

BY-LAWS
OF
PROSPECT MILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is Prospect Mill Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at 1993 Lawrenceville-Suwanee Road, Suwanee, Gwinnett County, Georgia 30024 but meetings of members and directors may be held at such places within the State of Georgia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Prospect Mill Homeowners Association, Inc., its successors and assigns.

Section 2. "Board of Directors" or "Board" shall mean and refer to the Association's board of directors as provided for in the Association's Articles of Incorporation and By-Laws.

Section 3. "Common Area" shall mean and refer to all real property (including the improvements thereto) owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Declarant" shall mean and refer to Prospect Road Partners, LLC, their successors and assigns.

Section 5. "Declaration" shall mean and refer to the Declaration of Easements, Covenants, and Conditions and Restrictions of Prospect Mill Subdivision applicable to the property and recorded in the office of Gwinnett County Superior Court Deed Records.

Section 6. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Area and delineated public streets.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. "Other Builder" shall mean and refer to any individual or entity which acquires one or more undeveloped Lots from the Declarant for the purpose of development.

Section 9. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any improved Lot which is a part of the Property, and on which property there exists a completed home which is or has ever been occupied as a residence, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation and excluding those Lots owned by the Declarant and Other Builders.

Section 10. "Property" shall mean and refer to that certain real property described in the Declaration, and such additional property thereto as may hereafter be brought within the jurisdiction of the Association in accordance with the Declaration

Section 11. "Subdivision" shall mean and refer to all or any portion of the Property which has been recorded as such per plat in the office of the Superior Court of Gwinnett County.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. The Declarant, every Owner and every Other Builder shall be Members of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot.

Section 2. The Association shall have two classes of voting Membership:

Class A. Class A Members shall be all Owners and Other Builders, and Class A Members shall be entitled to one vote for each Lot owned. When more than one person and/or entity holds an interest in any Lot all such persons and/or other entity shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant or assigns and shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

- (a) when 75% of the lots are deeded to homeowners,
- or
- (b) 30th August, 2002 (the reasonable estimated time to market 75% of the Lots).

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of the organizational meeting of the Association and each subsequent regular annual meeting of the Members shall be held on a designated date and time each year thereafter, as selected by the Board of Directors. As minimum, meetings shall be held during each of the four-month periods ending in February, June and October.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association or by the Board of Directors or upon written request of one-fourth (1/4) of all members entitled to vote of either Class A or Class B. Whoever calls the special meeting shall chair the meeting and shall prepare an agenda.

Section 3. Notice of Meetings. 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, by posting a sign at the entry to the Subdivision at least 72 hours prior to such meeting denoting the time, date and place of the meeting.

Section 4. Quorum. The presence of the Members entitled to cast, or of proxies entitled to cast, 40% of all the votes of each class of membership shall constitute a quorum at a meeting for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If the required quorum is not present, a "subsequent" meeting may be called subject to the same notice requirement, and the required quorum shall then be one half of the required quorum at the preceding meeting. No "subsequent" meeting shall be held more than 60 days after the first set meeting.

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 Lot.

Section 6. Order of Business. At all meetings of the Association, *Robert's Rules of Order* (latest edition) shall govern, when not in conflict with the Declaration, these Bylaws or the Articles of Incorporation.

Section 7. Electronic Recordings. At all meetings of the Association, no electronic recording of any kind shall be allowed during the conduct of business without the expressed approval of the majority of the eligible Members in attendance.

ARTICLE V

BOARD OF DIRECTOR: SELECTION: TERM OF OFFICE

Section 1. Number. A Board of Directors, who must be Members of the Association, shall manage the affairs of the Association. Eligible Owners of the Association shall elect five (5) directors who shall be eligible owners or spouses or Domestic Partners of such Eligible Owners; provided, however, no Eligible Owner and his/her spouse, Domestic Partner or Co-Owner may serve on the Board at the same time.

Section 2. Term of Office. Members shall elect five (5) directors: three (3) directors for a term of two (2) years, and two (2) directors for a term of one (1) year. Any or all directors may run for re-election. The five (5) candidates receiving the most votes, including ties, shall be elected. In the event less than five (5) directors are elected, a Special Meeting of the Members shall be called, in accordance with notice and quorum requirements as stated elsewhere within these Bylaws, to elect the fifth director.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the remaining members of the Board or by the majority vote of Members of the Association. A special meeting of the Members shall be called, in accordance with notice and quorum requirements as stated elsewhere within these bylaws. Any Director shall be automatically removed from the Board, with or without cause for missing two (2) consecutive regular or special meetings, or missing any three (3) of the six (6) scheduled regular meetings during the calendar year. In the event of death, resignation or removal of a director, his/her successor shall be elected by the majority vote of members of the Board and shall hold the office for the remaining term of the person he/she is replacing.

