

EXHIBIT "B"

**AMENDED AND RESTATED  
BY-LAWS OF THE PALMETTO HALL PLANTATION OWNERS'  
ASSOCIATION, INC.**

**Effective Date: December 7, 2017**

ARTICLE I

NAME AND LOCATION. The name of the corporation is PALMETTO HALL PLANTATION OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at PALMETTO HALL PLANTATION OWNERS' ASSOCIATION INC. 11 Palmetto Parkway, Suite 201<sup>1</sup>, Hilton Head Island, Beaufort County, South Carolina, 29926.

ARTICLE II  
DEFINITIONS

All terms used herein and not otherwise defined shall have the meaning ascribed to them in that certain "DECLARATION OF COVENANTS, CONDITION AND RESTRICTIONS PALMETTO HALL PLANTATION AND PROVISIONS FOR MEMBERSHIP IN THE PALMETTO HALL PLANTATION OWNERS' ASSOCIATION, INC.", a South Carolina non-profit corporation, dated February 28<sup>th</sup>, 1991, recorded in the RMC Office for Beaufort County, South Carolina, in Deed Book 572 at Page 1722, et seq., as the same may be amended and/or restated from time to time, together with any and all supplementary declarations or amendments pursuant to the Declaration which may be recorded from time to time. (the "Declaration"). For purposes herein, the term "the Act" shall mean and refer to the South Carolina Non-Profit Corporations Act of 1994, as amended.

ARTICLE III  
MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one month from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during the month of December of each year thereafter.<sup>ii</sup> If the day for the annual meeting of the Members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President, or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than thirty (30) days nor more than sixty (60) days before such meeting to each Designated Voting Member, as defined herein below, addressed to such Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. The time and place of all meetings of Members shall be determined by the Board of Directors, provided that any such meeting must take place within South Carolina. The record date for determining the Members entitled to notice of a Members' meeting shall be three (3) business days before the mailing of the Notice ("Record Date"). For purposes of this Section, if such Member has provided an email address to the Secretary, notice of meeting may, at the Secretary's discretion, be delivered via email to such address in lieu of notice via postal service. Regardless of the method of mailing, notices shall be deemed delivered three (3) days after mailing. Any person who becomes a Member after the Record Date shall be deemed to have been given notice if sent to such Member's predecessor in title, regardless of address. If a meeting of the Members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, and place is announced at the meeting before adjournment.

Section 4. Quorum. The presence at the meeting, whether in person or by proxy, of Members entitled to cast at least thirty (30%) percent of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Declaration and Petition for Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the meeting shall be adjourned and another meeting shall be scheduled for a date not less than ten (10) days nor more than thirty (30) days subsequent to the initial meeting. The quorum requirement for the adjourned meeting shall be the presence, in person or by proxy, of Members, entitled to cast twenty-five percent (25%) of the total vote of the Membership.

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Section 5. Proxies. At all meetings of Members, any Member entitled to vote may do so in person or by proxy. All proxies shall be in writing and shall be effective when received by the Secretary, or other officer or agent authorized to tabulate votes, and the appointment of a proxy shall remain in effect until revoked by the person appointing the proxy by attendance at the meeting and voting in person or by signing and delivering to the Secretary, or other officer or agent authorized to tabulate votes either a written revocation or new appointment proxy. Unless the Secretary has notice

of (a) a transfer of Membership associated with a sale of the Member; (b) death of a Member; or (c) incapacity of a Member, the Association may accept the proxy's authority.

Section 6. Action by Written Ballot. Any action that may be taken at an annual, regular, or special meeting of Members, may be taken by written ballot in accordance with the Act.

