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STATE OF SOUTH CAROLINA)
) AMENDMENT TO BY-LAWS
COUNTY OF BEAUFORT)

WHEREAS, Xanadu Villa Sales, Incorporated, filed with the Clerk of Court for Beaufort County, South Carolina, in Book 261 at Page 1448, its Master Deed and Exhibits and Appendix thereto, of Xanadu Horizontal Property Regime and Xanadu Association, Inc.; and

WHEREAS, pursuant to the By-Laws of Xanadu Association, Inc., for the administration of Xanadu Horizontal Property Regime, Paragraph Q, Amendments, of the By-Laws, the By-Laws may be amended by approval by co-owners representing at least two-thirds (2/3) of the total value of the Property; and

WHEREAS, Xanadu Association, Inc. now wishes to amend certain provisions of said By-Laws; and

WHEREAS, at a duly called meeting held for such purpose on November 13, 1993, a ballot was taken and the proposed By-Laws Amendments were passed by a sufficient majority.

NOW, THEREFORE, the By-Laws are hereby amended as follows:

AMENDMENT TO BY-LAWS

Paragraph C. Directors. Section 1. Membership of the Board of Directors shall be amended to read as follows:

1. Membership of the Board of Directors. The Board of Directors shall consist of seven (7) persons, each of whom shall be an owner, or, if the owner is a corporation or a partnership, the legally appointed representative thereof, which Directors shall hold office as herein defined; provided, however, that each Director elected shall serve until such time as replaced or removed as provided herein.

Paragraph C. Directors. Section 2. Election of Directors, Subparagraph (c) shall be amended to read as follows:

(c) A Director may be removed by concurrence of fifty-one (51%) percent or more of the basic value of the property as a whole as set forth in the Master Deed at either an annual or a specially called meeting of the Association's members. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

Paragraph C. Directors. Section 3. shall be amended to read as follows:

3. The term of each Director's service shall be limited to two (2) consecutive terms, four (4) Directors to be elected for

two (2) year terms and three (3) Directors to be elected for one (1) year terms. The following year, three (3) Directors will be elected for two (2) year terms, and so forth. Membership on the Association's Board of Directors shall be limited to not more than one (1) member of any family and persons who are married to each other, or have been married to each other, shall not serve together, notwithstanding the fact that they each reside in a separate apartment.

Paragraph C. Directors. Section 5. shall be amended to read as follows:

5. Regular meetings of the Board of Directors shall be held on a quarterly basis, in person or by telephone conference, notice of which shall be given to each Director personally or by mail, telephone, or fax at least three (3) days prior to the day and time named for such meeting.

Paragraph C. Directors. Section 6. shall be amended to read as follows:

6. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Not less than twenty-four (24) hours notice of the special meeting of the Board of Directors shall be given to members personally or by mail, telephone, or fax, which notice shall clearly state the time, place and purpose of said meeting.

Paragraph G. Fiscal Management. Section 4. Assessment Procedure. shall be amended by adding an additional Subparagraph (d) as follows:

(d) Independent Receipt, Calculation, and Reporting of Results of Ballots for Assessments. In any case in which owners are required to vote by ballot on any proposed special assessment, said ballots shall be sent directly to an independent and unbiased accountant, bookkeeper, attorney, or other appropriate party, for calculation and accounting of overall owner approval or disapproval of specific items voted upon. Said independent and unbiased party shall be selected in advance of balloting by the Association's Board of Directors. The independent and unbiased party for the aforementioned purposes shall have no familial, kinship, or business relation with any member of the Association's Board of Directors. A current list of owners shall be provided to such independent and unbiased party and such party shall certify in writing that each ballot counted was from an owner, and no owner cast a ballot for other than the apartment or apartments owned, and the tally of votes for and against each motion.

IN WITNESS WHEREOF, Xanadu Horizontal Property Regime has caused these presents to be executed the ____ day of _____, 1994.

Signed, sealed and delivered
in the presence of:

Ann O. Sclunson
Witness

Harriet Donald Hunt
Notary Public

She B. Long
Witness

William R. Fleming
Notary Public

XANADU ASSOCIATION, INC.

BY: [Signature]
Its President

ATTEST: [Signature]
Its Secretary

STATE OF)
) PROBATE
COUNTY OF)

PERSONALLY APPEARED before me, the undersigned witness,
on oath, says that s/he saw the within named Xanadu Association,
Inc., by its President, sign the within Amendment to By-Laws and
that s/he, with the undersigned notary public, witnessed the
execution thereof.

Ann O. Sclunson
Witness

SWORN TO before me this
day of _____, 1994.

Harriet Donald Hunt
Notary Public
My Commission Expires: 11/27/97

STATE OF)
) PROBATE
COUNTY OF)

PERSONALLY APPEARED before me, the undersigned witness,
on oath, says that s/he saw the within named Xanadu Association,
Inc., by its Secretary, sign the within Amendment and that s/he,
with the undersigned notary public, witnessed the execution
thereof.

She B. Long
Witness

SWORN TO before me this
25th day of April, 1994.

William R. Fleming
Notary Public
My Commission Expires: June 10, 2001

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FILED
JOHN A. SULLIVAN, JR. 7966
P.H.C.
HARTFORD COUNTY, CT. */MK*
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