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Smoot & Pitts File # _____
I/I

STATE OF SOUTH CAROLINA)
)
)
COUNTY OF BEAUFORT) THIRD AMENDMENT TO THE MASTER
) DEED OF COLONNADE CLUB HORIZONTAL
) PROPERTY REGIME AND SECOND
) AMENDMENT TO THE BYLAWS OF THE
) COLONNADE CLUB HOMEOWNERS
) ASSOCIATION, INC.

THIS THIRD AMENDMENT TO THE MASTER DEED OF COLONNADE CLUB HORIZONTAL PROPERTY REGIME AND SECOND AMENDMENT TO THE BYLAWS OF THE COLONNADE CLUB HOMEOWNERS ASSOCIATION, INC. is made and entered into this ___ day of February, 2018 by The Colonnade Club Homeowners Association, Inc., a South Carolina non-profit corporation (“Association”).

WITNESSETH

WHEREAS, on or about May 13, 1986, Rapalm Investment Company made its Master Deed of Colonnade Club Horizontal Property Regime which it recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on May 20, 1986 in Book 449 at page 38, and re-recorded on June 20, 1986 in Book 452 at page 5(“Master Deed”); and

WHEREAS, the Master Deed contained provisions for the creation of the Association whose operations were to governed by a set of Bylaws attached as Exhibit I to the Master Deed (“Bylaws”); and

WHEREAS, the Master Deed provides in Article XV, Section 15.2 that if the Association votes to amend the Bylaws such Amendment shall be valid only when approved by a vote of Owners representing at least 67% of the Total Percentage Interest (as defined in the Master Deed), shall be certified by the Board of Directors as having been duly adopted and shall be effective when recorded; and

WHEREAS, the Bylaws provide in Article III that votes may be cast in person or by proxy at a duly called meeting of the Association in which a quorum is present.

WHEREAS, the Bylaws provide in Article X, Section 10.1 that if the Association votes

to amend the Bylaws said amendments shall be set forth in an amendment to the Master Deed and duly recorded.

WHEREAS, a First Amendment to Master Deed of Colonnade Club Horizontal Property Regime was recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on June 20, 1986 in Book 452 at page 116; and a Second Amendment to Master Deed of Colonnade Club Horizontal Property Regime was recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on October 30, 1986 in Book 462 at page 823.

WHEREAS, five Expansion Amendments to the Master Deed have been recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on August 6, 1986 in Book 455 at page 1949, re-recorded on October 10, 1986 in Book 460 at page 2158; on December 18, 1986 in Book 466 at page 646; on April 14, 1987 in Book 474 at page 1580; on June 9, 1987 in Book 478 at page 1560, re-recorded on September 23, 1987 in Book 486 at page 1093; and on August 17, 1988 in Book 508 at page 879.

WHEREAS, a First Amendment to the Bylaws of Colonnade Club Homeowner's Association was recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on October 6, 2010 in Book 2998 at page 1646.

WHEREAS, pursuant to the Master Deed and By-Laws notice of the proposed amendments was provided to the members of the Association in the Notice of the Annual Meeting of the Association held on March 31, 2017; and

WHEREAS, pursuant to a vote of more than 67% of the Total Percentage Interest, as defined in the Master Deed, of votes cast in person or by proxy at a duly called meeting, the Association approved, ratified and made the amendments to the Master Deed and bylaws as set forth below; and

NOW, THEREFORE, the Association declares that the Master Deed and Bylaws of the Association are amended as hereinafter set forth.

1. The above "Whereas" clauses are hereby incorporated herein and made a part hereof.

2. We, the undersigned, as President and Secretary of the Association, do hereby certify that a duly convened meeting of the Members of the Association held on March 31, 2017, for which notice was provided to the Members on March 3, 2017, the amendments set forth below were adopted by an affirmative vote of the Members with the votes in favor in the percentages set forth below.

3. With respect to the proposed amendment to Article IV of the Bylaws the Declaration, sixty-seven (67%) percent of the Total Percentage Interest, as defined in the Master

Deed, cast in person or by proxy at a duly constituted meeting of the Association was necessary to adopt the amendment, and of the total votes cast, 73.6588% percent of the Total Percentage Interest were in favor. Accordingly, the amendments set forth in the First Amendment to Bylaws to the Bylaws of Colonnade Club Homeowner's Association dated September 17, 2010, recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on October 6, 2010 in Book 2998 at page 1646 are deleted in their entirety, and Article IV, of the original Bylaws is replaced with the following:

BOARD OF DIRECTORS, NUMBER, POWERS, MEETINGS

Section 4.1. Number, Terms of Office. The Board of Directors shall consist of five (5) Owners. The term of office for each director shall be for three (3) years and shall be staggered such that no more than two (2) directors will be elected for full terms at any annual meeting. At the first annual meeting following the adoption of provisions providing for staggered terms, one (1) director was elected for a term of one (1) year, two (2) directors were elected for terms of two (2) years, and two (2) directors were elected for terms of three (3) years. Thereafter, one (1) or two (2) directors shall be elected each year upon the expiration of their respective terms. Each director shall hold office until his death, resignation, retirement, removal, disqualification or his successor is elected and qualified. There shall be no cumulative voting for the election of directors.

Section 4.2. Powers. The Board of Directors shall direct the affairs of the Association and, subject to any restrictions imposed by law, by the Master Deed, or these Bylaws, may exercise all of the powers of the Association. The Board of Directors shall exercise such duties and responsibility as shall be incumbent on it by law, the Master Deed, or these Bylaws as it may deem necessary or appropriate in the exercise of its powers.