Section 7. Voting Rights. Voting rights are established as set forth in the Declaration, Section 7. When a Lot is owned by more than one natural person (whether jointly or as tenants in common), or by an entity (e.g. limited liability company, corporation, limited partnership, etc.) the Owners of such Lot shall designate a single, natural person from among the Owners thereof, or in the case of an entity, an officer, partner, or member thereof, to serve as the designated voting member ("Designated Voting Members"). and shall notify the Secretary of the name and address of such Designated Voting Member. When a Lot is owned by a single natural person, that individual is automatically deemed to be the Designated Voting Member. Once designated with Secretary, the Designated Voting Member may only be changed not more frequently than once in any given twelve month period other than for death or disability. After the Record Date has been fixed, a complete list of Designated Voting Members shall be prepared and shall be maintained in the office of the Association in advance of the meeting for which notice is being given. It shall be up to any Member who is not on the list to provide adequate evidence to the Secretary of the Association that such person is the Designated Voting Member entitled to vote. Notwithstanding the foregoing, married couples shall not be required to register a Designated Voting Member, provided, however, that they will not be entitled to more than one vote per Lot. In any case where more than one vote is cast by the Owners of a Lot, in person or by proxy, in violation of the Covenants or these By-laws, and such votes cannot be timely reconciled by the Association at the meeting in which the votes were cast, the Association shall have the right to disregard those votes in calculating its tally. Such votes shall, however, count towards the establishment of a quorum.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION; TERM; REMOVAL; COMPENSATION

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association, and in the case of multiple ownership of a Lot or Residence, the designated Member entitled to vote. The Board shall consist of seven <sup>iv</sup> Members. All Members of the Board shall be elected by the Members entitled to cast a vote at the annual meeting, or such other meeting as may be called for such purpose.

Section 2. Term of Office. Board members shall serve staggered terms of three (3) years per seat.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members at a meeting called for that purpose, which purpose must be reflected in the notice of such meeting. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve until the next annual meeting. A Board member may be removed by the majority vote of the Board for the following reasons:

- a) Failure to attend three (3) meetings in a twelve (12) month period;
- b) Breach of duty of care or of loyalty, provided the director accused of such breach is given notice of the impending vote and an opportunity to be heard prior to the vote; or
- c) Failure to timely pay Association dues, fines or other charges.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Relocated to Article VI, Section 4.

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association, appointed by the Board for such purpose at the annual meeting and shall serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall name as many qualified Members as nominees for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members, or their appointed proxies, may cast in respect to each vacancy, as many votes as they are entitled to exercise -under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

Section 3. Vacancy. Vacancies on the Board caused by resignation or removal by the Board shall be filled by appointment by a majority vote of the Board. Such appointee shall serve until the next annual meeting, at which time the Members shall be entitled to elect a new director to fulfill the balance of the term so vacated.

Vacancies occurring as a result of the removal of a director by the membership shall be filled by vote of the membership at the same meeting called for the purpose of such removal.

## ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be fixed from time to time by resolution of the Board, setting forth the date, time, and place thereof. Once fixed, no further notice of any regular meeting is required.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director, which notice shall be sufficient if sent via email to the directors at the email address provided to the Secretary for such purpose.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Participation. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director so participating shall be deemed present in person at the meeting.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Such approval must be evidenced by one or more written consents describing the action taken and signed (electronically or otherwise) by the directors and included in the minutes filed with the corporate records reflecting the action so taken.

## ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

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

(b) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any Assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a

period not to exceed Sixty (60) days for infraction of published rules and regulations;

(c) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(d) to borrow money to meet the financial needs of the Association and to mortgage the Common Property and pledge revenues of the Association as security for any loans made to the Association, the proceeds of such loans shall be used by the Association in performing its authorized functions.

(e) to do all things necessary or convenient to carry out the affairs of the Association, including but not limited to, those powers expressly provided by the Act,

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause records of the Association to be kept and made available to the Membership as required by the Act;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration to:

(1) fix the amount of the Annual Assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send notice of each Assessment to every Owner subject thereto pursuant to the requirements as provided in the Declaration; and

(3) enforce the lien and, subsequent to such filing, foreclose such lien against any property for which assessments or other applicable charges, fines or fees, are not paid within sixty (60) days<sup>v</sup> after due date or to bring an action at law or in equity against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) to cause, in its sole discretion, all officers, employees, or contract entitles of the Association, having fiscal responsibilities, to be bonded in such amount as it may deem appropriate;

(g) cause the Common Properties to be maintained.

