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FILED IN GREENVILLE COUNTY, SC

STATE OF SOUTH CAROLINA)

RESTATED AND AMENDED

COUNTY OF GREENVILLE)

BY-LAWS

OF

HOLLY TRACE HOMEOWNERS ASSOCIATION, INC

The Amended and Restated By-Laws set forth below are effective as of April 30th, 2005 ("Effective Date"), pursuant to vote of the Holly Trace Homeowner's Association ("Association") at the Annual Meeting of Homeowners of the Association, held on the Effective Date

These Amended and Restated By-Laws are applicable to all of the numbered lots of all three Sections of Holly Trace, and supercede and replace the prior By-Laws set forth in in their RMC Office for Greenville County, SC in Plat Book "14-O" at Page 76, Plat Book "16-C", at Page 65 and in Plat Book "18-V" at Page 28, and apply equally to all members of the Association.

ARTICLE I

NAME AND LOCATION

The name of the Corporation shall be HOLLY TRACE HOMEOWNERS ASSOCIATION, INC, hereinafter referred to as the "Association". The principal office of the Corporation shall be located at 118 Circle Slope Drive, Simpsonville, South Carolina 29681, but meetings of members and directors may be held at such places within the State of South Carolina as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

This Association does not contemplate pecuniary gain or profit to the members thereof, and the purpose of the Association, as provided in the Certificate of Incorporation, is as follows: The purpose of the said proposed Corporation is not for business or profit, but for the establishment of an organization to build, own and operate recreation facilities in a subdivision known as Holly Trace, Sections 1, 2 and 3, and to provide a means for enforcement of compliance with and approval of variations from the Restrictive and Protective Covenants for Holly Trace Subdivision, Sections 1, 2 and 3.

ARTICLE III

DEVELOPMENT AGREEMENT

The Association proposes to enter into an Agreement with subdivision developer (Balentine Brothers Builders, Inc.). The Agreement will set forth the terms and conditions upon which the developer will convey to the Association land and recreational facilities. Upon the execution of said Agreement, the Association and its membership shall be bound thereby and any provisions of these By-Laws which may be in conflict with, contrary to, or inconsistent with said Agreement, shall be ineffectual as to the rights of the developer and the provisions of said Agreement shall prevail. In addition, if there is any conflict between "The Restrictive and Protective Covenants for Holly Trace, Sections 1, 2 and 3" and these By-Laws, the Restrictive and Protective Covenants shall prevail

electronically added

The Agreement to be entered into with the developer will be subject to the approval of the membership of the Association by a simple majority vote.

ARTICLE IV

DEFINITIONS

Section 1 "Association" shall mean and refer to Holly Trace Homeowners Association, Inc., a non-profit corporation organized and existing under the laws of the State of South Carolina

Section 2 "Member" shall mean and refer to those persons owning homes in Holly Trace Subdivision, or their designated representative, providing they pay their dues of and future dues to be established annually by the Board of Directors.

Section 3 "Vote" There will be one (1) vote per residence

ARTICLE V

MEETING OF MEMBERS

Section 1 ANNUAL MEETINGS. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on or before June 15 of each year, on such day and at such time as the Board of Directors shall deem convenient. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2 SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1/4) of the members.

Section 3 NOTICE OF MEETINGS. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, delivered either personally or by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4 QUORUM. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members 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 as aforesaid shall be present or be represented.

Section 5 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 and shall automatically cease upon conveyance by the member of his residence.

