

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**KINGSTON PLANTATION MASTER ASSOCIATION, INC.**  
**An Eleemosynary Corporation**

Pursuant to the provisions of the South Carolina Business Corporation Act, the Board of Directors of Kingston Plantation Master Association, Inc., a South Carolina eleemosynary corporation, hereby adopts the following Amended and Restated Bylaws (the "Bylaws") for such corporation.

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

1.01 Name. The name of the nonprofit corporation is "Kingston Plantation Master Association, Inc.", hereinafter referred to as the "Association".

1.02 Offices. The principal offices of the Association shall be on the Property as defined in the Declaration at such location as determined by the Board, from time to time.

**ARTICLE II**

**DEFINITIONS**

2.01 Definitions. Except as otherwise provided herein or required by the context hereof, all terms defined in Article I of the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Kingston Plantation dated February 20, 2016 recorded in the Register of Deeds Office of Horry County, South Carolina, in Deed Book \_\_\_\_\_, Page \_\_\_\_\_, hereinafter referred to as the "Declaration", shall have such defined meanings when used in these Bylaws.

**ARTICLE III**

**MEMBERS**

3.01 Members. Each Subordinate Association is a Member of the Association. So long as it has a Controlling Interest, the Declarant is a Member of the Association.

3.02 Member Representatives. Each Member shall appoint two Member representatives (each a "Member Representative") to attend meetings and to vote at meetings of the Members of the Association. If the Member is a Subordinate Association, the Member Representatives shall be appointed in accordance with such Member's Subordinate Declaration and other internal procedures; however, each Member Representative must be an Owner within

that Subordinate Association. If the Member is the Declarant, the Member Representatives shall be appointed in accordance with the Declarant's internal procedures and such Member Representatives do not need to be an Owner.

**3.03 Member Votes.** Each Subordinate Association shall have two votes which must be cast together and which cannot be split. So long as the Declarant has a Controlling Interest, the Declarant shall have four votes for each Subordinate Association plus one vote. The Member Representatives shall attend meetings and cast their votes for the Member they represent. If only one of the two Member Representatives for a Member is present, that Member Representative may cast all of such Member's votes. If neither of its Member Representatives is able to attend a meeting, a Member may designate a proxy to cast its votes pursuant to Section 3.10 of these Bylaws. If the two Member Representatives cannot agree on how to cast the Member's two votes, the split vote shall be counted as an abstention and not counted. By way of illustration, (i) if there were fourteen Subordinate Associations and the Declarant should have a Controlling Interest, there would be a total of 85 eligible votes, 28 of which would be held by the fourteen Subordinate Associations and 57 of which would be held by the Declarant, and (ii) if there were fourteen Subordinate Associations and the Declarant should not have a Controlling Interest, there would be a total of 28 eligible votes all of which would be held by the fourteen Subordinate Associations.

**3.04 Annual Meetings.** The annual meeting of Members of the Association shall be held on the third Saturday in May each year, at the time selected by the Board, for the purpose of selecting Directors and transacting such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for the annual meeting of the Members of the Association, or at any adjournment thereof, the Board of Directors ("Board") shall cause the election to be held at a special meeting of the Members to be convened as soon thereafter as may be convenient.

**3.05 Special Meetings.** Special meetings of the Members may be called by the Board, the President, or upon the written request of Members holding not less than ten percent (10%) of the total votes of the Association, such written request to state the purpose or purposes of the meeting and to be delivered to the Board or the President.

**3.06 Place of Meeting.** The Board may designate any place in Horry County, State of South Carolina, as the place of meeting for any annual meeting or for any special meeting called by the Board. A waiver of notice signed by all Members may designate anyplace, either within or without the State of South Carolina, as the place for holding such meeting. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be at the principal office of the Association.

**3.07 Notice of Meetings.** The Board shall cause written or printed notice of the time, place, and purpose of all meetings of the Members (whether annual or special) to be delivered, not more than fifty (50) and no less than ten (10) days prior to the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at its registered address, with

first class postage thereon prepaid. Each Member shall register with the Association such Member's current mailing address for purposes of notice hereunder. Each registered address may be changed from time to time by notice in writing to the Association.