(h) perform all other duties reasonably required of it to satisfy the functions of the Association as set forth in the Declaration and in the Petition for Incorporation.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be Members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation or removal shall not affect such individual's status as a member of the Board, absent further action in accordance with these Bylaws.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

### President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments, checks and

promissory notes of the Association, provided that checks drawn on the Capital Reserve Account shall be countersigned with the Treasurer.

#### Vice President

(b) Except to the extent specifically delegated to the Treasurer, the Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

#### Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

#### Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; cause an audit of the Association books to be made by a public accountant at least every third year, or more often if necessary; sign checks in the President's absence for the benefit of the Association; together with the President, countersign any checks drawn on the Capital Reserve Account; immediately following the election of Officers, ensure that proper signature cards are filed with the Association's banking institution(s) properly identifying the current President and Treasurer; and prepare an annual budget and a statement of income and expenditures to be represented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.<sup>vi</sup>

### ARTICLE IX COMMITTEES

The Board of Directors shall appoint a Nominating Committee, as provided in these By-Laws and may establish such other committees as it may deem appropriate to carry out the purpose of the Association, provided that if a committee is not merely advisory, but has the power to exercise the powers of the Board, it must comply with all laws respecting same.



ARTICLE X  
BOOKS AND RECORDS

The Association shall maintain corporate records in accordance with the Act. Records required to be made available for inspection and copying by the Members pursuant to said Act shall be made available at the written request of a Member and by appointment only. The Association may elect to make certain records available electronically and, to the extent it does so, shall not be required to provide printed copies thereof to its Members. The Association may utilize email addresses of its Members for notice, as provided in these Bylaws, and for other communication purposes. It is the policy of the Association that any email list maintained for such purposes shall not be subject to any records request, unless court ordered. Notwithstanding the foregoing, the Association shall not be liable to a Member for any disclosure of same.

The Association further reserves the right to withhold certain records, if in the good faith opinion of the Board, such material is privileged, confidential, or prepared in contemplation of litigation. Emailed communications by and among Board members shall not be subject to inspection and copying unless they are evidence of written consent to actions taken in lieu of a meeting as provided for hereinabove. If a Member wishes to challenge the Board's determination, the Member may do so in writing, setting forth the reason for the request and why the material should not be considered protected and the Board shall seek an opinion from counsel regarding same. Counsel's determination shall be deemed dispositive of the issue.

If a Member pursues legal action against the Board for withholding records in accordance with the provisions of this Section and it is later determined that the Board acted in good faith in denying same, or should the action be dismissed by such Member prior to such determination, said Member shall be responsible for the Association's reasonable attorneys' fees and costs associated with defending same.

ARTICLE XI  
ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments; fines for violations of the covenants and restrictions and/or rules and regulations of the Association; and reasonable attorneys' fees and costs associated with the collection of the foregoing, all of which are secured by a continuing lien upon the Members Lot or Residence.

ARTICLE XII  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "PALMETTO HALL PLANTATION OWNERS' ASSOCIATION, INC.", or an appropriate abbreviation thereof.

ARTICLE XIII  
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, (but not a reconvened meeting pursuant to Article III, Section 4, unless a fifty-one (51%) percent quorum is present in person or by proxy) by a vote of a majority of a quorum of Members present in person or by proxy.

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

ARTICLE XIV  
DISSOLUTION

Upon dissolution, liquidation or final determination of the operations of the corporation, its residual assets must not inure to the direct benefit of any Member or shareholder but must be turned over to one or more non-profit organizations which are organized and operate for charitable or non-profit purposes on Hilton Head Island, South Carolina.