ARTICLE VI

BOARD OF DIRECTORS, SELECTION, AND TERM OF OFFICE

Section 1 **NUMBER.** The Association shall be governed by a Board of Directors, consisting of a minimum of five (5) and up to nine (9) members in number, each of whom shall serve until his or her successor is elected and shall qualify as provided in these By-Laws. No more than one (1) representative of any single distinct membership may serve as a director of the Association at one time

Section 2. **SELECTION AND TERM OF OFFICE** Annually, the Board of Directors, at its discretion, may establish a Nominating Committee, composed of at least three (3) members of the Board, to present an election slate for members of the Board of Directors. In addition, nominations will be accepted from the floor. The membership shall elect Directors to staggered terms, provided that a minimum of five (5) directors are elected to serve at all times. Thus, by way of example only, three directors could be elected for a term of one (1) year and four (4) directors for a term of two (2) years, provided that the total elected to serve in any term is at least five (5). There shall be no restriction on the number of terms a Director may serve

Section 3 **REMOVAL.** 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.

Section 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.

Section 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

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. **NOMINATION** In the event a Nominating Committee is appointed by the Board, nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. If one is appointed, 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 may 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. Any such 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. Such nominations must be made from among members.

Section 2. **ELECTION** Election to the Board of Directors shall be by secret written ballot. At such election, the members 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.

ARTICLE VIII

MEETING OF DIRECTORS

Section 1 **REGULAR MEETINGS.** Meetings of the Board of Directors shall be held on call of the President, minimum quarterly.

Section 2 **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days notice to each director.

Section 3 **QUORUM.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act of 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

ARTICLE IX

POWERS AND DUTIES OF BOARD OF DIRECTORS

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

- a. 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 By-Laws, or the Articles of Incorporation.
- b. 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.
- c. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties
- d. Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Association or sell or transfer all or any part of the assets of the Association without the specific approval of a majority of the members attending and voting at a duly held meeting

Section 2 **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 members who are entitled to vote
- b. Transact all Association business and make and amend rules and regulations for the use of the Association property
- c. Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed.
- d. Fix, impose and remit penalties for violations of these By-Laws and rules of the Association
- e. Elect from the Board of Directors a president, vice president, secretary and treasurer

- f. Fill any vacancy in the membership of the Board of Directors to serve until the next annual meeting of active members at which time a permanent director will be elected by a simple majority vote of the membership.
- g. The Board of Directors shall elect one or more financial institutions to act as depositories of the funds of the Association and shall determine the manner of receiving, depositing, and distributing the funds of the Association and the form of checks to be used

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICES. The officers of the Association shall be a President, one or more Vice President(s), Secretary and Treasurer, all of whom shall at all times be members of the Board of Directors. In addition, the Association may have such other officers as the Board may from time to time by resolution create. Each of the four offices other than the office of Secretary and Treasurer, must be held by separate individuals. The Board may combine the offices of Secretary and Treasurer

Section 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.

Section 3. TERM. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve

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 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 appointment by the Board. The officer 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:

- a. PRESIDENT: 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 written instruments and shall co-sign all checks and promissory notes.

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- b. **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
- c. **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, if any, 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, and shall perform such other duties as required by the Board.
- d. **TREASURER:** 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 co-sign all checks and promissory notes of the Association; keep proper books of account, and shall prepare an annual budget as necessary, and a statement of income and expenditures to be presented to the membership at its regular annual meeting. The Treasurer shall present financial reports at the regular Board meetings upon the request of the President

ARTICLE XI

EXPENDITURE OF FUNDS

Section 1. The President and Treasurer are empowered to co-sign checks, drafts or other instruments for payment of money drawn in the name of the Association.

Section 2. The President or Vice President, in the President's absence, is authorized to approve nonbudgeted expenditures up to Five Hundred Dollars (\$500.00) for any individual project.

Section 3. The Board of Directors, by a majority vote, must approve nonbudgeted expenditures up to Two Thousand Five Hundred Dollars (\$2,500.00) for any individual project.

Section 4. The nonbudgeted expenditure of corporate funds in excess of Two Thousand Five Hundred Dollars (\$2,500.00) for any individual project must be approved by a majority vote of the membership at a duly held meeting at which a quorum is present

ARTICLE XII

MEMBERS

Section 1. An active membership is one in which the holder thereof has purchased a residence in Holly Trace, Sections 1, 2 or 3.

