

AMENDED AND RESTATED BYLAWS
FOR
SEA GATE ASSOCIATION, INC.

ADOPTED AS OF
FEBRUARY 20, 2016

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AMENDED AND RESTATED BYLAWS
FOR
SEA GATE ASSOCIATION, INC.

ARTICLE 1

NAME AND DEFINITIONS

Section 1.1. Name. The name of the association shall be Sea Gate Association, Inc. (the "Association").

Section 1.2. Definitions. All gender terms used in these Bylaws shall be construed to include both the masculine and feminine as appropriate, all references herein to Sections and Articles shall mean, unless otherwise stated, a section or article of these Bylaws. The terms defined below shall have the meaning set forth below, unless context indicates otherwise.

a. "Association Documents": Collectively the Articles of Incorporation of the Association, the Bylaws of the Association, the Rules and Regulations, and any resolutions adopted by the Board, all as may be amended, restated and revised from time to time. Any exhibit, schedule or amendment to an Association Document shall be considered a part of that document.

b. "Common Elements" means the Common Areas of Sections I, II, and IV, and the associated Administrative Costs.

c. "Common Areas" means road surfaces, road shoulders, road ditches, road culverts, road safety signs, road name signs, road maintenance utilities, road and common area lighting, open field areas, Intra-coastal Waterway bank area adjacent to open field areas, maintenance equipment, and information signs owned by the Association and dedicated as "common area" or similar designation as shown on any map recorded in the Carteret County Register of Deeds or the Craven County Register of Deeds.

d. "Administrative Costs" means the costs necessary to administer the Association, including, but not limited to, the following items: insurance, property tax, accounting fees, legal fees, office supplies, other equipment, mailings, website, and reserve funds; provided, however, this shall not include administering the Elective Facilities.

e. "Common Element Assessments" ("Assessments") means mandatory assessments charged to each member in order to cover Administrative Costs and the cost of maintaining, repairing, and replacing the Common Areas.

f. "Elective Facilities" means the following items supported by Usage Fees: marina building; marina basin; swimming pool; boat and trailer storage; campground; fuel tanks; and the grounds owned by the Association upon which such improvements are located.

g. "Marina Building" means the marina store, deck, annex, lounge, laundry, and restrooms.

h. "Marina Basin" means the bulkheads, docks, boat ramp, and fuel pumps located on real property owned by the Association.

i. "Usage Fees" means fees paid voluntarily by members in exchange for access and usage of the Elective Facilities. Such fees to be used to support and maintain the Elective Facilities.

ARTICLE 2

MEMBERSHIP AND VOTING

Section 2.1. Membership. A Person shall be a member of the association so long as such person is the Owner of any Lot within the Sea Gate Subdivision located in Carteret County, North Carolina or Craven County, North Carolina. A Person may become a member in no other manner. No Person holding a lien, mortgage, or other encumbrance upon any Lot shall be entitled, by virtue of such lien, mortgage, or encumbrance, to membership in the Association or to any of the rights or privileges of such membership. (The term "Bylaws" as used herein shall include any amendments made, from time to time, to the Bylaws.)

Section 2.2. Transfer of Membership. Memberships are not transferable. Membership occurs only upon the occurrence of those events set out in this Article.

Section 2.3. Suspension or Termination of Membership. The membership rights of a member shall not be suspended so long as the Person continues to hold title to a Lot, is not in violation of any provision of these Bylaws, or any rule or regulation adopted by the Association, and is not in arrears in the payment of any assessment. The membership of any Owner or Owners in the Association shall terminate automatically upon such Owner or Owners being divested of such Person's ownership interest in the title to a Lot, regardless of the means by which such ownership may be divested.

Section 2.4. Vote/Voting Rights. Members shall each be entitled to one (1) vote for each Lot owned; provided, however, when more than one Person holds an interest in any Lot, then all such Persons collectively shall be entitled to one (1) vote for each Lot collectively owned. The vote of such multiple Owners of a Lot shall be exercised as they, among themselves, shall determine (subject to the provisions of Section 2.6(b) below), but in no event shall any fractional vote be counted with respect to any Lot. Members shall be entitled to vote on all matters as to which members may be entitled to vote under the North Carolina Nonprofit Corporation Act and the North Carolina Planned Community Act, unless specifically provided otherwise in these Bylaws or the Articles of Incorporation. Except as specifically stated in Section 2.6 of these Bylaws, the voting rights of members of the Association shall be as set forth in N.C. Gen. Stat. § 47F-3-110.

Section 2.5. Additional Provisions Governing Voting.

(a) Association Votes. If the Association is an owner of a Lot, the Association shall not cast the vote appurtenant to such Lot, nor shall any such vote be counted for the purpose of establishing a quorum.

(b) Multiple-Person Owners. In the event that any Lot is owned by more than one Person, and if only one of such Person is present at a meeting of the Association, that Person so present shall be entitled to cast the vote for that Lot. If more than

one of such Persons is present, the vote appurtenant to that Lot shall be cast only in accordance with unanimous agreement of such Persons who are present at the meeting and such agreement shall be conclusively presumed if any of them purports to cast the vote appurtenant to that Lot without protests being made forthwith to the individual presiding over the meeting by any of the other Persons having an ownership interest in the Lot.