ARTICLE XV  
MISCELLANEOUS

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

(b) No Waiver. The failure of the Association or the Board to enforce any right, provision, covenant or condition which may be granted by the Declaration, Articles of Incorporation, or these By-laws shall not constitute a waiver of the right of the Association or its Board to enforce such, right, provision, covenant, or condition in the future.

(c) Election of Remedies. All rights, remedies and privileges granted to the Association or the Board pursuant to any terms, provisions, covenants or conditions of the Declaration, Articles of Incorporation or these By-laws shall be deemed to be

cumulative and the exercise of any one or more shall not be deemed to constitute an election of remedies, nor shall it preclude the party thus exercising the same from exercising such other and additional rights, remedies or privileges s may be granted to such other party by the Declaration, Articles of Incorporation or these By-laws or at law or in equity.

(d) Parliamentary Rules. "Roberts Rules of Order" (latest edition) shall govern the conduct of the Association's meetings when not in conflict with the Declaration, Articles of Incorporation or these By-laws.

(e) Notice of Suit. Members shall give notice to the Association of every suit or other proceeding which will or may affect title to a Member's Lot or Dwelling Unit, such notice to be given within ten (10) days after the Member receives notice of such suit or proceeding.

(f) Conflict. These By-laws are set forth to comply with the requirements of the South Carolina Nonprofit Corporations Act of 1994, as the same may be amended from time to time. In the event of any conflict, ambiguity, or inconsistency between these By-laws and the provisions of such statute or the Declaration, the provisions of such statute or the Declaration, as the case may be, shall control.

(g) Captions. The captions contained in these By-laws are inserted as a matter of convenience and for reference and in no way define, limit or describe the scope of these By-laws or the intent of any provisions herein.

(h) Invalidity. The invalidity of any part of these By-laws shall not impair or affect, in any manner, the validity and enforceability or effect of the balance of these By-laws.

(i) Waiver. No restriction, condition, obligation or covenant contained in these By-laws shall be deemed to have been abrogated or waived by reason of failure to enforce same, irrespective of the violation or breaches thereof which may occur.

The undersigned, as Secretary of the Association, hereby confirms that these By-laws have been adopted by the Board of Directors of the Association at a duly called meeting with a quorum present.

~~Secretary~~



(Signature)

Thomas Rayeux

(Print Name)

Date: 30 Dec 2017

END NOTES:

- i See 14<sup>th</sup> Amendment (February 20, 2006)
- ii See 7<sup>th</sup> & 12 Amendments for prior changes to annual meeting date.
- iii See 14<sup>th</sup> Amendment regarding removal of references to Class Membership.
- iv See 12<sup>th</sup> Amendment for increase in Board Members from five to seven.
- v See 10<sup>th</sup> Amendment for increase from 30 to 60 days.
- vi See 14<sup>th</sup> Amendment for changes to audit requirements.

## APPENDIX "A"

### LIST OF PRIOR AMENDMENTS

1. **Declaration of Covenants and Restrictions for Palmetto Hall Plantation and Provisions for the Palmetto Hall Plantation Owners' Association, Inc. and By-Laws of Palmetto Hall Plantation Owners' Association**: Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on March 28, 1991, in Book 572 at Page 1722.
2. **First Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase II-A)** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on October 23, 1991, in Book 585 at Page 1467.
3. **Second Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase III)** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on June 9, 1992, in Book 600 at Page 1267.
4. **Third Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase II-A)** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on June 18, 1993, in Book 632 at Page 263.
5. **Fourth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase II-B and Phase II-C)** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on December 20, 1992, in Book 672 at Page 1665.
6. **Tucker Ridge Covenants, a portion of Palmetto Hall Plantation – Supplemental Declaration of Covenants and Restrictions Running with Certain Land of Greenwood Development Corporation Located on Hilton Head Island, South Carolina** – Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on December 20, 1993, in Book 672 at Page 1670.
7. **Fifth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase V)** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on June 20, 1994, in Book 713 at Page 218.

