

BYLAWS
OF
CHATEAU ELAN COUNTRY ESTATES HOMEOWNERS, INC.

ARTICLE I

NAME AND LOCATION

The name of the association is *Chateau Elan Country Estates Homeowners, Inc.*, hereinafter reined to as the "Association". The principal office of the Association (until otherwise designated by the Board) (as hereinafter defined) shall be located at 2042 Burgundy Drive, Braselton, Georgia 30517, but meetings of members and directors may be held at such other places within the State of Georgia, County of Barrow, as may be designated by the Board.

ARTICLE II

DEFINITIONS

Unless otherwise set forth herein, the terms used in these Bylaws shall have the same meanings ascribed to such terms as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Chateau Elan Golf Club & Country Estates, filed on November 22, 1989 in Deed Book 134, Page 34 et seq. in the records of Barrow County, Georgia (the "Original Covenants") and as set forth in the Additional Declaration of Covenants, Conditions and Restrictions and Easements for Chateau Elan Golf Club & Country Estates filed for record in the office of the Clerk of the Superior Court of Barrow County, Georgia, on September 12, 2002 as such Declaration may be amended from time to time ("Additional Declaration"), and which Additional Declaration is incorporated herein by reference.

ARTICLE III

MEETINGS

3.1 Annual Meeting of Members. The regular annual meeting of the members shall be held on the second Monday of January of each year, or within two weeks of that date and at such place within the State of Georgia, as shall be designed in the call of meeting pursuant to Article 3.3 below. The members shall at such annual meeting elect a Board of Directors for the upcoming year, in the manner provided in Article 4.1 hereof and shall have authority to transact any and all business which may be brought before such meeting.

3.2 Special Meetings of Members. Special meetings of Members shall be held, at

such place within the State of Georgia, as shall be designated in the call of the meeting. Special meetings may be called by the President at any time and must be called by the President when so requested in writing by any two Directors or by twenty-five percent (25%) of the membership.

3.3 Notice of Meetings. Written notice of the place, date and time of every annual or special meeting of Members shall be mailed to each Member, at least twenty-one (21) days before such meeting. Each Member shall register his address with the Association, and notices of meetings shall be mailed to him at such address. If for a special meeting, such notice shall state the object or objects of the meeting. It shall not be necessary that notice of an annual meeting specify the business to be transacted at such meeting, but such notice shall specify the number of directors to be elected at such annual meeting.

3.4 Quorum. Unless otherwise provided in the Declaration, a quorum at any meeting of Members, whether annual or special, shall consist of the presence at such meeting, in person or by proxy, of Members entitled to cast thirty percent (30%) of the total of all votes. Unless otherwise provided in the Articles of Incorporation of the Association, or in the Declaration, or in these Bylaws, a majority of the votes entitled to be cast by all Members present at a meeting shall be necessary and sufficient to decide and act upon any question which shall come before the meeting. No business shall be transacted at any meeting unless a quorum is present.

3.5 Voting. Voting rights of Members shall be as set forth in the Declaration. Where any Member is a group or entity other than one individual person, the vote on behalf of such Member shall be exercised only by such individual person as shall be designated in proxy instrument duly executed by or on behalf of such Member and delivered to the Secretary of the Association.

ARTICLE IV

DIRECTORS

4.1 Number. The affairs of this Association shall be managed by an Initial Board consisting of seven (7) Directors until the members of the Association hold an election for Directors of the Board at the first annual meeting. Subsequent to the first annual meeting, the affairs of the Association shall be managed by a Board of seven (7) Directors. The number of Directors may be changed by amendment of the By-Laws of the Association. The Board of Directors shall have the authority to elect the officers of the Association.

4.2 Term of Office. At the first annual meeting, the Board shall be constituted with seven (7) Directors, in accordance with the following procedure: the Members shall elect three (3) Directors to serve a one year term, and four (4) Directors to serve a two year term. At each annual meeting, the Members shall elect three (3) Directors to serve a two year term, and the directors and officers shall hold their positions until their successors have been elected. The past president shall remain on the board as the seventh member for a period of one year past the expiration of his/her original two year term.

4.3 Removal. Once the control of the Association passes to the Members as provided

hi the Declaration, 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.

4.4 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.

4.5 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 a meeting of the Directors.

4.6 Nomination. Nomination for elected members 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.

4.7 Election. Election to the Board of Directors shall be by secret written ballot. At such election the Mothers 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.

4.8 Regular Meeting of Directors. 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 such 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.

4.9 Special Meeting of Directors. Special meetings of the Board of Directors shall be held, at such place within the State of Georgia, as shall be designated in the call of such meetings. Special meetings of the Board of Directors may be called by the President at any time, in his discretion, and must be called by the President whenever so requested in writing by two Members of the Board of Directors.

4.10 Notice of Meetings. Notices of special meetings of the Board of Directors shall be given by the President or the Secretary to each Member of the Board, not less than three (3) days before the time at which such meetings are to convene. Said notices may be given by telephone, or by any other form or written or verbal communication. It shall not be necessary for notices of special meetings of the Board of Directors to state the purposes or objects of the meetings. The Directors may waive notice of any meeting. Action may be taken by the Directors without a meeting if such action is consented to in writing by all of the Directors.

4.11 Quorum. A quorum at any meeting of the Board of Directors shall consist of a majority of the Members of the Board. Unless otherwise provided in the Articles of Incorporation of the Association, or in these Bylaws, or in the Declaration, a majority of those present at any meeting at which a quorum is present may decide any questions which may come before the meeting.

