be developed as a part hereof and said annexed property will acquire Class B status for the number of Lots to be developed.

ARTICLE V

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Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Place of Meeting. The Board of Directors (or the persons calling a Special Meeting) may designate any place within Mecklenburg County, North Carolina, as the place of a any meeting of the members.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least 12 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

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Section 6. Proxies. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 7. Waiver of Notice. Any member may, at any time, waive notice of any meeting of the membership in writing and such waiver shall be equivalent to the giving of such notice. Attendance by a member at any meeting of the membership shall constitute a waiver of notice by such member of the time and place thereof except where an owner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called. If all of the members are present at any meeting of the membership, no notice shall be required and any business may be transacted at such meeting.

Section 8. Informal Action. Any action which may be taken at a meeting of the members may be taken without a meeting if they consent in writing, setting forth the actions so taken. Such consent shall be signed by all of the persons who would be entitled to vote upon such action at a meeting (i.e. all Class A and B voting members) and filed with the Secretary of the Association to be kept in the Association's minute book.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of seven (7) directors who need not be members of the Association.

Section 2. Initial Directors. The initial seven (7) Directors shall be selected by the Declarant. The names of the persons who shall serve on the initial Board of Directors from the date of the organization of the Association until the first annual meeting of members as provided in these Bylaws are:

William H. Trotter
Margaret Wheeler
Marie B. Smith
Paul H. Trotter
Phil Felton
Mary H. Mathews
Mary Jean Maples

Section 3. Term of Office. At the first annual meeting the members shall elect three directors for a term of one year, two directors for a term of two years, and two directors for a term of three years, and at each annual meeting thereafter, the members shall elect directors for a term of three years to succeed previously elected directors as their terms expire.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 5. Compensation. No director shall receive compensation for any service such director may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 6. Vacancies. A vacancy occurring in the Board of Directors, including directorships not filled by the members, may be filled by a majority of the remaining directors, though less than a quorum, or by the sole remaining director; but a vacancy created by an increase in the authorized number of Directors shall be filled only by election at an annual meeting or a special meeting of members called for that purpose.

Section 7. Informal Action of Directors. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. Organizational Meeting. The first meeting of the newly elected seven member permanent Board of Directors shall be held within fifteen (15) days following the meeting of the members at which the Board is elected. No notice shall be necessary to the newly elected members of the Board of Directors in order to legally constitute such meeting, provided a quorum is present.

Section 2. Regular Meeting. A regular meeting of the Board shall be held immediately after and at the same place as the annual or substitute annual meeting of the members. In addition, the Board of Directors may provide by resolution the time and place either within or without the State of North Carolina for the holding of a regular meeting of the Board.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or with the request of the President, or by any three (3) directors. Such meetings shall be held within Mecklenburg County, North Carolina, unless the holding of a meeting at some other place is consented to by all Directors.

Section 4. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 5. Waiver of Notice. Any member of the Board of Directors may at any time waive notice of any meeting of the Board of Directors, in writing, and such waiver shall be deemed equivalent to giving of such notice. Attendance by a member of the Board at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof. If all of the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 6. Quorum. A majority of the number of directors fixed by these Bylaws shall be required for and shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting. Except as otherwise provided in law or the Articles of Incorporation of the Association, the Declaration, or these Bylaws, the act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Vacancies on the Board of Directors may be filled as provided in Article VI, Section 6, of these Bylaws.

Section 8. Organization. Each meeting of the Board of Directors shall be presided over by the President, and in the absence of the President, the Vice President. The Secretary, or in his or her absence, an Assistant Secretary, or in the absence of both the Secretary and Assistant Secretary, any person designated by the President, shall act as Secretary of the meeting.

Section 9. Minutes. The Board shall keep minutes of its proceedings.

Section 10. Liability of the Board. The directors shall not be liable to the Association or any member for any mistake of judgment, negligence, or otherwise except for their own individual willful misconduct or bad faith. The Association shall indemnify and hold harmless each of the members of the Board against all contractual liability to others arising out of contracts made by the Board on behalf of the Association unless any such contracts shall have been made in bad faith or contrary to the provisions of the Declaration or these Bylaws.

It is intended that the directors shall have no personal liability with respect to any contract made by them on behalf of the Association, except to the extent that they are owners and members of the Association. It is also intended that the liability of any owners arising out of any contract made with the Board of Directors or out of the aforesaid indemnity in favor of the direc-

tors shall be limited to such proportion of the total liability as the number of votes he has as provided in the Declaration bears to the total number of votes by all members. Every agreement made by the Board on behalf of the Association shall provide that the members of the Board of Directors or the managing agent, as the case may be, are acting only as agents for the Association and shall have no personal liability thereunder.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the powers necessary for the administration of the affairs of the Association and the common area and may do all such acts and things, except such acts as by law or by the Declaration or by these Bylaws may not be delegated to the Board of Directors. Such powers of the Board of Directors shall include, but shall not be limited to, the following:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities and other association services of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction or published rules and regulations;

(c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(d) Employ or dismiss any manager, independent contractor, or other personnel necessary for the repair and maintenance of the Common Area and to prescribe their duties;

(e) To enforce by any legal means or proceedings the provisions of the Articles of Incorporation of the Association, these Bylaws, the Declaration, or the rules and regulations hereinafter promulgated governing use of the common areas and facilities; and

(f) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association by Chapter 55A of the North Carolina General Statutes and other applicable laws and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

Section 2. Duties. In the administration of the affairs of the Association, the Board of Directors shall have the following duties:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual

meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) Supervise all officers, agents, and employees of this Association and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of any change in the amount of the assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) in its discretion, foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common Area and facilities contained therein to be repaired and maintained;