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8. **Sixth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase VI-A and Phase VI-B)** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on July 26, 1995, in Book 792 at Page 670.
9. **Seventh Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase VIII) and First Amended By-Laws** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on November 20, 1995, in Book 817 at Page 853.
10. **Eighth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase VII)** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on January 21, 1997, in Book 916 at Page 635.
11. **Ninth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. (Phase IX)** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on August 5, 1997, in Book 963 at Page 2039.
12. **Tenth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. and Second Amendment to the By-Laws of Palmetto Hall Plantation Owners' Association, Inc.** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on April 4, 2001, in Book 1402 at Page 624.
13. **Eleventh Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc.** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on February 19, 2002, in Book 1543 at Page 2094.
14. **Twelfth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. and Third Amendment to the By-Laws of Palmetto Hall Plantation Owners' Association, Inc.** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on February 7, 2003, in Book 1709 at Page 503.

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15. **Thirteenth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. and Fourth Amendment to the By-Laws of Palmetto Hall Plantation Owners' Association, Inc.** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on January 28, 2005, in Book 2090 at Page 2450.
16. **Fourteenth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc. and Fifth Amendment to the By-Laws of Palmetto Hall Plantation Owners' Association, Inc.** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on March 6, 2006, in Book 2331 at Page 706.
17. **Fifteenth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc.** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on February 8, 2007, in Book 2519 at Page 1027
18. **Sixteenth Amendment to Palmetto Hall Plantation Declaration of Covenants, Restrictions and Limitations and Provisions for Membership in Palmetto Hall Plantation Owners' Association, Inc.** - Recorded in the Office of the Register of Deeds for Beaufort County, South Carolina on January 3, 2013, in Book 3204 at Page 2179.

APPENDIX "B"

CERTIFICATE OF SECRETARY OF  
PALMETTO HALL PLANTATION OWNERS' ASSOCIATION, INC.

I, Thomas Rougeux, Secretary for Palmetto Hall Plantation Owners' Association, Inc. (the "Association"), do hereby certify as follows:

1. that notice of the Annual Meeting of the Members was duly provided in accordance with the governing documents and the Non-Profit Corporations Act;
2. that in accordance with such notice, the Annual Meeting of the Members was held on December 7, 2017;
3. that present at said meeting, either in person or by proxy, were a total of 221 Members, which count was sufficient to establish a quorum as required by the Association's governing documents; and
4. that the Members so present did vote to approve the amended and restated Declaration and By-laws to which this Certificate is attached as Appendix "B", as follows:

Number of Votes Approving the Declaration, as amended: 167

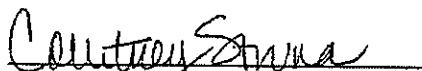
Number of Votes Approving the By-laws, as amended: 192

Number of Votes required to pass the amended and restated Declaration: 165

Number of Votes required to pass the amended and restated By-laws: 112

Sworn to and subscribed before me  
This 30 day of December, 2017.

  
Thomas Rougeux

  
Notary Public (Affix Seal)  
My Commission Expires Feb. 15, 2023.

- <sup>i</sup> See 14<sup>th</sup> Amendment (February 20, 2006)
- <sup>ii</sup> See 7<sup>th</sup> & 12<sup>th</sup> Amendments for prior changes to annual meeting date.
- <sup>iii</sup> See 14<sup>th</sup> Amendment regarding removal of references to Class Membership
- <sup>iv</sup> See 12<sup>th</sup> Amendment for increase in Board Members from five to seven.
- <sup>v</sup> See 10<sup>th</sup> Amendment for increase from 30 to 60 days.
- <sup>vi</sup> See 14<sup>th</sup> Amendment for changes to audit requirements.