

STATE OF NORTH CAROLINA

COUNTY OF GASTON

AMENDMENT TO THE BYLAWS OF REFLECTION POINTE HOMEOWNERS  
ASSOCIATION, INC.

This is an Amendment to the Bylaws of Reflection Pointe Homeowners Association, Inc. (“hereinafter Bylaws”). Article VII of the Bylaws provides they may be amended as provided in N.C.G.S. 55A-10-21.

WHEREFORE, the Bylaws are hereby amended as follows:

1. Article IV Membership **Section 4.1 Qualification** shall hereby be deleted in its entirety and replaced with the following:

“**Section 4.1 Qualification** Membership in the Association shall be limited to the Owners, and every Owner of a Lot shall automatically be a Member of the Association. “Membership” means all Members as a group. Membership in the Association shall be appurtenant to and may not be separated from Lot ownership. The date of recordation in the Office of the Register of Deeds of Gaston County of the deed conveying any Lot shall govern the date of ownership that Lot. However, in the case of death, the transfer of ownership shall occur on the date of death (in the case of intestacy), or on the date of probate of the will (in the case of testacy). Until a decedent’s will is probated, the Association will rely upon the presumption that a deceased Owner died intestate.”

2. Article IV Membership **Section 4.3 Annual Meetings** shall hereby be deleted in its entirety and replaced with the following:

“**Section 4.3 Annual Meetings.** A meeting of the Association shall be held at least once each year as required by N.C.G.S. § 47F-3-108. The Annual Meeting of the Association shall be held in either late November or early December as determined by the Board. At

such meetings, the Board shall be elected in accordance with Article V of these Bylaws, and the Members shall transact such other business as may properly come before the meeting.”

3. Article V Board **Section 5.2 Number, Term and Qualification** shall hereby be deleted in its entirety and replaced with the following:

**“Section 5.2 Number, Term and Qualification:** As required by N.C.G.S. 47F-3-103(e), the Members shall elect five (5) Board members following the Turnover Date, each to serve until the next Annual Meeting (or until a successor is elected and qualified) and each of whom must be a Member. Thereafter, the Board shall consist of five (5) individuals, each of whom shall serve two (2) year term (or until a successor is elected and qualified), and each of whom shall be a member in good standing, i.e., is current in the payment of all assessments and has not pending violations. The two year terms will be staggered such that three members will be elected for two years beginning with the elections held at the first Annual meeting after this change is approved. The remaining two members elected at that meeting will serve for one year, and those two Board positions will be open for nominees at the following Annual meeting. The two elected at that meeting will serve for two years, and the staggered plan is thus established for succeeding years. At least three (3) Board members shall be residents of Reflection Pointe. A resident is defined as an owner whose home in Reflection Pointe is his/her primary residence. Board members may succeed themselves in office. If, at the conclusion of any annual meeting at which directors are elected, any newly-elected director who is not a resident will be disqualified from assuming office unless there are at least three other directors who are residents. Any vacancy on the board created by the exercise of this role shall be filled by appointment of the remaining directors, such appointee to serve until the next annual meeting. In making such appointment, the board shall first consider any resident candidate who received votes at the annual meeting who is otherwise qualified to serve, but the board will not be obligated to appoint such person to fill the vacancy.

4. Article V Board **Section 5.3 Election of Board Members** shall hereby be deleted in its entirety and shall be replaced with the following:

**“Section 5.3 Election of Board Members.** The election of all Board members shall be by ballot. Persons receiving the highest number of votes (see section 4.8) shall be elected. Cumulative voting is not permitted.”

5. Article V Board **Section 5.4 Removal** shall hereby be deleted in its entirety and shall be replaced with the following:

**“Section 5.4 Removal** Any Board member may be removed from the Board, with or without cause, by a majority of the votes entitled to be cast by all Members present and entitled to vote at any meeting of the Membership at which a quorum is present; provided, the notice of the meeting must state that the purpose, or one of the purposes, of

the meeting is removal of the Board member. If any Board members are so removed, their successors as Board members may be elected by the Membership at the same meeting to fill the unexpired terms of the Board members so removed as provided in Section 5.3.”

