

**BY-LAWS  
OF  
JACOB'S COVE MANAGEMENT GROUP, INC**

**ARTICLE I**

**OFFICE**

Section 1. Principal Office. The principal office of the corporation shall be at such place in Alabama as may be designated from time to time by the Board of Directors.

Section 2. Other Offices. The corporation shall also have offices at such other places without, as well as within, the State of Alabama as the Board of Directors may from time to time determine.

**ARTICLE II**

**MEETINGS OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of the members of the corporation for the purpose of electing directors, and transacting such other business as may come before the meeting shall be held within 120 days of the end of each fiscal year of the corporation. The annual meeting shall be held at such time and place and on such date as the Directors shall determine from time to time and as shall be specified in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by a majority of the Board of Directors acting with or without a meeting, or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 3. Notice of Meetings. Unless waived, a written notice of each annual or special meeting, stating the day, hour and place and the purpose or purposes for which the meeting is called, shall be served upon or mailed to each member of record entitled to vote or entitled to notice, not more than fifty days nor less than ten days before any such meeting. If mailed, it shall be directed to a member at his address as the same appears upon the records of the corporation.

All notices with respect to any lots in the names of two or more persons may be given to whichever of such persons is named first on the books of the corporation and notice so given shall be effective as to all the owners of record of such lot.

Every person who by operation of law, transfer or otherwise shall become a lot owner, shall be bound by every notice in respect of such lot which, prior to his name and address being entered upon the books of the corporation as the registered lot owner, shall have been given to the person in whose name such lot ownership appeared of record.

**Section 4. Waiver of Notice.** Any member, either before or after any meeting, may waive any notice required to be given by law or under these By-Laws, and whenever all of the members entitled to vote shall meet in person or by proxy and consent to holding a meeting, it shall be valid for all purposes without call or notice, and at such meeting any action may be taken.

**Section 5. Quorum.** At all meetings of members, the lot owners entitled to exercise a *majority* of the voting power of the members, present in person or represented by proxy, shall constitute a quorum, except when a greater proportion is required by law.

At any meeting, whether a quorum is present or not, the holders of a majority of the voting shares represented by members present in person or by proxy, may adjourn from time to time and from place to place without notice other than by announcement at the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might be transacted at a meeting as originally notified or held.

**Section 6. Proxies.** Any member of record who is entitled to attend a members' meeting, or to vote thereat, or to assent or give consents in writing, shall be entitled to be represented at such meeting or to vote thereat or to assent or give consents in writing, as the case may be, or to exercise any other of his rights, by proxy or proxies appointed by a writing signed by such members, which need not be sealed, witnessed or acknowledged. A photostatic or equivalent reproduction of a writing appointing a proxy or proxies shall be a sufficient writing.

No appointment of a proxy shall be valid after the expiration of eleven months after it is made, unless the writing specifies the date on which it is to expire or the length of time it is to continue in force.

Unless the writing appointing a proxy or proxies otherwise provides:

(a) In case two or more persons are appointed and but one attends the meeting, he may exercise all the authority, subject, however, to the provisions of subparagraph (d) hereof;

(b) In case three or more persons are so appointed a majority of such persons may exercise all the authority;

(c) In case an even number of persons so appointed shall attend the meeting or otherwise exercise the authority granted, and it appears that they are divided upon the question of voting such shares or exercising the authority granted, each shall be entitled to vote or exercise such authority in respect to an equal number of the shares;

(d) Each and every proxy shall have power of substitution, and when three or more persons are appointed, a majority of them or their respective substitutes may appoint a substitute or substitutes to act for all;

(e) A writing appointing a proxy shall not be revoked by the death or incapacity of the maker unless before the vote is taken or the authority granted is otherwise exercised, written notice of such death or incapacity is given to the corporation by the executor or administrator of the estate of such maker or by the fiduciary having control of the shares in respect of which the proxy was appointed;

(f) The presence of a member at a meeting shall not operate to revoke a writing appointing a proxy and such member may revoke his proxy only by giving notice to the corporation in writing or in open meeting before any vote is taken.

**Section 7. Voting.** At any meeting of members, each lot shall, except as otherwise provided by law, be entitled to one vote in person or by proxy for each lot registered in his name on the books of the corporation (1) on the date fixed pursuant to subparagraph (f) of Section 2 of Article IV of these By-Laws as the record date for the determination of members entitled to vote at such meeting, notwithstanding the prior or subsequent sale or other disposal of such share or shares or transfer of the same on the books of the corporation on or after the date so fixed, or (2) if no such record date shall have been fixed, then at the time of such meeting.

**Section 8. Action Without Meeting.** Any action which may be taken at any meeting of members may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to notice of a meeting for such purpose.

### **ARTICLE III**

#### **DIRECTORS**

**Section 1. Number of Directors.** Until changed in accordance with the provisions of this section, the number of directors of the corporation, all of whom must be members, shall be that number set out in the Articles of Incorporation. The number of directors may be fixed or changed by resolution adopted by two-thirds of all the members at any annual meeting, or any special meeting called for that purpose. However, no reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

**Section 2. Election of Directors.** Directors shall be elected at the annual meeting of members, but when the annual meeting is not held or directors are not elected thereat, they may be elected at a special meeting called and held for that purpose. Such election shall be by ballot whenever requested by any member entitled to vote at such election, but unless such a request is made, the election may be conducted in any manner approved at such meeting.