(h) Oversee and enforce the covenants, conditions, and restrictions of the Declaration and other rules and regulations of the Association;

(i) Open bank accounts on behalf of the Association and designate the signatories required therefor;

(j) Purchase any lot at foreclosure or other judicial sale in the name of the Board of Directors, or its designee, corporate or otherwise, on behalf of the Association, providing such purchase is duly authorized as set forth in the Declaration;

(k) Sell, mortgage, vote the votes appurtenant to or otherwise deal with lots acquired by the Board of Directors or its designee, corporate or

otherwise, on behalf of the Association, subject to the Declaration and other applicable restrictions;

(l) Sign all agreements, contracts, deeds, and vouchers for payment of expenditures and other instruments in such manner as from time to time shall be determined by written resolution of the Board. In the absence of such determination by the Board, such documents shall be signed by either the Treasurer or the Assistant Treasurer of the Association and counter-signed by the President;

(m) Pay all taxes and assessments which are or may become liens against any part of the common area, and to assess the same against the owners in the manner herein provided;

(n) Adopt a seal for the Association;

(o) Hire attorneys and accountants and other professionals; and

(p) Perform any other duties reserved to the Board of Directors in the Declaration, the Articles of Incorporation of the Association, or these Bylaws.

Section 3. Committees. The Association's Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

OFFICERS AND THEIR DUTES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and other such officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign or be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period and have such authority as may be granted by the Board.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall sign checks and promissory notes as the Board of Directors requires.

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

Section 9. Compensation. No officer shall receive any compensation from the Association for acting as such.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any director or officer or former director or officer of the Association against expenses (including attorneys'

fees) or liabilities actually and reasonably incurred by him in connection with the defense of or as a consequence of any threatened, pending, or completed action, suit or proceeding (whether civil or criminal) in which he is made a party or was (or is threatened to be made a party) by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Association would have had the power to indemnify him against such liability.

The Association's indemnity of any person who is or was a director, officer, employee, or agent of the Association shall be reduced by any amounts such person may collect as indemnification under any policy of insurance purchased and maintained on his behalf by the Association.

Nothing contained in this Article XI or elsewhere in these Bylaws shall operate to indemnify any director or officer if such indemnification is for any reason contrary to any applicable state or federal law.

ARTICLE XII

BOOKS AND RECORDS

The Board of Directors shall keep detailed records of the actions of the Board, Minutes of the meetings of the Board of Directors, Minutes of the meetings of the Association, and financial records and books of account of the Association, including a chronological listing of receipts and expenditures, as well as a separate account for each lot which, among other things, shall contain the amount of each assessment against each lot, the date when due, the amounts paid therefor, and the balance remaining unpaid. The financial records and books of account shall be made available for examination by all of the owners, their mortgagees, and their duly authorized agents or attorneys during regular business hours. A written report summarizing all receipts and expenditures of the Association shall be rendered by the Board to all owners on or before the 90th day following the close of each fiscal year covering the preceding year.

ARTICLE XIII

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to

pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum rate per annum permitted under North Carolina General Statutes Section 24-1.1, or any successor statute governing contract interest rates generally, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or its facilities or services or abandonment or sale of his Lot.

ARTICLE XIV

CORPORATE SEAL

The Association shall have a Seal in circular form having within its circumference the words: "Matthews Plantation Homeowners Association-SEAL-1991".

ARTICLE XV

AMENDMENTS

Section 1. Amendment. These Bylaws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy, except that the Department of Housing and Urban Development or the Veterans Administration shall have the right to veto amendments while there is Class B membership. A description of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment is to be voted upon.

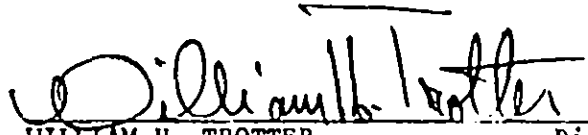
Section 2. Conflict of Provisions. In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XVI

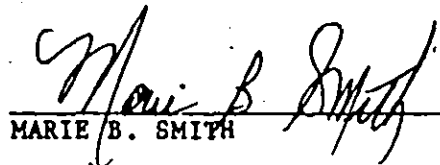
FISCAL YEAR

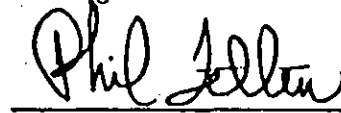
The fiscal year of the association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

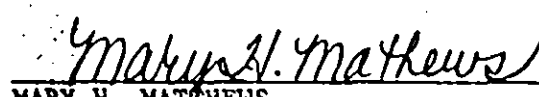
IN WITNESS WHEREOF, we, being all of the directors of the MATTHEWS
PLANTATION HOMEOWNERS ASSOCIATION, have hereunto set our hands, this 1st day
of May, 1991.

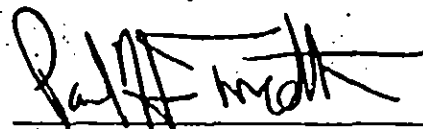

WILLIAM H. TROTTER Director



MARGARET WHEELER Director


MARIE B. SMITH Director


PHIL FELTON Director


MARY H. MATTHEWS Director


PAUL H. TROTTER Director


MARY JEAN MAPLES Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the MATTHEWS
PLANTATION HOMEOWNERS ASSOCIATION, a North Carolina corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of said
Association, as duly adopted at a meeting of the Board of Directors thereof,
held on the 1st day of May, 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the
seal of said Association, this 1st day of May, 1991.

Mary H. Matthews
Secretary