3.08 Owners. Upon purchasing a Unit in the Development, each Owner shall promptly furnish to the Association a certified copy of the recorded instrument by which ownership of such Unit has been vested in such Owner, which copy shall be maintained in the records of the Association.

3.09 Quorum. At any meeting of the Members, the presence of Members holding, or holders of proxies entitled to cast, more than fifty percent (50%) of the total votes of the Association shall constitute a quorum for the transaction of business. In the event a quorum is not present at a meeting, the Members present (whether represented in person or by proxy), though less than a quorum, may adjourn the meeting to a later date. Notice thereof shall be delivered to the Members as provided above. At the reconvened meeting, the Members and proxy holders present shall constitute a quorum for the transaction of business.

3.10 Proxies. At each meeting of the Members, a Member may vote through its Member Representatives or by proxy; provided, however, that the right to vote by proxy shall exist only where the instrument authorizing such proxy to act shall have been authorized in writing by the Member and designates an Owner of a Unit within the Member Subordinate Association as the proxy agent, if the Member is not the Declarant. Such instrument authorizing a proxy to act shall be delivered before the meeting to the managing agent of the Association at least 24 hours in advance. The secretary of the meeting shall enter a record of all such proxies in the minutes of the meeting.

3.11 Votes Required for Action. The affirmative vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum was present shall be necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the Articles of Incorporation, these Bylaws, the Declaration, or South Carolina law.

3.12 Waiver of Irregularities. All inaccuracies and/or irregularities in calls or notices of meetings and in the manner of voting, form of proxies, and/or method of ascertaining Members present shall be deemed waived if no objection thereto is made at the meetings.

3.13 Informal Action by Members. Any action that is required or permitted to be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Member Representatives entitled to vote with respect to the subject matter thereof.

3.14 Selection of Proposed Director and Alternate Director. At least one week prior to the annual meeting of the Members of the Association, the Member Representatives for each Subordinate Association shall deliver to the managing agent of the Association the proposed Director and the proposed alternate director ("Alternate Director") to be elected at the annual meeting of the Association, each of whom shall be a member of such Subordinate

Association. For so long as the Declarant has a Controlling Interest, the Declarant shall have the right to appoint different Directors and Alternate Directors than those elected by the Member Representatives at the annual meeting of the Association. When the Declarant no longer has a Controlling Interest, the Owners elected by the Member Representatives at the annual meeting shall be the Subordinate Association's Director and Alternate Director. Nominations for Directors and Alternate Directors, other than those proposed by the Member Representatives for each Subordinate Association, may be made from the floor at any election of Directors and Alternate Directors.

## ARTICLE IV

### BOARD OF DIRECTORS

4.01 General Powers. The property, affairs, and business of the Association shall be managed by its Board. The Board may exercise all of the powers of the Association, whether derived from law, the Declaration or the Articles of Incorporation, except such powers as are by law, by the Articles of Incorporation, by these Bylaws, or by the Declaration vested solely in the Members of the Association. The Board may by written contract delegate, in whole or in part, to a professional management organization or person such of its duties, responsibilities, functions, and powers, or those of any officer, as are properly delegable.

4.02 Appointment of Directors and Alternate Director. For so long as the Declarant has a Controlling Interest, (a) Declarant shall have the right to appoint each Director and Alternate Director representing a Subordinate Association and this Declarant right may be exercised with respect to all, some or none of the Subordinate Associations and (b) the Declarant shall have the right (i) to appoint two Directors to represent Declarant and (ii) to appoint two additional persons to serve as its two Alternate Directors to act pursuant to Section 4.10 of these Bylaws. Unless the Declarant shall specifically provide otherwise, Declarant's two Member Representatives shall serve as the Declarants two Directors. By way of illustration, (i) if there are fourteen Subordinate Associations and the Declarant has a Controlling Interest, the Board of Directors shall have 16 Directors and (ii) if the Declarant does not have a Controlling Interest, the Board of Directors shall have 14 Directors.