At each meeting of members for the election of directors the persons receiving the greatest number of votes shall be elected.

**Section 3. Term of Office.** Directors shall hold office until the annual meeting next succeeding their election and until their successors are elected and qualified.

**Section 4. Vacancies.** Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors until an election to fill such vacancies is had. Members entitled to elect directors shall have the right to fill any vacancy in the Board (whether the same has been temporarily filled by the remaining directors or not) at any meeting of the members called for that purpose, and any directors elected at any such meeting of members shall serve until the next annual election of directors and until their successors are elected and qualified.

## **ARTICLE IV**

### **POWERS, MEETINGS AND COMPENSATION OF DIRECTORS**

**Section 1. General Power of Board.** The powers of the corporation shall be exercised, its business and affairs conducted, and its property controlled by the Board of Directors, except as otherwise provided in the Certificate of Incorporation, amendments thereto, or the laws of Alabama.

**Section 2. Other Powers.** Without prejudice to the general powers conferred by or implied in the preceding section, the directors, acting as a board, shall have power:

- (a) To fix, define and limit the powers and duties of all officers, if any, and to fix the salaries of all officers;
- (b) To appoint and, at their discretion, with or without cause, to remove or suspend such subordinate officers, assistants, managers, agents and employees as the directors may from time to time deem advisable, and to determine their duties and fix their compensation;
- (c) To require any officer, agent or employee of the corporation to furnish a bond for faithful performance in such amount and with such sureties as the Board may approve;
- (d) To designate a depository or depositaries of the funds of the corporation and the officer or officers or other persons who shall be authorized to sign notes, checks, drafts, contracts, deeds, mortgages and other instruments on behalf of the corporation;
- (e) To appoint and remove transfer agents and/or registrars for the corporation's shares; and
- (f) To fix a date as the record date for the purpose of determining members entitled to notice of or to vote at any meeting of the members or any adjournment thereof, or for the purpose of determining members entitled to receive any dividend, or for the purpose of making a determination of members for any other proper purpose. The date so fixed as the record date by the Board of Directors shall not be more than fifty days, and in the case of a meeting of members, not less than ten days prior to the date on which the particular action, requiring such determination of members, is to be taken. Only the persons who are members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, to receive payment of such dividend, or to be considered as members for any other proper purpose, notwithstanding any transfer of any shares on the books of the corporation after any record date fixed as aforesaid, or change of ownership of any shares either before or after such record date, and such persons shall conclusively be deemed to be the members of the corporation on such record date notwithstanding notice or knowledge to the contrary; and the Board of Directors may close the books of the corporation against transfers of shares during the whole or any part of such period.

**Section 3. Meetings of the Board.** A meeting of the Board of Directors shall be held immediately following the adjournment of each members' meeting at which directors are elected, and notice of such meeting need not be given.

The Board of Directors may, by by-laws or resolution, provide for the other meetings of the Board.

Special meetings of the Board of Directors may be held at any time upon call of any two members of the Board.

Notice of any special meeting of the Board of Directors shall be mailed to each director, addressed to him at his residence or usual place of business at least three days before the day on which the meeting is to be held, or shall be sent to him at such place by email, or be given personally or by telephone not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting, but need not state the purposes thereof. Notice of any meeting of the Board need not be given to any director, however, if waived by him in writing or by email, whether before or after such meeting is held, or if he shall be present at such meeting, and any meeting of the Board shall be a legal meeting without any notice thereof having been given if all the directors shall be present thereat.

All meetings of the Board shall be held at the office of the corporation in the City of Huntsville, or at such other place within or without the State of Alabama as the Board may determine from time to time and as may be specified on the notice thereof. 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 and participation by such means shall constitute presence in person at a meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, provided that whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until a quorum shall be present.

Section 5. Compensation. The directors as such shall not receive any salary for their services.

Section 6. Committees. The Board of Directors may designate one or more committees as provided by law which may during intervals between the meetings of the Board exercise the powers of the Board and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it.

Section 7. Architectural Control Committee. The Board of Directors shall also act as the Architectural Control Committee for the Jacob's Cove Subdivision, as described in the plat recorded in Plat Book 39, Page 31, in the Probate Records of Madison County, Alabama; for the Jacob's Cove Subdivision, Phase Two, as described in the plat recorded in Plat Book 41, Page 51, in the Probate Records of Madison County, Alabama; for the Jacob's Cove Subdivision, Phase Three, as described in the plat recorded in Plat Book 44 , Page 55 , in the Probate Records of

Madison County, Alabama; and for the Jacob's Cove Subdivision, Phase Four, as described in the plat recorded in Plat Book 45, Page 94, in the Probate Records of Madison County, Alabama.

ARTICLE V

AMENDMENTS TO THE BY-LAWS

The members, by an affirmative vote of two-thirds of the members, may make, alter, or amend the by-laws without notice, at any regular meeting, or any special meeting, if notice thereof be contained in the notice of special meeting.

ARTICLE IX

SEAL

The Board of Directors shall provide a suitable seal containing the name of the corporation.

CERTIFICATE

We, the undersigned, hereby certify that we are a majority of the members of the board of directors of **JACOB'S COVE MANAGEMENT GROUP, INC.**, an Alabama non-profit corporation, and that the foregoing By-Laws were adopted by the members of the board of directors of the corporation on the date hereof, and are the authentic By-Laws of the corporation.

DATED: 3/16/2007

Directors

  
  
  
  