6. Article V Board **Section 5.5 Vacancies** shall hereby be deleted in its entirety and shall be replaced with the following:

“**Section 5.5 Vacancies.** A vacancy occurring in the Board may be filled by a majority of the remaining Board members, though less than a quorum, or by the sole remaining Board member; provided, however, a vacancy created by an increase in the authorized number of Board members shall be filled only by election at an Annual or substitute Annual Meeting or at a Special Meeting of Members called for that purpose. The Members may elect a Board member at any time to fill any vacancy not filled by the Board members.”

7. Article V Board **Section 5.6 Chairman** shall hereby be deleted in its entirety and replaced with the following:

“**Section 5.6 Chairman and President.** A member of the Board shall be elected as Chairman of the Board by the Board members at the first meeting of the Board. The Chairman shall also serve as President and preside at all meetings of the Board and perform such other duties required by these Bylaws.”

8. Article VII Officers **Section 7.1 Enumeration of Officers** shall hereby be deleted in its entirety and replaced with the following:

“**Section 7.1. Enumeration of Officers.** The officers of the Association shall consist of a President, a Secretary, a Treasurer, a Vice President, and an Assistant Secretary/Treasurer. These officers must be Board members.”

9. Article VII Officers **Section 7.6 President** shall hereby be deleted in its entirety and replaced with the following:

“**Section 7.6 President.** The President shall be the chief executive officer of the Association and shall preside at all meetings of the Members. He shall also preside at all meetings of the Board. He shall see that the orders and resolutions of the Board are carried out; he shall sign all written agreements or instruments on behalf of the Association and co-sign all promissory notes of the Association, if any, with the Treasurer; and he shall have all of the general powers and duties which are incident to the office of President of a corporation organized under the Act in connection with the supervision, control and management of the Association in accordance with the Project Documents.”

10. Article VII Officers **Section 7.7 Vice President** shall hereby be deleted in its entirety and replaced with the following:

**“Section 7.7 Vice President.** The Vice President, unless otherwise determined by the Board shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the Vice President shall perform such other duties and have such other powers as the Board shall prescribe.”

11. Article VII Officers **Section 7.10 Assistant Secretaries and Assistant Treasurers** shall hereby be deleted in its entirety and replaced with the following:

**“Section 7.10 Assistant Secretary/Treasurer** The Assistant Secretary/Treasurer shall, in the absence or disability of the Secretary or the Treasurer perform the duties and exercise the powers of those offices, and he shall, in general, perform such other duties as shall be assigned to him by the President or the Board.”

12. Article VIII Amendment **Section 8.2 Amendments by Declarant or Board** shall hereby be deleted in its entirety and replaced with the following:

**“Section 8.2 Amendments by the Board.** The Board shall have the right to amend these Bylaws for the purposes set forth in Section 12.2 and Section 12.3 of the Declaration, without the consent or approval of any other Member.”

13. Article VIII Amendment **Section 8.3 Agency Approval** shall hereby be deleted in its entirety.

The undersigned, being the President of the Association, hereby confirms the adoption of the foregoing Amendment which was voted on and approved in accordance with N.C.G.S. 55A-10-21 and Article VII of the Bylaws. This Amendment will become effective immediately upon execution.

(SIGNATURES ON FOLLOWING PAGES)

Reflection Pointe Homeowners Association, Inc.

By: *Neil M. Brennan*

Print Name: NEIL M. BRENNAN  
Title: President

STATE OF North Carolina

COUNTY OF Gaston

I, the undersigned, a Notary Public of the aforesaid County and State, do hereby certify that Neil M. Brennan personally appeared before me this day and acknowledged that s/he is the **President of Reflection Pointe Homeowners Association, Inc.**, a North Carolina corporation, and that s/he, as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official stamp or seal, this the 4 day of November, 2013.

*Danielle B. McConnell*  
Print Name: Danielle B. McConnell  
My Commission Expires: 4/11/15

[SEAL]