4.03 Director Votes. The Director appointed to represent a Subordinate Association shall have one (1) vote on all matters considered by the Board. Each Director appointed to represent the Declarant, for so long as Declarant owns Controlling Interest, shall have the number of votes equal to the sum of one (1) vote for every Subordinate Association which is a Member, plus one (1) vote. By way of illustration, (i) if there are fourteen Subordinate Associations and the Declarant has a Controlling Interest, the 14 Directors representing the Subordinate Associations shall each have one vote or 14 votes in the aggregate, each of the two Directors representing the Declarant shall have 15 votes so that the total votes eligible to be cast would be 44 votes and (ii) if the Declarant no longer has a Controlling Interest, the 14 Directors representing the Subordinate Associations shall have a total of 14 votes.

4.04 Regular Meetings. The Board shall meet on the third Saturday of the months of February, May, August and October. The meeting that coincides with the annual Member

meeting shall be held at the same place as, the annual meeting of the Members, and shall immediately follow the conclusion of the Member's meeting.

4.05 Special Meetings and Director Contact Information. Special meetings of the Board may be called by or at the request of any Director. The Director requesting the meeting or any officer of the Association may fix any place, within Horry County, State of South Carolina, as the place for holding any special meeting of the Board. Each Director shall register with the Association such Director's current email address for the purposes of notice hereunder. Notice of any special meeting shall be given at least four (4) days prior thereto by written notice delivered personally, or mailed to each Director at his registered address, or by email at his registered email address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage thereon prepaid. If notice by given by email, such notice shall be deemed to be delivered when the email is sent by the Director or other agent of the Board of Directors providing notice. Any Director may waive notice of a meeting.

4.06 Quorum and Manner of Acting. Directors holding a majority of the total votes eligible to be cast by the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the Directors casting a majority of the votes eligible to be voted by those Directors present at any meeting at which a quorum is present shall be the act of the Board. The Directors shall act only as a Board, and individual Directors shall have no powers as such. By way of illustration, if there are fourteen Subordinate Associations and the Declarant has a Controlling Interest and the Directors for 10 Subordinate Association and one Director for the Declarant are present, the Directors present collectively have 25 votes; a quorum is present because more than half of the total 44 votes is represented and any Board action requires a majority of the 25 votes present or not less than 13 votes. By way of illustration, if there are fourteen Subordinate Associations and the Declarant no longer has a Controlling Interest and if the Directors for 10 Subordinate Association are present, the Directors present collectively have 10 votes; a quorum is present because more than half of the total 14 votes is represented and any Board action requires a majority of the 10 votes present or not less than 6 votes.

4.07 Compensation. No Director shall receive compensation for any services that he may render to the Association as a Director; provided, however, that Directors may be reimbursed for expenses incurred in performance of their duties as Directors and, except as otherwise provided in these Bylaws, may be compensated for services rendered to the Association other than in their capacities as Directors.

4.08 Resignation and Removal. A Director may resign at any time by delivering a written resignation to either the President or the Board. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any Director may be removed at any time for or without cause, by the affirmative vote of more than fifty percent (50%) of the total votes of the Association at a special meeting of the Members duly called for such purpose, and may be removed otherwise as provided by South Carolina law. Any Director elected by a Member may be removed at any time, with or without cause, by such Member.

4.09 Vacancies and Newly Created Directorships. If vacancies shall occur in the Board by reason of the death or resignation of a Director, or if the authorized number of Directors shall be increased, the Directors then in office shall continue to act, and such vacancies or newly created Directorships shall be filled by the same process that is applicable to other Directors.

4.10 Informal Action by Directors. Any action that is required or permitted to be taken at a meeting of the Board, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

4.11 Alternate Directors. Each Director shall have an Alternate Director who shall have the authority to act as a Director in the absence of the Director for whom the Alternate Director serves as a substitute. Such alternate shall be empowered to vote only after notification to the managing agent of the Association by the Director of that Director's inability to attend a particular meeting, and shall extend only to the votes taken at that meeting.