Section 2. Active membership in this Association shall be limited in number to a maximum of 200

Section 3. The joint ownership of any active membership interest by husband and wife with right of survivorship shall be permissible. Otherwise, membership must be owned and controlled by only one person who shall also meet the other criteria for membership in these By-Laws

Section 4. Each active membership shall entitle the holder thereof to the use of the pool and other facilities of the Association subject to its rules and By-Laws

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Section 5. Any member aggrieved by any disciplinary action by the Board of Directors may appeal to the membership at a special meeting called for such purpose upon a minimum of ten (10) days' notice to the members and at such meeting, a majority of the members present in person shall be controlling.

Section 6. In voting for Directors, each active member may cast one (1) vote for each seat to be filled without accumulation. Each active member may cast one (1) vote only upon each issue. When membership is held jointly by husband and wife, they may together cast only one (1) vote.

Section 7. USE OF ASSOCIATION'S FACILITIES. The use of the Association's facilities are as follows.

- a. All active members of the Association shall be accorded the facilities belonging to the Association subject to the rules and regulations which shall be made available to each member.
- b. Upon written notice to and approval by the Board of Directors, active members may temporarily assign their membership to renters in their homes, thereby relinquishing their own rights thereunder during the period of assignment. The renters to whom such assignments have been made shall be considered active members for all purposes except voting during the periods of assignment and may use the facilities accordingly.
- c. While accompanied by a member of the Association, guests may utilize Association facilities upon payment of proper fees as established by the Board of Directors.
- d. The facilities of the Association shall be rented only to an active member who shall be in attendance at the function for which the facilities are rented. Rental of Association facilities shall require prior approval by the head of the Committee and compliance with the established rules and regulations.
- e. A temporary member is one who is given the right to use the facilities for a one (1) year period. The fee and the number of temporary members are to be set by the Board of Directors and approved by the membership at its annual meeting. A temporary member shall not participate in the governance of the affairs of the Association.

ARTICLE XIII

DUES AND ASSESSMENTS

Section 1. The annual dues and the budget shall be approved by the membership at its annual meeting. Dues must be paid by the commencement of the Association's fiscal year, currently June 1st of each year, payable in advance.

Section 2. Non-payment of dues as specified shall bar a member and his family and guests from the use of the Association's facilities and from voting privileges. Before reinstating a member who has been suspended for non-payment of dues, the Board of Directors will charge an additional fee for such delinquency not to exceed the maximum amount permitted by law in South Carolina.

Section 3. The annual dues assessment shall be based upon the residence only, but in the event of non-payment, shall become a lien upon all lots or portions of lots used by an owner in

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connection with his residence, together with costs incurred by the Association in seeking to collect or in filing such lien, including legal fees and costs.

Section 4. Special assessments may be authorized by the Board of Directors and collected as contributions for the specific projects of the Association which were approved by a minimum of sixty (60%) percent of the membership of the Association at a duly held meeting. Such special assessments will be maintained in a separate fund from the annual dues

ARTICLE XIV

SUSPENSION OR REVOCATION OF MEMBERSHIP

Section 1 The Board of Directors may deny any individual the use of the Association facilities upon finding that said person has violated the By-Laws or rules and regulations of the Association or has abused the Association property.