Section 4. Compensation. No director shall receive compensation for service as a director to the Association. However, any director may be paid for professional work done for the Association as an independent contractor approved by the Board even if said work is related to a coexistence with his or her work as a director and for his or her actual expenses in performance of his or her 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 or oral approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the Board of Directors shall be made from the floor at the annual meeting. Such nominations may be made from among the Members or non-members

Section 2. Election. Election to the Board of Directors shall be by secret written ballot or voice vote. 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 VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Meetings of the Board of Directors shall be held bi-monthly (every two months) in Feb, Apr, Jun, Aug, Oct, and Dec, at such place and hour as may be determined by the Board, after not less than three (3) days notice to each director, and without notice to members. At no time shall any Owner (Eligible or not) be allowed to attend a regular director meeting without a specific invitation from the Board.

Section 2. Special Meetings. A special meeting of the Board of Directors shall be held when called by any director, or by written request of 10% of the Members, after not less than three (3) days notice of the agenda to each director and a majority of directors agree to attend.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or 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 VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and the right to use the recreational facilities of a

member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise all powers, duties and authority vested or incumbent in the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration, including, without limitation, approval and payment of, or the delegation thereof, all costs and expenses incurred in the formation and maintenance of the Association and its affairs;

(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 manager, lawyer, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2 Duties. It shall be the right 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 either class of 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 Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least fifteen (15) days in advance of each annual assessment period;

(2) provide notice of each assessment to every Owner subject thereto 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 the due date or to bring an action at law against an 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;

- (e) procure and maintain adequate liability and hazard 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 Area to be maintained, or improved, and taxes paid therefore;
- (h) cause the mowing of front lawns as provided in the Declaration;
- (i) cause the entrance of the Subdivision to be maintained;
- (j) otherwise carry out the purposes of the Association.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, Vice President, Secretary, and Treasurer, who shall at all times be members of the Board of Directors. Officers must be Eligible Owners of the Association, and only one Occupant from a household can occupy a Director/Officer position at any one time.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors after the first annual meeting and then following each second annual meeting of the members, by majority vote of the members of the Board. The initial officers of the Association shall be: President: Joseph B. Fitts, Sr.; Vice President: L. E. Deavours; Treasurer: R. K. Greene; Secretary: R. K. Greene; The officers shall serve until they shall resign or be replaced.

Section 3. Term After the initial annual meeting, the officers of this Association shall be elected bi-annually by the board and each shall hold office for two years unless he shall sooner resign, or shall be removed, or otherwise 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 such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No director shall hold more than one designated office simultaneously.

Section 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 may 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 and may sign all checks and other written instruments, including Promissory Notes.

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, and shall perform such other duties as required by the Board, including signing all checks.

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 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, and may sign all checks.

ARTICLE X

COMMITTEES

The Directors, by majority vote, may appoint an Architectural Control Committee composed of at least one member of the Board, as provided in the Declaration. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, upon reasonable notice, be subject to inspection by any Member. The Articles of Incorporation, the Declaration and the By-Laws of the Association shall be available for reasonable inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual or special assessments or fines (collectively the "Charge"). Such Charge shall be secured by a continuing lien upon the Lot(s) against which the Charge is made. Any Charge which is not paid when due shall be delinquent. If the Charge is not paid within thirty (30) days after the due date, the Charge shall bear interest from the due date at the rate of 12 percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot(s), and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of the Charge. No Owner may waive or otherwise escape liability for the Charge provided for herein by nonuse of the Common Area or abandonment of a Lot.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:
Homeowners Association, Inc.

ARTICLE XIV

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, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

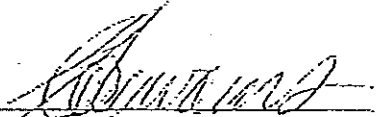
Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XV

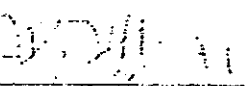
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of the Association, have hereunto set our hand this day of July, 1999.



L. E. DEAVOURS
C. L. FLAKE, JR.



JOSEPH B. FITTS, SR.

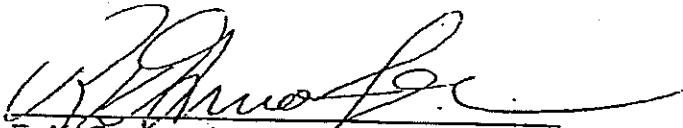
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am duly elected and acting Secretary of the Association, a Georgia Corporation, and

THAT the foregoing By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 23rd day of July, 1999.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 23rd day of July, 1999.



K. Greene, Secretary

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