## ARTICLE V

### OFFICERS

5.01 Number. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The duties of any officer may be delegated to the managing agent of the Association as set forth in Section 4.7 of the Declaration and Section 4.01 of these Bylaws.

5.02 Election, Tenure, and Qualifications. The officers of the Association shall be elected by the Board at its regular meeting following the annual meeting of Members. So long as the Declarant holds a Controlling Interest, an officer does not need to be a Director, a Member Representative, or an Owner. After Declarant no longer has a Controlling Interest, any officer elected by the Board shall be an Owner of a Unit within Kingston Plantation but need not be a Director or a Member Representative. In the event the Board fails to elect officers at its regular meeting following the annual meeting of Members, officers may be elected at any regular or special meeting of the Board. Each such officer elected by the Board (whether chosen at a regular annual meeting of the Board or otherwise) shall hold his office until the next ensuing regular meeting of the Board following the annual meeting of Members and until the officer's successor shall have been elected and qualified, or until the officer's death, or until the officer's resignation or removal in a manner provided for in these Bylaws, whichever first occurs. Any one person may hold any two or more offices, except that the President may not also be the Secretary or the Treasurer. No person holding two or more offices shall act in or execute any instrument in the capacity of more than one office.

5.03 Intentionally Deleted

5.04 Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or the Board. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any officer may be removed by the Board at any time, for or without cause.

5.05 Vacancies and Newly Created Offices. If any vacancy shall occur in any office by reason by death, resignation, removal, disqualification, or any other cause, or if a new office shall be created, such vacancies or newly created offices may be filled by the Board at any regular or special meeting.

5.06 The President. The President shall preside at meetings of the Board and at meetings of the Members. The President shall sign on behalf of the Association all conveyances, Mortgages, documents, and contracts, and shall do and perform all other acts and things that the Board may require of the President.

5.07 Vice President. The Vice President shall, in the disability or absence of the President, exercise and perform the duties of the President, and shall generally assist the President, and exercise such other powers and perform such duties as shall be prescribed by the Executive Committee or the Board.

5.08 The Secretary. The Secretary shall keep the minutes of the Association and shall maintain such books and records as these Bylaws, the Declaration, or any resolution of the Board may require him to keep. The Secretary shall be the custodian of the seal of the Association, if any, and shall affix such seal, if any, to all papers and instruments requiring the same. The Secretary shall perform such other duties as the Board may require of the Secretary.

5.09 The Treasurer. The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board, and shall, when requested by the President to do so, report the state of the finances of the Association at each annual meeting of the Members and at any meeting of the Board. The Treasurer shall perform such other duties as the Board may require of the Treasurer.

5.10 Compensation. No officer shall receive compensation for any services that such officer may render to the Association as an officer; provided, however, that officers may be reimbursed for expenses incurred in performance of their duties as officers and, except as otherwise provided in these Bylaws, may be compensated for services rendered to the Association other than in their capacities as officers.

## ARTICLE VI

### COMMITTEES

6.01 Designation of Committees. The Board may from time to time by resolution designate such committees as it may deem appropriate in carrying out its duties, responsibilities, functions, and powers including but not limited to the Architectural Standards Committee, the Security Committee, the Audit Committee, and the Executive Committee. The Board shall appoint the members of each committee by Board action in accordance with Section 4.06 of these Bylaws. The membership of each such committee designated hereunder shall consist of up to seven (7), but not less than three (3) persons. No committee member shall receive compensation for services that he may render to the Association as a committee member; provided, however, that committee members may be reimbursed for expenses incurred in performance of their duties as committee members and (except as otherwise provided by these

Bylaws) may be compensated for services rendered to the Association other than in their capacities as committee members.