Section 2 Any person against whom action is taken under this Article shall be given at least ten (10) days' advance notice of the proposed action and shall be provided an opportunity to be heard at the meeting of the Board

Section 3 Denial of Association facilities to any person for more than two (2) weeks shall be only by action of at least two-thirds (2/3) of the Directors at the meeting called for that purpose

Section 4 The Board of Directors may suspend, or may delegate to an appropriate committee or person the power to suspend, for periods not exceeding one (1) week, any person found violating the regulations of this Association. Should the occasion warrant, such suspension may be made immediately and without hearing. If such suspension is made without hearing, then it shall be the obligation of the person making the suspension to contact the parent or person accused of the offense and provide them with an opportunity to have a hearing

ARTICLE XV

COMMITTEES

The Association shall appoint an Architectural Subcommittee pursuant to Article III, Subsection 6 of the Restrictive and Protective Covenants of Holly Trace Subdivision, Sections 1,2 and 3, and may appoint the following Committees or Subcommittees: a Nominating Committee, and a Recreational Facilities Subcommittee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XVI

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. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principle office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XVII

CORPORATE SEAL

The Association may have a seal, having within its circumference the words, "Holly Trace Homeowners Association, Inc."

ARTICLE XVIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

ARTICLE XIX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Disposition of assets will be recommended by the Board and must be approved in writing and signed by a majority of the members.

ARTICLE XX

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of June, and end on the last day of May of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XXI

INDEMNIFICATION

Section 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- a. ELIGIBLE PERSONS. Under the conditions listed in this section, the Association must indemnify certain persons and hold them harmless who are parties to an "eligible proceeding" or are threatened to be parties. The persons eligible for indemnification are:
- 1 Directors, officers, employees, or agents of the Association; and
 - 2 People requested by the Association to serve as directors, officers, employees, or agents of another Association, partnership, joint venture, trust or other enterprise.

A person is not eligible, however, unless the person is a party to the proceeding because the person had a relationship to the Association described in this paragraph.

- b. **ELIGIBLE PROCEEDING.** Eligible persons may be indemnified in any civil, criminal, administrative or investigative proceeding that is threatened, pending or completed; but the indemnification rules are not the same if the Association is not a party to the proceeding.
- c. **WHEN THE ASSOCIATION IS NOT A PARTY.** Indemnification is available only if the eligible person acted in a manner that person reasonably believed to be in the best interests of the Association. If it is a criminal prosecution, the eligible person must have no reasonable cause to believe that the conduct was unlawful. A judgement, order, settlement, conviction, or plea of nolo contendere (or the equivalent of any of those) will not alone create a presumption that the person seeking indemnification acted unlawfully or against the Association's best interests.
- d. **WHEN THE ASSOCIATION IS A PARTY.** Indemnification is available only if the eligible person acted in a manner that person reasonably believed to be in the best interests of the Association. There may be no indemnification if the eligible person is adjudged negligent or liable for misconduct in performing duties to the Association. If a court determines that the person is entitled to indemnity for certain expenses, however, the Association must then indemnify that person to the extent the court required.
- e. **WHEN THE ELIGIBLE PERSON IS SUCCESSFUL.** If a suit is brought as an eligible proceeding and the eligible person successfully defends the claim on the merits, the eligible person must be indemnified against expenses (including reasonable attorney's fees) actually and reasonably incurred in connection with that defense.
- f. **WHEN THE ELIGIBLE PERSON IS NOT SUCCESSFUL.** Unless indemnification is ordered by a court, indemnification may be paid only if the eligible person has met the standards of conduct set forth in this section. If these standards of conduct are met, indemnification must include reasonable defense expenses actually incurred, judgments or finds. A finding of proper conduct may be made:
 1. By the Board by majority vote of a quorum consisting of directors who are not parties to that proceeding;
 2. With or without such quorum, if directed by a quorum of disinterested directors, by the Association's independent legal counsel in a written opinion, or
 3. By the affirmative vote of a majority of the shares entitled to vote on this issue
- g. **PREPAID DEFENSE EXPENSES.** The Association may pay an eligible person's expenses in defending an eligible proceeding before the final disposition of that proceeding if the Board authorizes the early payment. However, early payment may not be made unless the eligible person agrees to repay any amounts advanced if it is found that the person is not entitled to be indemnified by the Association.
- h. **OTHER PROVISIONS AND RESOLUTIONS.** Other provisions of these By-Laws or a resolution approved by the affirmative vote of the holders of the majority of the shares entitled to vote on this issue may specify their rights of indemnification. If indemnification is approved at a shareholders' meeting, the notice of that meeting must state that the issue of indemnification will be discussed. The notice must also state whether indemnification will

continue for a person who has ceased to be a director, officer, employee or agent and that it will inure to the benefit of the heirs, executors, and administrators of that person.