(c) Voting Certificate. If a member is not a natural person, the vote by such member may be cast by any natural person authorized by such member. Such natural person must be named and a certificate signed by an authorized officer, partner, member, or trustee of such Person and filed with the Secretary; provided, however, that any vote cast by a natural person on behalf of such member shall be deemed valid unless successfully challenged prior to the adjournment of the meeting at which the vote is cast. Such certificate shall be valid until revoked by a subsequent certificate similarly executed and filed with the Secretary. Wherever the approval or disapproval of a member is required by the Association Documents, such approval or disapproval may be made by any person who would be entitled to cast the vote of such member at any meeting of the Association.

(d) Delinquency. No member may vote at any meeting of the Association or be elected to serve on the Board or be appointed to serve on any committee if payment by such member of any financial obligation to the Association is delinquent more than thirty (30) days and the amount necessary to bring the account current has not been paid by the record date set pursuant to Section 3.7 hereof for the applicable members' meeting (in the case of a member voting or being elected to serve on the Board) or has not been paid by the date of appointment, in the case of appointment to serve on any committee.

Section 2.6. Manner of Voting. Voting by members at a meeting shall be by written ballot, unless any member present at the meeting requests voice vote or vote by show of hands, and by an affirmative vote of a majority of the votes cast, the members consent to a vote by voice vote or vote by show of hands. Except for the election of directors as provided in Section 4.1 herein, if a quorum is present, action on a matter at a meeting of members shall be deemed approved if approved by the affirmative vote of a majority of the votes cast, unless a greater vote is required by the North Carolina Nonprofit Corporation Act, the Association's Articles of Incorporation, or the Bylaws.

Section 2.7. Proxies. Members may vote either in person or by an agent authorized by written proxy signed by the member. A proxy is void if not dated. A proxy shall be valid for eleven (11) months unless a shorter term is provided therein. All proxies shall be filed with the Secretary of the Association. A proxy given by a member may be revoked by such member by giving actual notice of its revocation to the person presiding over a meeting of the Association in oral or written form.

ARTICLE 3

MEETING OF MEMBERS

Section 3.1. Place of Meeting. All meetings of members shall be held at the principal office of the Association or at such other place within Carteret County, North Carolina as shall be designated in the notice of the meeting.

Section 3.2. Annual Meetings. The annual meetings of members of the Association shall be held at least once a year. The annual meeting of members shall be held

at such date and time as may be determined on an annual basis by the Board of Directors and stated in the notice of such members' meeting. The annual meeting of members shall be held for the purpose of electing directors of the Association, and for such other purposes as may be included in the notice of such meeting.

Section 3.3. Special Meetings. Special meetings of the members may be called at any time by (a) the President, (b) the Board of Directors of the Association, or (c) the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue proposed in such request to be considered at the meeting, and in which case shall be noticed by the Secretary of the Association and the meeting shall be held within thirty (30) days of receipt of a written request signed, dated, and received by the Secretary. The signatures on a petition requesting a special meeting shall be valid for a period of ninety (90) days after the date of the first signature. The member written request for a special meeting shall: (1) specify the purposes for which the meeting is to be held; (2) the purposes listed must be items upon which the members have the right to vote; and (3) be delivered to the Secretary in writing.

Section 3.4. Notice of Meetings. Notice of meetings of members shall be given by the President, Secretary, or other person calling the meeting by any means that is fair and reasonable, and for this purpose, written or printed notice stating the time, place, and date of the meeting shall be delivered by hand-delivery, electronic mail, or by United States mail (postage prepaid) not less than ten (10) nor more than sixty (60) days before the date thereof, to each member of record entitled to vote at such meeting, unless the North Carolina Nonprofit Corporation Act or the Association's Articles of Incorporation require that such notice be given to all members with respect to such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the Association, with postage thereon prepaid. For this purpose, a member's address shall be the mailing address of each Lot or to any other mailing address designated in writing by the Owner to the Secretary of the Association. If sent electronically, such notice shall be deemed effective when sent to the recipient, correctly addressed to the member at the member's email address as it appears on the current record of the members of the Association, without the sender receiving a failed email delivery return notice.

Notwithstanding the foregoing, if the notice provided for the above clearly would not be fair and reasonable under the circumstances then existing, then notice appropriate for the circumstances shall be given; PROVIDED, HOWEVER, THAT notice of a meeting where any of the following matters are to be voted on in all events shall be given as provided in the first paragraph of this Section: (i) director conflict of interest or indemnification, (ii) amendment to the Association's Articles of Incorporation or Bylaws, (iii) plan of merger or dissolution, or (iv) a sale of assets other than in the regular course of the Association's activities; provided, however, the Association is prohibited from selling any Common Area.

The notice of any meeting shall state the items on the agenda, including a summary or copy of any proposed amendment to the Bylaws or Articles of Incorporation; any budget changes, and any proposal to remove a director or officer, and shall include any other matters and a copy or summary of any proposed action that expressly is required by the provisions of the North Carolina Nonprofit Corporation Act or the North Carolina Planned Community Act. Only those matters which are stated in the notice may be acted upon at a meeting of members.

Also, notice of an annual, regular, or special meeting of members shall give notice of any matter a member intends to raise at the meeting if the Association receives a written request of any matter the members intend to raise by members entitled to call a special meeting pursuant to Section 3.3 ("Special Meetings") of this Article, and such written request is received by the Secretary or President of the Association at least ten (10) days before the Association gives notice of such meeting.