6.02 Proceedings of Committees. Each committee designated hereunder by the Board may appoint its own presiding and recording officers and may meet at such places and times and upon such notice as such committee may from time to time determine. Each such committee shall keep a record of its proceedings and shall regularly report such proceedings to the Board. The power and authority of each committee shall be set forth in the Declaration, these Bylaws as may be amended from time to time or by Board resolution.

6.03 Quorum and Manner of Acting. At each meeting of any committee designated hereunder by the Board, the presence of members constituting at least two-thirds of the authorized membership of such committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee. The members of any committee designated by the Board hereunder shall act only as a committee, and the individual members thereof shall have no powers as such.

6.04 Resignation and Removal. Any member of any committee designated hereunder by the Board may resign at any time by delivering a written resignation either to the President, the Board, or the presiding officer of the committee of which he is a member. Unless otherwise specified therein, such resignation shall take effect upon delivery. The Board may at any time, for or without cause, remove any member of any committee designated by it hereunder.

6.05 Vacancies. If any vacancy shall occur in any committee designated by the Board hereunder, due to disqualification, death, resignation, removal, or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total authorized membership of the committee and, provided that two or more members are remaining, may continue to act. Such vacancy may be filled at any meeting of the Board.

## ARTICLE VII

### INDEMNIFICATION

7.01 Indemnification Against Third Party Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a Director, officer, committee member, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by an



adverse judgment, order, or settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**7.02 Indemnification Against Association Actions.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that it is or was a Director, officer, committee member, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, trustee, officer, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

**7.03 Determination.** To the extent that a Director, officer, committee member, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 7.01 or 7.02 hereof, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Any other indemnification under Section 7.01 or 7.02 hereof shall be made by the Association only upon a determination that indemnification of the Director, officer, committee member, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth respectively in Section 7.01 or 7.02 hereof. Such determination shall be made either (i) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (ii) by the Members taken in accordance with Section 3.11 of these Bylaws at any meeting duly called for such purpose.

**7.04 Advances.** Expenses incurred in defending a civil or criminal action, suit, or proceeding as contemplated in this Article may be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon a majority vote of a quorum of the Board and upon receipt of an undertaking by or on behalf of the Director, officer, committee member, employee, or agent to repay such amount or amounts unless it ultimately be determined that he is entitled to be indemnified by the Association as authorized by this Article.

**7.05 Scope of Indemnification.** The indemnification provided for by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under

any provision in the Association's Articles of Incorporation, Bylaws, agreements, vote of disinterested Members or Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The indemnification authorized by this Article shall apply to all present and future Directors, officers, committee members, employees, and agents of the Association and shall continue as to such persons who cease to be Directors, officers, committee members, employees, or agents of the Association and shall inure to the benefit of the heirs and personal representatives of all such persons and shall be in addition to all other rights to which such persons may be entitled as a matter of law.

7.06 Insurance. The Association may purchase and maintain insurance on behalf of any person who was or is a Director, officer, committee member, employee, or agent of the Association, or who was or is serving at the request of the Association as Director, officer, committee member, employee, or agent of another corporation, entity, or enterprise (whether for profit or not for profit) against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have power to indemnify him against such liability under the laws of the State of South Carolina, as the same may hereafter be amended or modified.

7.07 Payments and Premiums. All indemnification payments made, and all insurance premiums for insurance maintained, pursuant to this Article shall constitute expenses of the Association and shall be paid with funds of the Association.

## ARTICLE VIII

### FISCAL YEAR AND SEAL

8.01 Fiscal Year. The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January each year and shall end on the 31<sup>st</sup> day of December next following, except that the first fiscal year shall begin on the date of incorporation.

8.02 Seal. The Board may provide by resolution a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association, the state of incorporation, and the words "Corporate Seal".

## ARTICLE IX

### RULES AND REGULATIONS

9.01 Rules and Regulations. The Board may from time to time adopt, amend, repeal, and enforce reasonable rules and regulations governing the use and operation of the Property, to the extent that such rules and regulations are not inconsistent with the rights and duties set forth in the Articles of Incorporation, the Declaration, or these Bylaws. The Members shall be provided by the Board with copies of the Association's rules and regulations and all amendments and revisions thereof.

