

# **BYLAWS OF HAWKESWATER HOMEOWNERS' ASSOCIATION, INC.**

## **ARTICLE 1 NAME AND LOCATION**

The name of the corporation is **HAWKESWATER HOMEOWNERS' ASSOCIATION, INC.** (hereinafter the "Association"). The principal office of the Association shall be located at 1985 Eastwood Rd, Suite 202, Wilmington, NC 28403. The location of the principal office of the Association may be changed by the Board of Directors. Meetings of Members and Directors to be held in such places within Brunswick County, North Carolina, as may be designated by the Board of Directors.

## **ARTICLE II DEFINITIONS**

All terms defined in the Declaration of Covenants, Conditions and Restrictions for Hawkeswater at The River Subdivision, recorded, or to be recorded, in office of the Register of Deeds of Brunswick County, North Carolina (as from time to time amended, said documents, together with all amendments thereto, if any, being hereinafter referred to as the "Declaration"), shall have the same meanings when used herein.

## **ARTICLE III MEMBERSHIP AND VOTING RIGHTS**

Membership and voting rights of the Members shall be as provided in Article III of the Declaration.

## **ARTICLE IV MEETINGS OF MEMBERS**

Section 1. Place of Meetings. Meetings of the Members shall be held at such place within Brunswick County, North Carolina, as may be determined by the Board of Directors.

Section 2. Notice of Meetings. In accordance with North Carolina law § 47F-3-108. Meetings, a meeting of the Association shall be held at least once each year.

- Special meetings of the Association may be called by the president, a majority of the executive board, or by lot owners having ten percent (10%), or any lower percentage specified in the Bylaws, of the votes in the Association.
- Not less than 10 nor more than 60 days in advance of any meeting, the secretary or other officer specified in the Bylaws shall cause notice to be hand-delivered or send prepaid by United States mail to the mailing address of each lot or to any other mailing address designated in writing by the lot owner, or sent by electronic means, including by electronic mail over the Internet, to an electronic mailing address designated in writing by the lot owner.
- The notice of any meeting shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or Bylaws, any budget changes, and any proposal to remove a Director or officer.

Section 3. Quorum. Except as otherwise provided in the Articles of Incorporation, the Declaration (including, specifically, Section 3 of Article IV thereof) or these Bylaws, the presence at a meeting of Members or their proxies entitled to cast one-tenth (1/10) of the votes appurtenant to the Class a Lots (as defined in Article III of the Declaration) shall constitute a quorum for any action. If, however, a quorum is not present or represented at any meeting, the Members or their proxies present and 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 shall be present or be represented.

Section 4. 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 by written notice of revocation signed by the person whose proxy is given and delivered to the Secretary of the Association prior to determination of a quorum at the meeting of Members.
- A Member's proxy shall be automatically revoked by and upon conveyance of such Member of his Lot.
- A proxy shall also automatically terminate on the earlier of the date specified in the proxy for termination or the date that is 11 months after its date.

Section 5. Action by Written Ballot.

(a) Unless prohibited or limited by the articles of incorporation or Bylaws and without regard to the requirements of G.S. 55A-7-04, any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the corporation delivers a written ballot to every Member entitled to vote on the matter. Any requirement that any vote of the Members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, including electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or the Member's proxy.

(b) A written ballot shall:

1. Set forth each proposed action; and
2. Provide an opportunity to vote for or against each proposed action.

(c) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast.

(d) All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the corporation in order to be counted.

(e) Except as otherwise provided in the articles of incorporation or Bylaws, a written ballot shall not be revoked. (1955, c. 1230; 1985 (Reg. Sess., 1986), c. 801, s. 35; 1993, c. 398, s. 1; 2008-37, s. 5.)

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1. General Powers The business and affairs of the Association shall be managed by a Board of Directors.

Section 2. Number, Term and Qualification. The number of Directors of the Association shall be five (5).

- After the 2021 election, the Members shall elect Directors to serve a term of two (2) years each.
- If necessary, the Board of Directors may stagger terms so that no more than two Directors' terms expire at the same time.