In the event business cannot be conducted at any meeting of members because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy. If any meeting of members is adjourned by the vote of a majority of votes cast on the motion to adjourn to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment and if a new record date is not fixed for the adjourned meeting. If a new record date for the adjourned meeting is or must be fixed pursuant to North Carolina law, notice of the adjourned meeting must be given as provided in this Section to the members of record entitled to vote at the meeting as of the new record date. As is provided in the North Carolina Planned Community Act, the quorum requirement at the next meeting of members, in the event of an adjournment because a quorum is not present, shall be one-half of the quorum requirement applicable to the meeting adjourned for lack of a quorum. This provision will continue to reduce the quorum by fifty percent (50%) from that required at the previous meeting, until such time as a quorum is present and business can be conducted.

Section 3.5. Waiver of Notice of Meetings. Any member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the member, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A member's attendance, in person or by proxy, at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member or the member's proxy at the beginning of the meeting objects to holding the meeting or transacting business thereat, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member or the member's proxy objects to considering the matter before it is voted upon.

Section 3.6. Quorum. Unless provided otherwise by the Association's Articles of Incorporation or these Bylaws, ten percent (10%) of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum on that matter at the opening of a meeting of members. Once a member is present or represented by proxy for any purpose at a meeting, such member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date (set forth in Section 3.7 below) is or must be set for that adjourned meeting under the North Carolina Nonprofit Corporation Act.

Section 3.7. Record Date to Determine Members and List of Members. The record date for determining which Persons are members and therefore entitled to vote shall be the close of business on the seventieth (70th) day prior to the date of the meeting, unless the Board of Directors shall determine a record date closer to the meeting date. The Board of Directors is not permitted to set a record date retroactively. The membership list shall be current as of the record date. Before each meeting of members, the Association shall prepare an alphabetical list of the members entitled to notice of the meeting and entitled to vote at the meeting, showing each such member's address and the number of votes each such member is entitled to cast at the meeting. As a part of the aforementioned membership list and prepared

on the same basis, the Association shall list, current through the time of the membership meeting, a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. The list shall be kept on file at the principal office of the Association for the period beginning two (2) business days after notice of the meeting is given and continuing through the meeting, and shall be available for inspection by any member, personally or by or with such member's representative, at any time prior to the meeting. A determination of members entitled to notice of, or to vote at, a membership meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which the Board of Directors shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 3.8. Conduct of Meetings. The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at such meetings. The President may appoint a parliamentarian at any meeting of the Association. The President shall, in his sole discretion, determine the procedural manner in which each meeting shall be conducted and it shall be according to Robert's Rules of Order Newly Revised unless a specific determination is made by the President at the beginning of the meeting otherwise.

Section 3.9. Action by Written Ballot. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. A written ballot shall: (a) set forth each proposed action, (b) provide an opportunity to vote for or against each proposed action, and (c) indicate the time by which a ballot shall be received by the Association in order to be counted. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. A written ballot may not be revoked.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1. Number, Election of Directors, and Terms of Office of Directors.

(a) Election of Directors. The number of directors of the Association shall be not less than five (5) and not more than nine (9) as from time to time may be fixed or changed within said minimum and maximum by the members or the Board of Directors. Except as provided in Section 4.4 hereof, the directors shall be elected at the annual meeting of members; those persons who receive the highest number of votes by the members entitled to vote in the election at a meeting at which a quorum is present shall be deemed to have been elected. All ties shall be broken by coin-toss. The Board of Directors of the Association shall be referred to herein from time to time as the "Board".

(b) Terms of Directors. At the time these Bylaws are adopted, Norman Price ("Norm"), Dixie Dickens ("Dixie"), Cory DiMauro ("Cory"), Karl Wolf ("Karl"), Gary Hill ("Gary"), Dennis Overby ("Dennis"), Helen Garvick, ("Helen"), and Cliff Goshia ("Cliff") shall continue to serve as Directors as follows: Gary, and Karl shall serve

until the Association's annual meeting in 2017 (i.e. at the 2017 annual meeting, the Members shall elect two (2) Directors to replace Gary, and Karl, whose terms expire at the 2017 annual meeting; Norm, Dixie, and Cory shall serve until the Association's annual meeting in 2018 (i.e. at the 2018 annual meeting, the Members shall elect three (3) Directors to replace Norm, Dixie, and Cory. Four (4) director positions shall be elected at the Association's annual meeting in 2016 (i.e. the Members shall elect three (3) Directors to replace Dennis, Helen, and Cliff, whose terms expire at the 2016 annual meeting, and one (1) Director to fill a one (1) year vacancy). Commencing with the annual meeting in 2016 and every annual meeting thereafter, each newly elected director shall hold office for a term of three (3) years or until such director's death, resignation, retirement, removal, or disqualification. Despite the expiration of a director's term, the director continues to serve as such until the director's successor is elected and qualifies, or there is a decrease in the number of directors. Directors elected by the membership to fill a vacancy shall hold the directorship until the expiration of the term of the person they are replacing.

Section 4.2. Election Procedures and Qualifications.