1 INSURANCE Even if the Association would not have the power to indemnify a director, officer, employee or agent, the Association may purchase insurance on behalf of a person for liability asserted against that person while acting in an official capacity connected with the Association or a related partnership, joint venture, trust or other enterprise.

2 SPECIAL NOTICE. In some circumstances, notice must be given to shareholders if a person is indemnified. The notice does not apply if amounts are paid under a court order or by an insurance carrier for insurance maintained by the Association. The notice must be sent by first-class mail to each shareholder of record who at that time was entitled to vote for the election of directors. The notice must be sent not later than the next annual meeting of the shareholders, unless that meeting is held within three (3) months from the date of the indemnification payment; in any event, the notice must be sent within fifteen (15) months from the date of the indemnification payment. The notice must list the persons paid, the amounts paid, the nature and statute at the time of the payment of the litigation or threatened litigation.

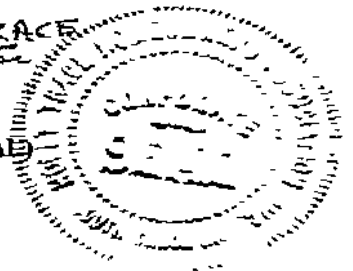
Section 2. REIMBURSEMENT. The Association may deduct from its income for income tax purposes, payments to employees in the form of salaries, commissions, bonuses, interest, rents, entertainment expenses, other expense reimbursements, or deductible employee benefits. If the Internal Revenue Service or the appropriate state taxing authority disallows one of these deductions, the benefited employee must reimburse the Association to the full extent of the disallowance when the disallowance becomes final. The disallowance becomes final when the Association agrees to the disallowance or when it is made final by the Internal Revenue Service, the appropriate taxing authority, or by final judgment or a court of competent jurisdiction when no appeal is taken or any longer available. The Association must give reasonable notice to any employee of an attempt to disallow the deduction so that employee may protect his or her interests. However, a good-faith settlement by the Association of the amount to be disallowed binds the employee, unless the employee requests in writing that additional measures be pursued, agrees to pay the additional costs of those measures (including reasonable attorney's fees), and furnishes security to the Association satisfactory in the opinion of the Board to cover those additional costs and also any potential liability for additional income taxes attributable to the deduction disallowance. It is the duty of the Board to enforce the repayment. To secure repayment, the Board may withhold appropriate amounts from future compensation or other payments to the employee until the amount owed is recovered. If the employee sells shares of the Association to the Association at a time when the issue is unresolved or the amount due the Association has not been paid, the price otherwise payable for those shares may be reduced by a reserve to cover that contingency or obligation. The reserve must be paid to the employee or the employee's estate or heirs or it will be retained by the Association when the issue is settled.

IN WITNESS WHEREOF, the President of the Association, on behalf of the Board of Directors and the Members of the Association, has hereunto set his hand and seal this 15TH day of FEBRUARY, 2006.

WITNESS:

Board of Directors: Holly TRACE
Homeowners Association

By Ron Gooding (SEAL)
Ron Gooding, President



[Handwritten signatures of witnesses]

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

PROBATE

PERSONALLY appeared the undersigned witness and made oath that she saw the within Ron Gooding, sign, seal and as its act and deed deliver the within written instrument and that he, with the other witness subscribed above, witnessed the execution thereof

[Handwritten signatures of witnesses]

SWORN to before me this 15th
Day of February, 2006

[Handwritten signature] (SEAL)
Notary public for South Carolina
My Commission Expires 2-10-2015

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