Members of the Board of Directors must be:

- An adult resident (18 years old +) of Hawkeswater at the River and a lot owner therein.
- A Member of the HOA in good standing, current in payment of all HOA assessments, judgments, and fines.
- Has never been convicted of either a criminal felony, Civil Rights or Sexual Harassment Violation, nor has been dishonorably discharged from the U. S. Armed Services.

Each Director shall hold office until the earlier of the end of his term, or his death, resignation, retirement, removal, or disqualification. Directors must be Members of the Association.

The Members of the Association may, by a majority of the votes cast at any duly called annual or special meetings of the Members at which a quorum is present, increase or decrease the number of Directors of the Association, provided, however, that the number of Directors shall not be increased to more than seven (7) or decreased to less than five (5) without amendment of these Bylaws of the Association.

Section 3. Nomination. A nomination for Director may be submitted to the Secretary of the Association by any Member.

Section 4. Election. Except as provided in Sections 6 of this Article, the Directors shall be elected at the annual meeting or a special meeting of the Members by secret written ballot, by mail, by proxy, or by website. In such election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled under the provisions of Article III of the Declaration. The person(s) receiving the highest number of votes shall be elected. Neither cumulative nor fractional voting is permitted.

Section 5. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members present and entitled to vote at any meeting of the Members called for that purpose. A quorum of the Members will be required for any removal.

Section 6. Vacancies. A vacancy occurring in the Board of Directors may be filled by the selection of the remaining Directors of a successor, who shall serve for the unexpired term of his predecessor.

Section 7. Compensation. No Director shall receive compensation for any service he may render to the Association in the capacity of Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

## **ARTICLE VI**

### **MEETINGS OF DIRECTORS**

Section 1. In accordance with North Carolina law § 47F-3-108.

Section 2. Meetings of the executive board shall be held as provided in the Bylaws.

- At regular intervals, the executive board meeting shall provide lot owners an opportunity to attend a portion of an executive board meeting and to speak to the executive board about their issues or concerns.
- The executive board may place reasonable restrictions on the number of persons who speak on each side of an issue and may place reasonable time restrictions on persons who speak.
- Except as otherwise provided in the Bylaws, meetings of the Association and the executive board shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised. (1998-199, s. 1; 2004-109, s. 6; 2005-422, s. 5.

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.

Section 4. Informal Action by Directors. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if written consent to the action so taken is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

## **ARTICLE VII** **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

(a) Publish rules and regulations governing the use of the Common Elements and the personal conduct of the Members and their guests thereon and establishing penalties for infractions thereof and adopt and publish rules and regulations interpreting the restrictions and covenants applicable to the Property and the enforcement thereof.

Prior to being enforced, all rules must be approved by the majority of Members present either in person, by website or by proxy at a regular or special meeting of the Association.

(b) After notice and an opportunity to be heard, to suspend the voting rights of an Owner and the right of an Owner to use the Common Elements and facilities thereon for any period during which any assessment against his Lot remains unpaid for a period of 30 days or longer, or for a period not to exceed sixty (60) days for any infraction of the published rules and regulations of the Association.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association by the Articles of Incorporation, these Bylaws, the Declaration or the Act, including, without limitation, Section 47F-3-102 thereof, and not reserved to the Members by other provisions of the same.

(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 without good cause.

(e) Employ a manager and such other employees or independent contractors as it deems necessary and prescribe their duties, and contract with a management company to manage the operation of the Association. In the event that a contract is entered into with a management company, such contract must be terminable by the Board of Directors without cause or penalty on not more than ninety (90) days' notice.

(f) Employ attorneys, accountants and other persons or firms to represent the Association when deemed necessary.

(g) Grant easements to any private or public agency, authority or utility for the installation and maintenance of sewage, utility (including CATV) or drainage facilities upon, over, under and across the property owned by the Association without the assent of the Members when such

easements are necessary for the convenient use and enjoyment of the Property; and

(h) Appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient.

The Board of Directors may, in its discretion, delegate any of its powers to a subcommittee of the Board, an officer of the Association, or a manager, agent or attorney employed by the Association, provided, however, that such delegation shall not relieve the Board of its obligation to ensure that the duties set forth in this Article VII are faithfully carried out or that the powers so delegated are appropriately exercised by such delegate.