(a) Nominations Committee. Nominations for election to the Board of Directors may be made by a Nominations Committee. If appointed by the Board of Directors, the Nominations Committee shall develop election procedures and administer such procedures as are approved by the Board of Directors providing for election of directors by members at the annual meetings, and, where appropriate, at special meetings. If appointed, the Nominations Committee shall serve from the date of their appointment through the close of the annual meeting or, where appropriate, the special meeting, at which the election for members of the Board of Directors is to be held.

(b) Nominations. Persons qualified to be directors may be nominated for election by the Nominations Committee and the names of such persons nominated shall be submitted in writing to the President of the Association and the Board of Directors forty-five (45) days before the meeting at which the election is to be held. The Nominations Committee may make as many nominations for election to the Board of Directors as it shall in its discretion determine but in no event less than the number of vacancies or terms to be filled. Any written nominations presented by the Nominations Committee shall be accompanied by a statement signed by the nominees indicating the willingness of such nominees to serve as directors. Nominations from the floor are not permitted. If no Nominations Committee is appointed, nominations for directors shall be made by the Board of Directors. All nominees must have indicated in writing his or her willingness to serve as a director.

(c) Qualifications. No person shall be eligible for election by the Members of the Association as a director unless such person is an Owner, legal spouse of an Owner, or is the individual nominee of an Owner which is other than an individual. No Owner or representative of such Owner shall be elected as a director or continue to serve as a director (a) if the member is more than thirty (30) days delinquent in meeting any financial obligation owed to the Association, if such delinquency is not cured by the record date set pursuant to Section 55A-7-07 of the North Carolina Nonprofit Corporation Act for such members' meeting in the case of an election of directors, or (b) if the member otherwise is in violation of any provision of the Declaration, Bylaws, Articles of Incorporation, or Association rules and regulations. In addition, only one (1) Owner from each Lot may serve on the Board at the same time and spouses shall not simultaneously serve on the Board. Each director shall be entitled to one (1) vote on all matters that come before the Board.

Section 4.3. Voting, Quorum, and Manner of Acting. Each director shall be entitled to one (1) vote on all matters that come before the Association. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Unless a vote of greater percentage is required by the Association's Articles of Incorporation, these Bylaws, or the North Carolina Nonprofit Corporation Act, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who participates in a meeting by any means of communication by which all directors may simultaneously hear each other during the meeting shall be deemed present at a meeting for all purposes.

Section 4.4. Removal or Resignation of Directors and Filling of Vacancies.

(a) Any director may be removed from office at any time with or without cause by at least a fifty (51%) vote of all members present and entitled to vote at any meeting of members at which a quorum is present. A director may not be removed by the members at a meeting unless the notice of the meeting states that the purpose or one of the purposes of the meeting is the removal of the director so removed. If any directors are so removed, new directors may be elected at the same meeting.

(b) A vacancy in the Board of Directors caused by a removal of a director by the members shall be filled by a vote of the members. A vacancy among the directors caused by any reason other than the removal of a director by the members shall be filled by the remaining directors at a meeting of the Board of Directors held for such purpose promptly after the occurrence of such vacancy. If the directors remaining in office do not constitute a quorum of the Board of Directors, the directors may fill the vacancy by the affirmative vote of a majority of the remaining directors, or by the sole remaining director, as the case may be. The term of a director elected to fill a vacancy in a directorship elected by members expires at the end of the unexpired term that such director is filling, and the term of the director filling any other vacancy expires at the next election of directors by the members.

(c) A director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Unless otherwise specified, such resignation shall take effect upon the receipt thereof and the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed conclusively to have resigned upon disposition by the Owner of the Lot which made such individual eligible to be a director or upon any other event of disqualification set forth in these Bylaws.

Section 4.5. Powers and Duties of the Board of Directors. The business and affairs of the Association shall be managed and directed by the Board of Directors. Except as provided below, the Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association, including, but not by way of limitation, all powers as set forth in Article 3 of Chapter 55A of the North Carolina General Statutes (North Carolina Nonprofit Corporation Act) and Section-47F-3-102 of the North Carolina Planned Community Act but may not do any such acts and things which are required by the Bylaws, or the Articles to be exercised and done by the members; provided, however, that all such powers, duties, acts, and things shall be exercised consistent with the provisions of the Bylaws, and Articles of Incorporation. The Board of Directors may delegate to one of its members or to a Person employed for such purpose the authority to act on behalf of the Board on such matters relating to the duties of the managing agent (as defined in Section 5.2 hereof), if any, which

may arise between the meetings of the Board of Directors as the Board of Directors deems appropriate. The Board of Directors shall perform the following duties and take the following actions on behalf of the Association, subject to any voting rights of the members provided by these Bylaws, and the Articles, or by law:

