

Frank

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NORTH CAROLINA
ONSLOW COUNTY

ROAD MAINTENANCE AGREEMENT

THIS Road Maintenance Agreement, made this the 8th day of May, 1992 from PENINSULA DEVELOPMENT COMPANY, INC. to CHADWICK SHORES, a Subdivision located in Stump Sound Township, Onslow County, North Carolina.

W I T N E S S E T H:

THAT WHEREAS, Peninsula Development Company is the developer of a portion of the property known as Chadwick Shores, said property being a subdivision shown on a plat recorded in Map Book 19, at Pages 75 and 76, Onslow County Registry; and

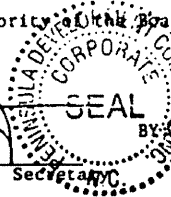
WHEREAS, Peninsula Development Company has agreed to maintain the roads located in Chadwick Shores until such time as they are assumed by the North Carolina Department of Transportation or a homeowner's association; and

NOW THEREFORE, for valuable consideration receipt of which is hereby acknowledged, Peninsula Development Company, Inc. does hereby agree to maintain the roads located in the Chadwick Shores Subdivision until such time as they are assumed by the North Carolina Department of Transportation or a homeowner's association.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be signed in its corporate name by its duly authorized officers and its seal affixed hereto by authority of the Board of Directors, the day and date first above written.

ATTEST:

GLENN O'KEITH FISHER, Asst. Secretary



PENINSULA DEVELOPMENT COMPANY, INC.

BY: *[Signature]*
CHARLES PADGETT, President

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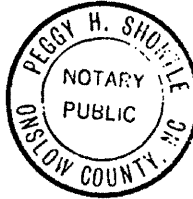
NORTH CAROLINA
ONslow COUNTY

I, a Notary Public of the County and State aforesaid, certify that GLENN O'KEITH FISHER, personally came before me this day and acknowledged that he is Assistant Secretary of PENINSULA DEVELOPMENT COMPANY, INC., a North Carolina Corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by him as its Assistant Secretary.

Witness my hand and official stamp or seal, this 8th day of May, 1992.

Peggy H. Shortle
NOTARY PUBLIC

My Commission Expires: 12/29/92



NORTH CAROLINA, Onslow County
The foregoing certificate(s) of Peggy H. Shortle
Notary(es) Public is (are) certified to be correct. This instrument was presented for registration and recorded in this office in
Book 1049 Page 323 This 8th day of May
19 92 A.D., at 4:20 o'clock P. M.
Michael M. Thomas Register of Deeds, Onslow County

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2:05

Prepared by: RAYNOR & FISHER, Attorneys at Law

'93 FEB 9 PM 2 05

BY-LAWS
OF
CHADWICK SHORES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I
NAME AND OFFICES

The name of the corporation is CHADWICK SHORES HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 401 Preakness Lane, Sneads Ferry, North Carolina, 28460 but meetings of members and directors may be held at such places within the State of North Carolina, County of Onslow, as may be designated by the Board of Directors.

The registered office of the corporation required by the North Carolina Business Corporation Act need not be identical with the principal office of the Corporation and the Board of Directors may from time to time change the address of the Registered Office of the Corporation.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to CHADWICK SHORES HOMEOWNER'S ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Chadwick Shores Homeowners Association Restrictions and Regulations, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

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

Section 4. "Lot" shall mean and refer to any plot of land shown upon an recorded subdivision map of the Properties with the exception of the Common Area and with the exception of any lot which is not buildable because it is not suitable for a sanitary septic tank as determined by the local health authority, and includes any improvements thereon, if any. In the event an unbuildable lot as defined herein becomes buildable for any reason, then in that event, it shall become a "lot" as defined in this paragraph.

Section 5. "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 6. "Declarant" shall mean and refer to PENINSULA DEVELOPMENT, INC., its successors and assigns.

Section 7. "Declaration" shall mean and refer to the Chadwick Shores Homeowners Restrictions and Regulations applicable to the Properties recorded in the Office of the Register of Deeds of Onslow County.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. A meeting of the members shall be held annually to elect directors and to act on such other business relating to the affairs of the corporation as may

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properly come before the meeting. The meeting shall be held at the date, time, and place prescribed in the notice of said meeting but shall be held in May of each year.

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 51% of all votes or by such other officers or persons as may be provided in the Articles of Incorporation. No business other than specified in the notice of meeting shall be transacted at any such special meeting.

Section 3. 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 15 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 to 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 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at 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.

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Section 5. 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.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect two (2) directors for a term of one (1) year, one (1) directors for a term of two (2) years, and at each annual meeting thereafter, the members shall elect the appropriate number of directors to fill the upcoming vacancies.

Section 3. 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 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. 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 the meeting of the directors.

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ARTICLE V

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 and such appointment shall be announced at each 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 VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after no less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- 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 the recreational facilities 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 of published rules and regulations;
- c. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these by-Laws, the Articles of Incorporation, or the Declaration;
- d. 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; and

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e. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

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 ten percent (10%) of the 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 each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) 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 power personally obligated to pay the same.

d. Issue, or 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 hazard and flood insurance on improvements placed upon each lot;

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

g. Cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

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 such other 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 resign, or shall 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, have such authority, and perform such duties as the Board may, from time to time, determine.

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 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

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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 co-sign all checks and promissory notes.

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;

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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 meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any members and their first mortgage holder as stated in the Declaration. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member, or their first mortgage holder at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

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

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assessment shall bear interest from the date of delinquency at the rate of twelve (12%) percent per annum, 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 attorney's fees of any such action shall be added to the amount of such assessment. Now owner may waiver or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: CHADWICK SHORES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws 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.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first 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.

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IN WITNESS WHEREOF, we, being all of the directors of CHADWICK SHORES
HOMEOWNER'S ASSOCIATION, INC., have hereunto set our hands this 5 day of
FEBRUARY, 1993.

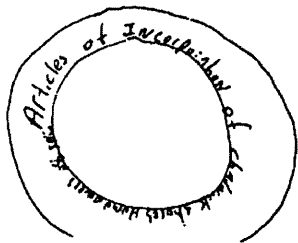
<u><i>Charles E. Padgett</i></u>	CHARLES E. PADGETT
<u><i>Homer H. Taylor</i></u>	HOMER H. TAYLOR
<u><i>Pete Beasley</i></u>	PETE BEASLEY

CERTIFICATION

I, the undersigned, do hereby certify: That I am the duly elected and acting secretary of
CHADWICK SHORES HOMEOWNER'S ASSOCIATION, INC., a North Carolina corporation,
and,

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly
adopted at a meeting of the Board of Directors thereof, held on the 5 day of
FEBRUARY, 1993.

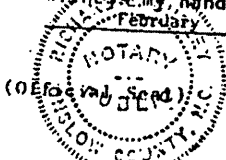
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of
said Association this 5 day of FEBRUARY, 1993.



Pete Beasley (SEAL)
Secretary

North Carolina
Onslow County

I, Richard e. Dudley, a Notary Public for said County and State,
do hereby certify that Peter D. Beasley personally appeared before
me this 5th day and acknowledged the due execution of the foregoing instrument,
witnessed by my hand and official seal, this the 5th day of
February, 1993.



Richard E. Dudley
Notary Public

My commission expires February 9, 1993.

NORTH CAROLINA, ONSLOW COUNTY.
The foregoing certificate of Richard E. Dudley
is / are certified to be correct. This instrument was presented for registration
and recorded in this office in Book: 1094, Page: 482.
This 9th day of February, 1993 at 2:05 o'clock P. .M.

Hildred H. Thomas, Register of Deeds.