Section 4.3. Election and Term of Office. (Deleted)

Section 4.4. Vacancies. Vacancies on the Board of Directors caused by any reason other than the removal of a director by a vote of the Association shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum, and each person so elected shall be a director until a successor is elected at the next annual meeting of the Association. Vacancies caused by the removal as provided in Section 4.5 shall be filled by vote of the Association at the same meeting at which a director or directors were removed.

Section 4.5. Removal of Directors. At any regular or special meeting of the Association duly called, any one or more of the directors may be removed with or without cause by a majority of the total vote of the Association, and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by an Owner or Owners shall be given an opportunity to be heard at such meeting.

Section 4.6. Regular Meeting. The first regular meeting of the Board of Directors

shall be held immediately following the first annual meeting of the members of the Association and regular meeting thereafter shall be held on such dates and at such time and place, but not less frequently than semi-annually, as may be fixed from time to time by resolution of the Board. Notice of regular meetings of the Board shall be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day of such meeting; provided, however, that notice of the first regular meeting shall not be required to be given to the directors provided that a majority of the entire Board is present at such meeting. Should any such meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 4.7. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the date, time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice upon the written request of each of at least two (2) directors.

Section 4.8. Waiver of Notice. Before or at any meeting of the Board of Directors any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him of the date, time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 4.9. Quorum. At all meetings of the Board of Directors, a majority of the then qualified directors shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.10. Compensation. No director shall receive compensation for any service he may render to the Association nor shall the Association make any loan, directly or indirectly, to a director; provided, however, that a director may be reimbursed for travel, lodging and other out-of-pocket expenses incurred by him in the performance of his duties.

Section 4.11. Action by Board Without a Meeting. The Board of Directors shall have the right to take any action which it could take at a meeting by obtaining the written approval of all directors thereto. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section 4.12. Liability of Directors. To the extent permitted by the laws of the State of

South Carolina made and provided, no director shall be liable to any Owner for injury or damage caused by such director in the performance of his duties unless due to the willful misfeasance or malfeasance of such director. Furthermore, each director shall be indemnified by the Association against all liabilities and expenses, including attorneys' fees, reasonably incurred and imposed upon him in connection with any proceeding to which he may be party or in which he becomes involved by reason of his being or having been a director of the Association, whether or not he is a director of the Association at the times such expenses and liabilities are incurred, except in such cases where the director is adjudged guilty of willful misfeasance or malfeasance in performance of his duties; provided, however, that in the event of settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. Such indemnity shall be subject to the approval by the members of the Association only when such approval is required by the laws of the State of South Carolina made and provided.

4. With respect to the proposed amendment to Article VII, Section 7.9, of the Bylaws, 67% of the Total Percentage Interest, as defined in the Master Deed, cast in person or by proxy at a duly constituted meeting of the Association was necessary to adopt the amendment, and of the total votes cast, 72.3176% percent of the Total Percentage Interest were in favor. Accordingly, Article VII, Section 7.9 of the Bylaws is amended by deleting the existing Article VII, Section 7.9 in its entirety and is replaced with the following:

Section 7.9 Fiscal Year. The fiscal year of the Association shall be May 1 through April 30.

5. Except as expressly amended herein, the remaining terms and conditions of the Master Deed, as amended, and Bylaws, as amended, shall remain in full force and effect as if restated herein.

Witness our hands and seals the date first above written.

Witness:

COLONNADE CLUB HOMEOWNERS
ASSOCIATION, INC.

Kent M. Edsley

By:

Daniel Eisenhuth


Daniel Eisenhuth, President

[Signature]

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT) ACKNOWLEDGMENT
) under SC Code § 30-5-30(C)

I the undersigned notary public, do hereby certify that the within named officer of Colonnade Club Homeowners Association, Inc. personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 7th day of February, 2018.



Notary Public for:

My Commission Expires: 11-3-2024
(SEAL)

(This space intentionally left blank.)

COLONNADE CLUB HOMEOWNERS ASSOCIATION, INC.

Kent M Eddy
(2. Signature of First Witness)

Attest: Kathryn A Deforrest
Kathryn A. Deforrest, Secretary
(1. Signature of Grantor)

[Signature]
(3. Signature of Second Witness and Notary)

STATE OF SOUTH CAROLINA)
) ACKNOWLEDGMENT
COUNTY OF BEAUFORT) under SC Code § 30-5-30(C)

I the undersigned notary public, do hereby certify that the within named officer of Colonnade Club Homeowners Association, Inc. personally appeared before me this day and acknowledged the due execution of the foregoing instrument.


Witness my hand and official seal this 7th day of February, 2018.


[Signature]


Notary Public for:

My Commission Expires: 11-3-2024
(SEAL)

COLONNADE CLUB HOMEOWNERS
ASSOCIATION, INC.


(2. Signature of First Witness)


Attest: 
Kathryn A. Deforrest, Secretary
(1. Signature of Grantor)


(3. Signature of Second Witness and Notary)

STATE OF MICHIGAN (4.))
)
COUNTY OF OTTOWA (5.))
) ACKNOWLEDGMENT
) under SC Code § 30-5-30(C)

I the undersigned notary public, do hereby certify that the within named officer of
Colonnade Club Homeowners Association, Inc. personally appeared before me this day and
acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal this 7th day of February, 2018.


Notary Public for:

My Commission Expires: 11-3-2024
(SEAL)
(6. Signature of Notary)