- (a) Provide goods and services to the members and shall administer the operation and management of the Association.
- (b) Designate, hire, dismiss, and, where appropriate, compensate the personnel necessary to operate and manage all real property owned by the Association and provide goods and services to the Owners, as well as purchase equipment, supplies, and materials to be used by such personnel in the performance of their duties.
- (c) Establish assessments and usage fees to maintain, repair, and replace Common Elements and for use of Elective Facilities, deposit the proceeds thereof in depositories designated by the Board of Directors, and use the proceeds to administer the management and operation of the Common Elements and Elective Facilities.
- (d) Adopt, amend, and repeal any reasonable rules and regulations not inconsistent with these Bylaws for use of Common Elements and Elective Facilities.
- (e) Open bank accounts on behalf of the Association and designate the signatories thereon.
- (f) Enforce by legal means the provisions of the Association Documents as are in effect from time to time.
- (g) Act with respect to all matters arising out of any eminent domain proceeding affecting the Common Elements and Elective Facilities.
- (h) Notify the members of any litigation against the Association involving a claim in excess of ten percent (10%) of the amount of the annual budget.
- (i) Obtain and carry insurance over the Common Elements and Elective Facilities and pay the premiums therefor and adjust and settle any claims thereunder.
- (j) Pay the cost of all authorized goods and services rendered to the Association and not billed to Owners of individual Lots.
- (k) Acquire, hold, and dispose of Lots and mortgage the same without the prior approval of the Association if such expenditures and hypothecations are included in the budget.
- (l) In advance of each fiscal year, the Board of Directors shall cause to be prepared and adopted a proposed budget for each section of the Sea Gate subdivision. Within thirty (30) days after the adoption of any proposed budget for the Association, the Board shall provide a copy or summary of each section budget to all Owners in their respective sections. In addition, the budget shall be included in the notice of annual meeting package.
- (m) Adopt an annual budget and make assessments (general or special) against the Owners to defray the Common Expenses, establish the means and

methods of collecting such assessments from the Owners and establish the period of the installment payment, if any, of the assessments for maintenance, repair or replacement of Common Elements and Elective Facilities.

(n) Borrow money on behalf of the Association when required for any valid purpose; provided, however, any loan in excess of \$10,000.00 requires the affirmative vote of not less than two thirds (2/3) of the total members entitled to vote.

(o) Enter into contracts to carry out the business and activities of the Association.

(p) Purchase tools and equipment for maintenance, repair, and replacement of the Common Areas and Elective Facilities.

(q) Grant easements, rights-of-ways, or licenses over and through the Common Elements pursuant to N.C. Gen. Stat. § 47F-3-102 (9).

(r) Determine the annual Common Element Assessments.

1. All Common Area assessments collected in the different sections of Sea Gate shall be spent within those sections.
2. All Common Area funds shall be spent on Sea Gate Common Areas.
3. General funds may be spent on the Common Elements as authorized by the Board.

(s) Determine the annual Elective Facilities usage fees.

Section 4.6. Meeting of Directors.

(a) Types of Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors; provided, however, such meetings shall be held at least quarterly during each fiscal year. Special meetings of the Board of Directors may be called by the President, and shall be called by the President or Secretary upon the written request of at least two (2) directors. At regular intervals, the Board shall provide the Owners an opportunity to attend a portion of a Board Meeting and to address the Board at such meeting. The Board may place reasonable restrictions on the number of persons who speak on each side of an issue and may place reasonable time restrictions on persons who speak. The President or presiding officer may call the Board of Directors into closed session on sensitive matters such as personnel, legal strategy, or hearings with respect to violations of the Rules and Regulations. Any final action taken by the Board of Directors in closed session shall be recorded in the minutes.

(b) Notice. Regular meetings of the Board of Directors may be held without notice. The Chairperson, if any, the President, or any two (2) directors may call and give notice of a meeting of the Board of Directors. The person or persons calling an unscheduled meeting of the Board of Directors, at least two (2) days before the meeting, shall give notice thereof by any usual means of communication. Such notice need not specify the

purpose for which the meeting is called. Any duly convened regular or unscheduled meeting may be adjourned by the directors to a later time without further notice.

(c) Waiver of Notice. Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. The attendance by a director at, or the participation of a director in, a meeting shall constitute a waiver of any required notice of such meeting, unless the director, at the beginning of the meeting (or promptly upon the director's arrival thereat), objects to holding the meeting or to transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

(d) Conduct of Meetings. The President shall preside over meetings of the Board of Directors and the Secretary shall keep the minutes of the meeting and record all resolutions adopted at the meetings and proceedings occurring at the meetings.

Section 4.7. Action by Directors Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors and evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and delivered to the Secretary of the Association for inclusion in the minutes or filing with the corporate records.

ARTICLE 5

MANAGING AGENT

Section 5.1. Compensation. The Board of Directors may employ for the purpose of administering the Association a "managing agent" at a compensation to be established by the Board of Directors. The managing agent shall be a bona fide business enterprise or individual which manages common interest communities. Otherwise, the managing agent may be a full-time employee of the Association who shall organize, staff, train, and administer the in-house personnel solely to perform the managing agent duties set forth below. The Board of Directors shall impose appropriate standards of performance upon the managing agent.

Section 5.2. Duties. The managing agent shall perform such duties and services as the Board of Directors shall direct. Such duties and services may include, without limitation, the duties listed in Section 4.5(a), (b), (c), and (j). However, the Board of Directors may not delegate to the managing agent the powers and duties set forth in Section 4.5(d), (e), (f), (g), (h), (i), (k), (l), (m), (n), (o), (p), (q), (r), and (s). In addition and generally, the managing agent shall perform the obligations, duties, and services relating to the management of the Association in compliance with the provisions of these Bylaws and the Association's Articles of Incorporation.