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

- Cause to be kept a complete record of all its acts and corporate affairs, and bpresent 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 at least five (5) working days before such meeting.
- Supervise all officers, agents and employees of the Association and see that their duties are properly performed, as more fully provided in the Declaration.
- Adopt a proposed budget for the Association at least annually.
- Send a summary of the proposed budget and written notice of a meeting to consider ratification of the budget to all Lot Owners.
- Establish and enforce procedures for collection of assessments and fngand enforcement of liens for unpaid dues as provided in the Act.
- Issue, or cause an appropriate officer of the Association to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be established by the Board of Directors for the issuance of such certificate. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of payment.
- Procure and maintain adequate liability insurance covering the Association in an amount not less than \$1,000,000.00 and adequate hazard insurance on the real and personal property owned by the Association.
- Procure and maintain Directors' and officers' liability insurance;
- Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- Cause the Common Elements and any facilities erected thereon to be maintained.
- If it is deemed necessary or if directed by the Members to do so, establish and maintain an adequate reserve fund for the periodic maintenance, repair and replacement of the improvements constructed on the Common Elements.

- Provide such notices to and obtain such consents from the owners and holders of first deeds of trust on Lots within the Property as is required by the Declaration or these Bylaws;
- Pay all ad valorem taxes and public assessments levied against the real and personal property owned in fee by the Association.
- Hold annual and special meetings and elections for the Board of Directors.
- Prepare annual budgets and financial statements for the Association and make available for inspection by the Members at all reasonable times.

Section 3. Enforcement Rights. In addition to such other rights as are granted in the Act, the Articles of Incorporation, the Declaration or these Bylaws, the Board of Directors shall have the power, pursuant to the procedures set forth in this Section, to impose sanctions for violations by a Lot Owner, a Member of his family, or any occupant, tenant, employee, guest or invitee of the Lot Owner, of the Declaration, these Bylaws, or the rules and regulations adopted by the Association (hereinafter individually and collectively referred to as the "Rules"), which sanctions may include, but are not limited to, reasonable monetary fines, not to exceed the greater of:

- (i) costs actually incurred by the Association in abating such violation including, without limitation, court costs and attorneys' fees, or
- (ii) \$50.00 per day, or part thereof, in which the violation continues to exist for a first violation, \$75.00 per day for a second violation of the same rules or regulations, and \$100.00 per day for a third or subsequent violation, and which fines shall constitute a lien upon the Lot of the Lot Owner, and suspension of the right to vote.

In addition, the Board may suspend any services provided by the Association to a Lot Owner or the Lot if the Lot Owner is delinquent in paying any assessment or other charges owed to the Association. The failure of the Board to enforce any of the Rules shall not be deemed a waiver of the right to do so thereafter.

Notice. Before imposition of any sanction, the Board or its delegate shall give the Lot Owner written notice describing:

- (i) the nature of the alleged violation;
- (ii) the proposed sanction to be imposed;
- (iii) a period of not less than 10 days within which the Lot Owner may present a written request for a hearing; and
- (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a request for a hearing is received by the Board before the end of the period set forth in such notice (the "Notice Period"). Such notice may be hand delivered by any person or sent by first class mail. Any notice hand delivered shall be deemed received when received by the Lot Owner or by any person more than 18-years old who is present at the address of the Lot Owner as shown on the records of the Association.

Notwithstanding the provisions of Section 3 Enforcement Rights and Section 3(a) Notice, to the extent these paragraphs conflict with NC – 47F, the provisions in the North Carolina statute will prevail.

Notice sent by first class mail shall be deemed received on the third business day after same is deposited in the United States Mail, addressed to the address of the Lot Owner on the Association's records, and with proper postage thereon. The Board shall include in its minutes evidence of the

giving of such notice, including a copy of the notice and a statement of the date and manner of delivery signed by the officer, Director or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator or its representative appears at the meeting unless the appearance is made to protest the lack of notice.

If a request for a hearing is not received before the end of the Notice Period, the sanction stated in the notice shall be imposed; provided, however, that the Board may waive any proposed sanction if the violation is cured before the end of the Notice Period. Such waiver shall not constitute a waiver of the right to sanction future violations of the same or other provisions and rules by any person.

