

**BYLAWS
OF
H. R. HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I. MEETINGS OF MEMBERSHIP

Section 1. Annual Meeting. The annual meeting of this corporation will be held on the 18th day of January of each year or at such other time and place designated by the Board of Directors of the corporation provided that if said day falls on a Sunday or legal holiday, then the meeting will be held on the first business day thereafter. Business transacted at said meeting will include the election of directors of the corporation.

Section 2. Special Meetings. Special meetings of the MEMBERS will be held when directed by the President, Board of Directors, or MEMBERS not less than 10 percent of all the MEMBERS entitled to vote at the meeting. A meeting requested by MEMBERS of the corporation will be called for a date not less than 10 nor more than 60 days after the request is made, unless the MEMBERS requesting the meeting designate a later date. The call for the meeting will be issued by the Secretary, unless the President, Board of Directors, or MEMBERS requesting the meeting will designate another person to do so.

Section 3. Place. Meeting of MEMBERS will be held at the principal place of business of the corporation or at such other place as is designated by the Board of Directors.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose(s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting to each MEMBER of record entitled to vote at such meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail and addressed to the MEMBER at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 5. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting will be given on the new record date as provided in this Article to each MEMBER of record entitled to vote at such meeting.

Section 6. Shareholder Quorum and Voting. Twenty percent (20%) of the MEMBERS entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of the H.R. Homeowners Association, Inc.

If a quorum, as herein defined, is present, the affirmative of fifty-one percent (51%) of the MEMBERS represented at the meeting and entitled to vote on the subject matter thereof will be the act of the MEMBERS unless otherwise provided by law.

Section 7. Voting of MEMBERS. Each household of Huntington Ridge subdivision of Loganville, Georgia will be entitled to one vote on each matter submitted to a vote at a meeting of the MEMBERS.

Section 8. Proxies. A MEMBER may vote either in person or by proxy provided that any and all proxies are executed in writing by the MEMBER or his duly authorized attorney-in-fact. No proxy will be valid after the duration of 11 months from the date thereof unless otherwise provided in the proxy.

Section 9. Action by MEMBERS Without a Meeting. Any action required or permitted by law, these bylaws, or the Articles of Incorporation of this corporation to be taken at any annual or special meeting of MEMBERS may be taken without a meeting, without prior notice and without a vote, provided that a written consent is fixed setting forth the action so taken, and signed by the MEMBERS having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all MEMBERS entitled to vote thereon were present and voted, as provided by law.

ARTICLE II. DIRECTORS

Section 1. Function. All corporate powers, business and affairs will be exercised, managed and directed under the authority of the Board of Directors.

Section 2. Qualifications. Directors shall be residents of Huntington Ridge Subdivision, Loganville, Georgia, and shall be residents of this state.

Section 3. Compensation. There shall be no compensation for directors of this corporation.

Section 4. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 5. Number. This corporation will have five (5) directors.

Section 6. Election and Term. Each person named in the Articles of Incorporation as a member of the initial Board of Directors will hold office until his successor will have been qualified and elected at the first annual meeting of MEMBERS or until said director's earlier resignation, removal from office or death.

At the first annual meeting of MEMBERS and at each annual meeting thereafter, the MEMBERS will elect directors to hold office until the next annual meeting. Each director will hold office for a term for which he is elected until his successor will have been qualified and elected, his prior resignation, his removal from office or his death.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors will be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy will hold office only until the next election of directors by the MEMBERS.

Section 8. Removal of Directors. At a meeting of MEMBERS called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the MEMBERS then entitled to vote at an election of directors.

Section 9. Quorum and Voting. Three (3) of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of three (3) of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 10. Executive and Other Committees. A resolution adopted by majority of the Board of Directors may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the Board of Directors to the extent provided in such resolution, except as is provided by law.

Section 11. Place of Meeting. Special or regular meetings of the Board of Directors will be held at a designated location.

Section 12. Notice, Time and Call of Meetings. Regular meetings of the Board of Directors will be held without notice on the first Tuesday of each fiscal quarter. Written notice of the time and place of special meetings of the Board of Directors will be given to each director by either personal delivery, phone call, telegram, or cablegram at least three (3) days before the meeting or by notice mailed to the director at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting will constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the chairman of the board, the president of the corporation or any two directors.

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent will have the same effect as a unanimous vote.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of this corporation will consist of a president, a vice president, a secretary and a treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person, except the office of president and secretary shall be separate persons.

Section 2. Duties. The officers of this corporation will have the following duties:

The President will be the chief executive officer of the corporation, who generally and actively manages the business and affairs of the corporation subject to the directions of the Board of Directors. He will preside at all meetings of the MEMBERS and Board of Directors.

The Vice President will in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been duly elected president.

The Secretary will have custody of and maintain all of the corporate records, except the financial records. Furthermore, he will record the minutes of all meetings of the shareholders and Board of Directors, send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

The Treasurer shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the

annual meetings of shareholders and whenever else required by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Any vacancy in any office may be filled by the Board of Directors.

ARTICLE IV. CORPORATE SEAL

The Board of Directors will provide a corporate seal which will be in circular form, embossing in nature and stating "Corporate Seal," "Georgia," year of incorporation and name of said corporation.

ARTICLE V. AMENDMENT

These bylaws may be altered, amended or repealed and altered, amended or new bylaws may be adopted by majority vote of a quorum of officers, Board of Directors, and active MEMBERS.