ARTICLE 6

OFFICERS

Section 6.1. Designation and Duties of Officers. The principal officers of the Association shall be the President (who shall also serve as Chairman of the Board of

Directors), the Vice President, the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may also elect an assistant treasurer, an assistant secretary, and such other officers as in its judgment may be necessary. All officers shall be members, officers of corporate members, partners of partnership members, or members of limited liability company members and shall be members of the Board of Directors. Each officer shall perform such duties as are normally associated with such office in parliamentary organizations, except to the extent, if any, inconsistent with these Bylaws, and shall perform such other duties as may be assigned to such office by resolution of the Board of Directors. If any officer is unable for any reason to perform the duties of the office, the Board of Directors may appoint another qualified individual to act in such officer's stead on an interim basis.

Section 6.2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors. Any officer may hold more than one position; provided, however, that the offices of President, Vice President, and Secretary shall be held by three (3) different individuals. Each officer shall hold office for a term one (1) year or until such officer's death, resignation, retirement, removal, or disqualification, or until the election and qualification of such officer's successor.

Section 6.3. Removal and Resignation. Any officer or agent may be removed by the Board of Directors at any time with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer may resign at any time by notifying the Association in writing of such resignation. A resignation shall be effective upon receipt by the Association unless it specifies in writing a later effective date. In the event a resignation so specifies a later effective date, the Board of Directors may fill the pending vacancy prior to such date; however, the successor to the resigning officer may not take office until the effective date. An officer's resignation does not affect the Association's contract rights, if any, with such officer.

Section 6.4. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The individual appointed to fill a vacancy shall serve for the remainder of the term of the officer such individual replaces.

Section 6.5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall supervise and control the management of the Association in accordance with these Bylaws. The President, when present, shall preside at all meetings of members. The President, with any other proper officer, may sign any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the Association, except where required or permitted by law otherwise to be signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors.

Section 6.6. Vice President. In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice President, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6.7. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors; have charge of such books and papers as the Board of Directors may direct and as may be required by Article 16 of the North Carolina Nonprofit Corporation Act and Article 3 of the North Carolina Planned Community Act; give or cause to be given all notices required to be given by the Association; give each Owner notice of each assessment against such Owner's Lot as soon as practicable after assessment is made; provide for each Owner, upon request, a copy of the rules and regulations of the Association; maintain a register setting forth the place to which all notices to members hereunder shall be delivered; make it possible for any member to inspect and copy at reasonable times and by appointment the records of the Association in accordance with and as required by the North Carolina Nonprofit Corporation Act; and, in general, perform all the duties incident to the office of Secretary.

Section 6.8. Assistant Secretary. In the absence of the Secretary or in the event of the Secretary's death, inability, or refusal to act, the Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretary shall perform such other duties as from time to time may be assigned by the Secretary, by the President, or by the Board of Directors.

Section 6.9. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit, or disburse the same under the direction of the Board of Directors. The Treasurer shall maintain appropriate accounting records as may be required by law and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6.10. Assistant Treasurer. In the absence of the Treasurer or in the event of the Treasurer's death, inability, or refusal to act, the Assistant Treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Assistant Treasurer shall perform such other duties as from time to time may be assigned by the Treasurer, by the President, or by the Board of Directors.

ARTICLE 7

COMMITTEES

Section 7.1. Nominations Committee. The Board of Directors may establish a Nominations Committee as set forth in Section 4.2(a) of these Bylaws.

Section 7.2. Committees of the Board of Directors. The Board of Directors, by resolution of a majority of the number of directors in office, may designate two or more directors to constitute an Executive Committee and such other committees as the Board of Directors shall deem advisable, each of which, to the extent authorized by the North Carolina Nonprofit Corporation Act and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Association. Each committee member serves at the pleasure of the Board of Directors. The provisions of these Bylaws governing meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to any committees of the

Board of Directors established pursuant to this Section. The designation of any committee of the Board of Directors and the delegation thereto of the Board of Directors' authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon him or her by law.

Section 7.3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Such committee shall have such duties and responsibilities as may be set forth in the resolution designating the committee. For committees set up under this Section 7.4 to which decision making authority is delegated by the Board of Directors or in any Association Documents, the provisions of these Bylaws governing meetings, action without meeting, notice and waiver of notice, quorum and voting requirements of the Board of Directors shall apply to any such committees. Further, such committees shall keep a written record of actions taken by such committees.

ARTICLE 8

INDEMNIFICATION AND OTHER DIRECTOR AND OFFICER ISSUES

Section 8.1. Execution of Documents. Unless as may otherwise be provided in a resolution of the Board of Directors, all agreements, contracts, deeds, leases, checks, and other instruments of the Association for expenditures or obligations for Common Expenses and all checks drawn upon reserve accounts, shall be executed by any two (2) individuals designated by the Board of Directors. Any officer of the Association may be designated by Board of Directors resolution to sign a statement of Common Expenses on behalf of the Association.

Section 8.2. Indemnification. The Association shall indemnify, to the fullest extent permitted by law and this Article, any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (and any appeal therein), whether civil, criminal, administrative, arbitral, or investigative and whether or not brought by or on behalf of the Association, by reason of the fact that such person is or was a director, officer, or committee member of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or as a trustee or administrator under an employee benefit plan, or arising out of such party's activities in any of the foregoing capacities, against all liability and litigation expense, including reasonable attorney fees; PROVIDED, HOWEVER, THAT the Association shall not indemnify any such person against liability or expense incurred on account of such person's activities which were at the time taken known or believed by such person to be clearly in conflict with the best interests of the Association or if such person received an improper personal benefit from such activities. The Association likewise shall indemnify any such person for all reasonable costs and expenses (including attorney fees) incurred by such person in connection with the enforcement of such person's right to indemnification granted herein.