Hearing. If a hearing is timely requested, the hearing shall be held by the Board in executive session or by a committee of not less than three (3) Members (who may or may not be Directors of the Association) appointed by the Board for the purpose of hearing such appeals. The Lot Owner shall be afforded a reasonable opportunity to be heard. A written statement of the results of the hearing and the sanctions, if any, imposed, shall be placed in the minutes of the Board and a copy of such statement shall be provided to the Lot Owner in the same manner as the notice required by subsection (a) of this Section 3.

If the hearing was held before a subcommittee appointed by the Board, the Lot Owner shall have the right to appeal the decision to the Board by giving a written notice of appeal to the President or Secretary of the Association within ten (10) days after receiving a copy of the written statement of the results of the hearing. If such notice of appeal is given, the Board shall schedule and notify the Owner of the date of the appeal hearing, which shall be not less than five (5) nor more than fifteen (15) days after notice of appeal is given, and which must be attended by not less than 75% of the Members of the Board. The Owner shall be afforded a reasonable opportunity to be heard. The Board may, by majority vote of the Directors present at such appeal hearing, affirm, modify or reverse the decision of the subcommittee. A written statement of the results of the appeal hearing and the sanctions, if any, imposed, shall be placed in the minutes of the Board and a copy of same shall be provided to the Owner in the same manner as the notice required by subsection (a) of this Section 3.

## **ARTICLE VIII** **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The officers of the Association must be a Member of the Board of Directors. The officers of the Association shall be a President, a Secretary, a Treasurer, Vice President, and a Chief Technology Officer (CTO) and other officers as the Board may from time to time appoint by resolution.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the newly elected Board of Directors.

Section 3. Terms of Officers. The officers of the Association shall be elected annually to the positions of President, Vice President, Treasurer, Secretary and CTO by the new Board.

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 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 the Board. The person 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. The President shall: preside at all meetings of the Board of Directors and of the Members; see that orders and resolutions of the Board are carried out; sign all leases, promissory notes, mortgages, deeds and other written instruments; and, if so, authorized by the Board, sign checks.

Vice President. 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. 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 a seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association and their addresses; and perform such other duties as required by the Board.

Treasurer. The Treasurer shall: receive and deposit in appropriate bank accounts all funds of the Association and disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; issue, or cause to be issued, all requested certificates setting forth whether the assessments applicable to a specific Lot have been paid; cause an annual audit (the scope of which will be defined by the Board) of the Association books to be made by an independent public accountant at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be represented to the Membership at its regular annual meeting, and deliver a copy of each to the Members; and, if directed by resolution of the Board of Directors, sign checks of the Association.

Chief Technology Officer. The Chief Technology Officer (CTO) is responsible for overseeing the effectiveness of technology resources within the HOA like phone systems, WIFI, HOA website, security services, internet and TV and other technology. The CTO's duties include communicating with other Directors and Committee Chairpersons, overseeing technology-related contracts and services, performing research on new technologies that could enhance HOA operations and monitoring the use and implementation of new and existing technologies across the HOA. The CTO focuses specifically on how IT software and related technologies and services influence HOA operations. The CTO will work to ensure that the HOA has the most cost-effective technology to contribute to daily business operations. The CTO works closely with the other Directors and officers to remove outdated systems and replace them with more suitable, budget-friendly, and current alternatives. The CTO will be instrumental in the selection of the Webmaster and coordination of the implementation of HOA requirements for the Website.

**ARTICLE IX**  
**COMMITTEES**

The Board of Directors may appoint such other committees as it deems necessary to carry out the affairs of the Association. All committee Members will serve at the pleasure of the Board.

**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 Member or his agent. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE XI**  
**ASSESSMENTS**

As more fully provided in Article IV of the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made.

**ARTICLE XII**  
**MISCELLANEOUS**

Section 1. Corporate Seal. The Association shall have a seal in a circular form having within its circumference the words: Hawkeswater Homeowners' Association, Inc. Such seal is hereby adopted as the corporate seal of the Association.