4.12 Powers. The Board of Directors shall have power to:

(a) develop and recommend rules and regulations governing the use of the Common Property and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof; and such rules shall become effective upon approval by 2/3 of the Members;

(b) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association, without the necessity of providing notice and hearing to the Member. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (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 Bylaws, 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

(e) employ a manger, au independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

4.14 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 one-fourth (1/4) of the Class A 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 Additional 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 as such assessments are determined by a budget, which shall be prepared by the Board and delivered to all Members and shall become effective unless disproved by a majority of the Members at a duly called meeting;

(2) said 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 owner personally obligated to pay the same.

(d) issue, or to 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 insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Property to be maintained.

ARTICLE V

OFFICERS AND THEIR DUTIES

5.1 Enumeration of Officers. The officers of this Association shall be a president and a 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.

5.2 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.

5.3 The officers of this Association shall be elected annually by the Board and each shall hold an office for not less than one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

5.4 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, as controlled by the other provisions of this Additional Declaration.

5.5 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.

5.6 Vacancies. A vacancy in any office may be filled by appointment by the Board.

The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

5.7 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 5.4 of this Article.

5.8 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, telephone numbers 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; 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 certified 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 annual meeting, and deliver a copy of each to the Members.

ARTICLE VI

SEAL

6.1 Corporation Seal The corporate seal of the Association shall be in the following

form, to wit:

Chateau Elan Country Estates Homeowners, Inc.

Corporate Seal

and the seal in such form is hereby adopted as the corporate seal of the corporation.

ARTICLE VII

MISCELLANEOUS

7.1 The Additional Declaration. All provisions contained in the Additional Declaration with regard to rights, powers and duties of the Association, the Members thereof and the Board of Directors thereof are hereby incorporated into these Bylaws by this reference, with the same effect as if such provisions were fully set forth therein.

7.2 Committees. The Association shall appoint an Architectural Control Committee, as provided in the Additional Declaration, and a nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

7.3 Books and Records. The books and records of the Association shall at all times, during reasonable business hours, be open for inspection by any Members of the Association.

7.4 Indemnification. The indemnification provisions of O.C.G.A. Sections 14-3-850 through 14-3-858, including subsequent amendments are incorporated herein by reference.

7.5 Fiscal Year. The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the Calendar year.

7.6 Parliamentary Rules. Robert Rules of Order (current edition) shall govern the conduct of all Association proceedings, when not in conflict with Georgia law, the Articles of Incorporation, the Declaration, these Bylaws, or a ruling made by the Person presiding over the proceeding.

7.7 Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, the Declaration, these Bylaws, then the provisions of Georgia law, the Declaration, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

7.8 Notices. Unless otherwise specified in the Declaration of Bylaws, all notices, demands, bills, statements, or other communications required or permitted to be sent under the

Declaration or these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by first class mail, postage prepaid to:

Chateau Elan Country Estates Homeowners, Inc.
c/o 2042 Burgundy Drive
Braselton, Georgia 30517

(a) if to a Member, at the address which the Member has designated in writing and filed with the Secretary or, if no such address has been designated, at the last known address of the Member; or

(b) if to the Association, the Board of Directors, or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other address as Ann be designated by notice in writing to the Members.

If there are multiple Owners of a single piece of property, notice to one (1) shall be deemed notice to all.

7.9 Amendment. The provisions of the Declaration applicable to amendment of that instrument shall apply to any amendment to these Bylaws, except that any requirement of recording any amendment which is contained in the Declaration shall not apply to any amendment of these Bylaws.

7.10 Fining Procedure. The Board shall not impose a fine (a late charge APR not constitute a fine) unless and until the following procedure is followed:

(a) Notice. Written notice to cease and desist from an alleged violation shall be served upon the alleged violator specifying:

(i) the alleged violation;

(ii) the action required to abate the violation; and

(iii) a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of a fine, if the violation is not continuing. The Board or its designee may demand immediate abatement in such circumstances which, in the Board's determination, pose a danger to safety or property.

(b) Imposition of Fines. Within twelve (12) months of Such demand, if the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule is subsequently violated, the Board may, upon notice, impose a fine. The notice shall state:

(i) the nature of the alleged violation;

(ii) that the alleged violator may, within ten (10) days from the date of the notice, request a hearing regarding the fine;

(iii) that any statement, evidence, and witnesses may be produced by the alleged violator at the hearing; and

(iv) that all rights to have the fine reconsidered are waived if a hearing is not requested within ten (10) days of the date of the notice.

(c) Hearing. If a hearing is requested, it shall be held before the Board in executive session, and the alleged violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing.

(d) Appeals Procedure. Within thirty (30) days of the Board's decision in the hearing, the Member who has been fined may seek judicial redress of any unfavorable decision. In any such judicial proceeding, if the Association shall be the prevailing party it will be entitled to recover from said Member the costs of the suit as well as reasonable attorney's fees.

CERTIFICATION BY SECRETARY

I, _____, Secretary of CHATEAU ELAN COUNTRY ESTATES HOMEOWNERS, INC., do hereby certify that the foregoing nine (9) pages (not including this page) are a true and complete copy of the Homeowners' Bylaws as submitted to and adopted by its Board of Directors on the _____ day of _____, 2009.

IN WITNESS WHEREOF, I have set my hand and the seal of the Corporation hereto this _____ day of _____ 2009.

Secretary

[CORPORATE SEAL]