The Association shall pay all expenses incurred by any claimant hereunder in defending a civil or criminal action, suit, or proceeding as set forth above in advance of the final disposition of such action, suit, or proceeding upon receipt of and undertaking by or on behalf of such claimant to repay such amount unless it ultimately shall be determined that such claimant is entitled to be indemnified by the Association against such expenses.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, including without limitation, (a) a determination by a majority vote of disinterested directors (i) that the activities giving rise to the liability or expense for which indemnification is requested were not, at the time taken, known or believed by the person requesting indemnification to be clearly in conflict with the best interests of the Association and (ii) that the person requesting indemnification did not receive an improper personal benefit from the activities giving rise to the liability or expense for which indemnification is requested, and (b) to the extent needed, giving notice to the members of the Association.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

Section 8.3. Compensation of Directors and Officers. No salary or other compensation shall be paid by the Association to any director or officer of the Association for serving or acting as such, but this shall not preclude the payment of salary or other compensation for the performance by any person serving as a director or officer for services provided to the Association in a capacity other than that of director or officer nor shall it preclude the reimbursement of reasonable, ordinary, and necessary expenses incurred in serving or acting as a director or officer.

ARTICLE 9

BOOKS AND RECORDS

Section 9.1. Maintenance of Books and Records and Financial Review. The Association shall keep books and records as required by Article 16 of the North Carolina Nonprofit Corporation Act. The Association may cause to be adopted procedures for such level of financial review and compilation of the Association as the Board of Directors may determine appropriate, which may include an audit or some lesser level of review. The cost of any such financial review shall be a Common Element Expense.

Section 9.2. Availability. The books and records of the Association shall be available for inspection by the members and their attorneys and accountants pursuant to the terms and conditions of Article 16 of the North Carolina Nonprofit Corporation Act.

Section 9.3. Accounting Report. Within one hundred twenty (120) days after the end of each fiscal year, the Board of Directors shall make available to members an itemized accounting of the Common Element Expenses actually incurred and paid for such fiscal year, together with a tabulation of the amounts collected pursuant to the budget adopted by the Board of Directors for such fiscal year, and showing the net amount over or short of the actual expenditures plus reserves.

In addition, the Board of Directors, in its sole discretion, may authorize an audit of the Association or any other level of financial review of the books and records of the Association, and if authorized, such service shall be a Common Expense of the Association.

In the event that an Owner or Owners request an audit of the Association and the Board of Directors does not authorize an audit, an audit may be conducted and paid for by the requesting Owner or Owners.

Section 9.4. Fiscal Year. The fiscal year of the Association shall be fixed by the Board of Directors.

Section 9.5. Seal. The corporate seal of the Association shall be as follows:



ARTICLE 10

NOTICES

Except as specifically provided otherwise in these Bylaws, or the North Carolina Nonprofit Corporation Act, all notices, demands, bills, statements, or other communications shall be in writing and shall be deemed to have been duly given if delivered personally, electronically, or sent by United States mail, postage prepaid, or if notification is of a default or lien, sent by registered or certified United States mail, return receipt requested, postage prepaid: (a) if to an Owner, at the physical or email address which the Owner shall designate in writing and file with the Secretary or, if no such address is designated, at the address of the Lot of such Owner; and (b) if to the managing agent, at the principal office of the managing agent or at such other address as shall be designated by notice in writing to the Association. If a Lot is owned by more than one Person, each such Person who so designates an address in writing to the Secretary shall be entitled to receive all notices hereunder, otherwise the Person receiving the notice shall have the responsibility for notifying the other Persons comprising the Owner.

ARTICLE 11

AMENDMENTS TO BYLAWS

Section 11.1. Procedure. These Bylaws may only be amended, or repealed, or new Bylaws adopted, as follows:

- (i) **Proposal.** Any Member or Board member may propose an amendment to these Bylaws.
- (ii) **Board Approval or Member Petition.** The proposed amendment must be approved by a Majority of the Board in order to be presented to the

Membership for a vote; provided, a proposed amendment not approved by the Board may be presented to the Membership for a vote if it contains signatures representing a minimum of ten percent (10%) of the Voting Power.

- (iii) Notice. The Board shall give the Members notice of any proposed amendment pursuant to Section 3.4.
- (iv) Membership Vote. The proposed amendment shall be presented for a vote at any annual or special meeting or by written ballot. Vote at an Annual or Special Meeting: If approval is sought from the Members entitled to vote thereon at an annual or special meeting, the Notice of meeting shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or a summary of the amendment. Members or their proxies representing a quorum must be present at the meeting, or if the vote is by written ballot at least ten percent (10%) of the membership must return their ballots in order for the vote to take place. If a quorum is not obtained at the first meeting at which the proposed amendment is to be voted upon, Members or their proxies representing at least five percent (5%) of the total Voting Power shall constitute a quorum at the second meeting to vote on the proposed amendment. An amendment to be adopted shall be approved by two-thirds ($2/3^{\text{rds}}$) of the votes cast by the Members or a majority of the votes entitled to be cast on the amendment, whichever is less.