Section 2. Amendments. These Bylaws may be amended or repealed, and new by-laws adopted at any regular or special meeting of the Members, by the affirmative vote of two-thirds of the votes cast at such meeting, subject to normal quorum requirements.

Section 3. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 4. Indemnification.

Any person who at any time is serving or has served as a Director, officer, employee or agent of the Association, or who is serving or has served in any such capacity at the request of the Association in any other corporation, partnership, joint venture, trust or other enterprise or, at the request of the Association, as a trustee or administrator under any employee benefit plan, shall be indemnified by the Association to the fullest extent permitted by law, including specifically the indemnification provided by the provisions of the North Carolina Nonprofit Corporation Act, including but not limited to indemnification against

- (i) reasonable expenses, including attorneys' fees actually and necessarily incurred by him in

- connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Association, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and
- (ii) reasonable payments made by him in satisfaction of any judgment, money decree, fine penalty or settlement for which he may become liable in any such action, suit or proceeding.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by the provisions of this Section 4(a), including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and if required, giving notice to, and obtaining approval by the Members of the Association.

Any person who at any time serves or has served in any of the aforesaid capacities for, on behalf of, or at the request of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided under this Section 4(a).

Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Section.

If the North Carolina Nonprofit Corporation Act is subsequently amended to eliminate or further limit the personal liability of Directors or to authorize corporate action to eliminate or further limit such liability, then the liability of the Directors of this Association shall, without any further action of the Board of Directors or the Members of the Association, be eliminated or limited to the fullest extent permitted by the North Carolina Nonprofit Corporation Act as so amended.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is serving or has served as a Director, officer, employee or agent of the Association, or who is serving or has served in any such capacity at the request of the Association in any other corporation, partnership, joint venture, trust or other enterprise or, at the request of the Association, as a trustee or administrator under any employee benefit plan against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would otherwise have the power to indemnify him against such liability.

In addition to the indemnification authorized under the provisions of Sections 4(a) and 4(b) of this Article XII and under the provision of the North Carolina Nonprofit Corporation Act, the Association, acting pursuant to a resolution adopted by its Board of Directors, may by contract agree to indemnify any person who at any time is serving or has served as a Director, officer, employee or agent of the Association, or in any such capacity at the request of the Association in any other corporation, partnership, joint venture, trust or other enterprises or, at the request of the Association, as a trustee or administrator under any employee benefit plan, against liability and reasonable litigation expenses, including attorneys' fees, arising out of his status as such or his activities in any of the foregoing capacities before or after the date on which the contract is executed; PROVIDED, HOWEVER, that the Association may not agree under any such contract to indemnify any such person against any liability or litigation expense he may incur in relation to matters as to which he shall have been adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason or willful misconduct in the performance of duty.

Any repeal or modification of the foregoing provisions of this Section 4 shall not affect any rights or obligations then existing with respect to any state of facts then or therefore or thereafter brought

based in whole or in part on any such state of facts.

This Section is intended to provide indemnification solely for actions taken by a person in his/her capacity as an officer or Director of the Association. Nothing herein shall be deemed to provide indemnification to any person for any liability that may result from that person's ownership of property within the Properties.

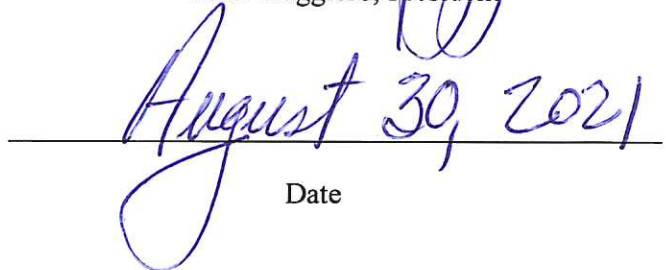
Section 5. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 6. Gender. Any use of the masculine gender in these Bylaws shall be construed to include the feminine gender. Any use of the singular shall be construed, as appropriate, to include the plural.

The undersigned hereby certifies that he is the President of Hawkeswater Homeowners' Association, Inc. (the "Association"), and that the foregoing Bylaws of Hawkeswater Homeowners' Association, Inc., have been duly voted on by the Board of Directors.



Peter Ruggiero, President



Date