## ARTICLE X

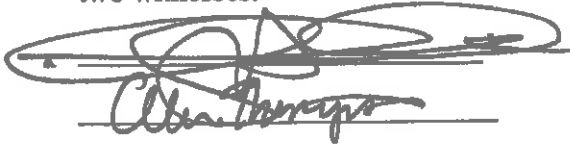
## APPEALS

10.01 Appeals. An Owner or Subordinate Association (collectively referred to herein as "Appellant") may submit a written appeal to the Board of Directors of any finding by the Board of Directors that the Appellant has violated the Declaration, Bylaws, or Rules and Regulations or any fine imposed by the Board of Directors on the Appellant. The appeal shall be in writing, signed by the Appellant, and give a detailed explanation of the appeal, and shall include any documents that support the grounds for the appeal. Upon receipt of any written appeal of a fine or violation, the President of the Association shall appoint an appeal panel ("Appeal Panel") comprised of a Director, an Officer, and a Declarant representative, so long as the Declarant holds a Controlling Interest. If the Declarant no longer holds a Controlling Interest, the Appeal Panel shall consist of three persons, each of whom shall either be a Director or an Officer. The Appeal Panel shall have the authority to review the appeal, to preside over any hearing on the appeal, and to make recommendations to the Board of Directors regarding the disposition of the appeal. As soon as practicable after its formation, the Appeal Panel shall review the written appeal and may request additional information or supporting documentation from the Appellant. Upon receipt of sufficient information and documentation, the Appeal Panel, in its sole discretion, may schedule a date for the hearing on the written appeal or decide the merits of the appeal based upon the documentation submitted by the Appellant. If the Appellant has a scheduling conflict, the Appeal Panel, in its sole discretion, may reschedule the hearing or decide the merits of the appeal based upon the documentation submitted by the Appellant. At any hearing on the appeal, the managing agent or representative of the Board may present information and documentation, including statements from witnesses, to the Appeal Panel in support of the fine or violation. Thereafter, the Appellant shall have the opportunity to present information and documentation, including statements from witnesses, to the Appeal Panel for review. The Appeal Panel shall have the authority to dictate the manner in which appeal is presented, the parties that may present during appeal hearing, and any other procedure related to the appeal hearing. The Appeal Panel shall recommend a disposition of the appeal to the Board of Directors in writing or in person at the next regularly scheduled Board meeting. Upon review of the recommendation of the Appeal Panel, the Board of Directors may affirm or overrule the fine or violation in writing within thirty (30) days of the Board meeting. If the Board of Directors does not affirm or overrule the fine or violation in writing within thirty (30) days of the Board meeting, the fine or violation shall be affirmed. The Appeal Panel's recommendation to the Board of Directors on the disposition of the appeal is advisory and is not binding on the Board of Directors. The decision of the Board of Directors regarding any appeal may be based upon any grounds deemed sufficient in its sole discretion. Nothing contained herein shall provide any Owner or Subordinate Association the right to appeal the fine or violation of any other Owner or Subordinate Association.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Declarant and the President of the Association have hereunto set their hands and seals this 20<sup>th</sup> day of May, 2016 and thereby affirm that these Amended and Restated Bylaws have been properly authorized by all appropriate action.

Signed sealed and delivered in the presence of ASSOCIATION:  
two witnesses:



Alan [unclear]

Kingston Plantation Master Association, Inc.

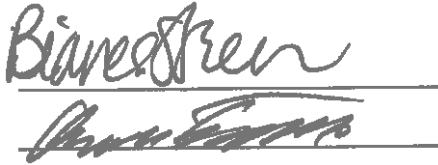
BY: White G. Watkins

Name (print) White G. Watkins

Title: President

DECLARANT:

FelCor Myrtle Kingston Hotel, L.L.C.



Bianca [unclear]

By: Charles N. Nye

Name (print) Charles N. Nye

Title: Vice President