Section 11.2. Change in Conditions. In no event shall a change of conditions or circumstances operate to amend any provisions of these Bylaws.

Section 11.3. Effective Date. Amendments to these Bylaws shall become effective upon their adoption. Any procedural challenge to an amendment must be made within six (6) months of its adoption or such amendment shall be presumed to have been validly adopted.

ARTICLE 12

HEARING PROCEDURES

Except as may be otherwise specifically authorized by the Association Documents, and permitted by the Association Documents, the Board shall not (i) impose a fine or penalty or (ii) undertake permitted remedial action, unless and until the following procedure is completed:

Written demand to cease and desist from an alleged violation shall be served upon the Responsible Person specifying (i) the alleged violation; (ii) the action required to abate the violation; and (iii) a time period, not less than five (5) 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 may result in the imposition of a sanction after notice and hearing if the violation is not continuing.

(a) Notice. At any time within twelve (12) months following receipt of notice of the alleged violation, the Board, or an adjudicatory panel appointed by the Board, shall serve the Responsible Person (for purposes of this Article 12, the "Responsible Person" shall be any Member, Owner, or occupant of a Lot) with a written notice of a hearing to be held by the Board of the Association in closed session or an adjudicatory panel appointed by the Board; provided, however, any adjudicatory panel appointed by the Board shall be composed of members of the Association who are not officers of the Association or members of the Board. The notice shall contain: (i) the nature of the alleged violation; (ii) the time and place of the hearing, which shall not be less than ten (10) days from the giving of the notice; (iii) an invitation to attend the meeting and produce any statement, evidence and witness on his or her behalf; and (iv) the possible sanction to be imposed. The notice prescribed herein may be served by mailing a copy of said notice to the alleged violator by placing said notice in the United States mail, postage prepaid, by any method as permitted for the service of summons as set forth in Rule 4 of the North Carolina Rules of Civil Procedure or by the delivery of said notice by an officer, director or agent of the Association to the Responsible Person or to any person who may be served on the Responsible Person's behalf as provided in said Rule 4.

(b) Hearing. The hearing shall be held in closed session of the Board or an adjudicatory panel appointed by the Board pursuant to the notice affording the member a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of notice and the invitation to be heard shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the Responsible Person appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed. In addition, a written statement of the results of the hearing and the sanction, if any, imposed shall be mailed by the United States mail, postage prepaid, by the Association to the violator.

(c) Appeal. If the hearing is held before an adjudicatory panel, following such hearing and notice of a decision adverse to the violator, the Responsible Person shall have the right to appeal the decision to the Board. To perfect this right, a written notice of appeal must be received by the managing agent of the Association, President or Secretary of the Association within fifteen (15) days after the date of the decision, said written notice to contain information by which the Board may notify the Responsible Person of the date of the appeal hearing. If no adjudicatory panel is appointed by the Board, no right of appeal shall exist.

(d) Sanction as Assessment. Pursuant to the provisions of this Article, a fine may be imposed by the Association is an amount not exceeding One Hundred and No/100 Dollars (\$100.00) (or any greater amount as may be provided otherwise by law or the North Carolina Planned Community Act ("Act")) per violation of the Association Documents and without further hearing, for each day after five (5) days after the decision to impose such fine that the violation occurs. Any such fine shall be an assessment as set forth in these Bylaws and the Act. If it is decided pursuant to the provisions of this Article that a suspension of privileges or services should be imposed, the suspension may be continued without further hearing until the violation or delinquency is cured.

ARTICLE 13

PRIORITY

In the event that any of the provisions of these Bylaws conflict with the provisions of the North Carolina Nonprofit Corporation Act, the provisions of the North Carolina Nonprofit Corporation Act shall control. In the event of any inconsistency between the Bylaws and the Articles of Incorporation, the Articles shall control.

The President of the Association hereby certifies that the foregoing Amended and Restated Bylaws of the Association were duly approved and adopted by the Board of Directors and duly adopted by the Members at a meeting of the Members held on February 20, 2016.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 20th day of February, 2016

Norman A Price
Norman A. Price, President

STATE OF NORTH CAROLINA
COUNTY OF Carteret

I certify that the following person personally appeared before me this day, acknowledging to me that he/she signed the foregoing document for the purpose(s) stated therein, in the capacity indicated therein: Norman A. Price, President of Sea Gate Association, Inc.

Date: 2/24/16

Kim E Roche-Lennon
Signature of Notary Public

Kim E Roche-Lennon
Notary's printed or typed name

My commission expires: 10/13/18



Notary seal or stamp must appear within this box.

ND: 4838-1309-3675, v. 1

THANK YOU
(252) 728-8474
Deputy: BMC

ISSUED TO: WALKUP	
RECEIPT #	20266985
DATE	02/25/2016 10:28:04 AM
DOCUMENT #	P65 FEE
1534263	22
ADMT	54.00
Total Amount Due	54.00
CASH	54.00
SEA GATE ASSOCIATION INC. BYLAWS	
Total Amount Paid	54.00

JERRY T. HARDESSY
REGISTER OF DEEDS
302 COUNTRYHOUSE SQ.
BEAUFORT, NC 28516