

Article I, Section 4: Designation of Voting Representative

(a). Fixing of Record Date: The Board of Directors may fix in advance a date as the record date for the purpose of determining the members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, or for any other proper purpose, such date in any case to be not more than thirty (30) days and, in case of a meeting of the Membership, not less than ten (10) days prior to the date on which the particular action, requiring such determination of members, is to be taken. If no record date is fixed for the determination of members entitled to notice of, or to vote at, a meeting of the Membership, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of the Membership has been made as provided in this section, such determination shall apply to any adjournment thereof.

(b). Voting Lists: The officer or agent having charge of the records of members of the Association shall make, at least ten (10) days before each meeting of the Membership, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each member and the number of votes to which he is entitled, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the Association and shall be subject to inspection by any member making written request therefor at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

(c). Voting Rights: If only one (1) of the multiple Owners of a Unit is present at a meeting of the Association, he is entitled to cast all the votes allocated to that Unit. If more than one of the multiple Owners are present, the votes allocated to that Unit may be cast only in accordance with the agreement of a majority-in-interest of the multiple Owners. There is a majority agreement if any one (1) of the multiple Owners casts the votes allocated to that Unit without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Unit.

Article I, Section 7: Notice of Meetings

Members shall be notified of all meetings not less than ten (10) days or more than (30) days prior to the date of such meeting. The notice shall include the date, time, place and object for which the meeting is called. Each Member of record entitled to vote at such meeting will be notified using the most current information as it appears on the records of the Association. Such notice shall be deemed delivered when one or more of the following occurs.

- a. The notice is deposited, postage prepaid, in the United States Mail.
- b. The notice is deposited via electronic mail
- c. The notice is posted in the office window at 100 Gables Drive, Hoover, AL 35244 and on bulletin board located in close proximity to mail boxes.
- d. The notice is affixed to the door of each Gables unit where a Member resides.

Notice of meetings may be waived either before or after meetings.

Article I, Section 8: Voting in Person or by Proxy

At all meetings of the Membership, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. A proxy is void if it is not dated or purports to be revocable without notice. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after one (1) year from the date of its execution, unless a shorter term is provided in the proxy.

Article I, Section 9: Quorum

At any annual or special meeting, a quorum shall consist of Members, in good standing, which are present or have submitted proxies and are entitled to cast forty percent (40%) of the votes of the membership. In the event that a quorum is not present, either in person and/or by proxy, the meeting shall be adjourned for at least seven (7) but not more than thirty (30) days. A second meeting shall be called, at which meeting a quorum shall consist of thirty percent (30%) of the votes of the entire membership in good standing.

As used in this Article I, Section 9 and elsewhere in the Condominium Documents, the term "in good standing" shall mean a Member of the Association who is not past due by more than 30 days on any monies owed the Association.

Article II, Section 2: Members.

The board of directors of the Association shall consist of five (5) seats occupied by persons who shall be Unit Owners. Each of the directors shall serve for a two (2) year term. The persons occupying director's seats one (1), three (3) and five (5) will be elected during the Association's December annual meeting occurring on odd numbered years. The persons occupying director's seats two (2) and four (4) will be elected during the Association's December annual meeting occurring on even numbered years. The election shall be by secret ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast. The Owner of each whole Unit shall be entitled to cast his votes for each of as many nominees as there are vacancies to be filled at the time of the election. There shall be no cumulative voting. Each director shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall have resigned or shall have been removed as provided for herein. If a quorum is not present at either meeting as described in Article I, Section 9, Quorum, the director currently occupying the seat in question will be considered re-elected for the prescribed two (2) year term.

Article II, Section 3: Resignation or Removal

Any Director of the Association may resign at any time, either by oral tender of resignation, at any meeting of the Board or by giving written notice thereof to the Secretary of the Association. Such resignation shall take effect at the time specified therefor, and the acceptance of such resignation shall not be necessary to make it effective.

Any director may be removed for cause by the vote of the holders of a majority of the voting rights present in person or represented by written proxy at any annual or special meeting of the Members of the Association at which a quorum is present.

Article II, Section 4: Vacancies

Vacancies occurring in the board of directors more than sixty (60) days prior to the end of a seat's two (2) year term as defined by Article II, Section 2, may be filled by a majority vote of the Association Members at any annual or special meeting. A quorum of Association Members is not required to be present at the meeting. The director elect shall occupy the board seat commencing on the date elected and continuing for the remainder of the seat's two (2) year term of service as defined in Article II, Section 2. Notice of the vacancy shall be given in accordance with the requirements of Article I, Section 7. Vacancies occurring less than or equal to sixty (60) days prior to the end of a seat's two (2) year term, will be filled in accordance with the requirements of Article II, Section 2.

Article II, Section 9: Powers and Duties

- (m) To employ personnel to perform the services required for proper operation of the Condominium. The board of directors shall be prohibited from employing or entering into a contract for services with a relative except when engaging the services of a legally established entity employing or contracting with a director's relative and the relative does not hold a director's or officer's position and is not a major shareholder.

As used in this Article II, Section 9 and elsewhere in the Condominium Documents, a "relative" with respect to employment is identified as a father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother or half-sister.

Article II, Section 11: Managing Agent

The board of directors shall be authorized to employ the services of a manager or managing agent, or an independent person or firm qualified to manage the Property and the affairs of the condominium under the supervision of the board of directors. The board of directors shall not employ a director, officer, Association Member, relative as described in Article II, Section 9, paragraph (m) or employee of the Association for the services of a manager or managing agent. The compensation paid to any such managing agent or manager shall be in the amount established from time to time by the board of directors.

Article II, Section 12, Paragraph (b)(iv):

Fidelity bonds covering dishonest acts of officers, directors, employees, managing agent and other persons who handle or responsible for handling Association funds naming the Association as named insured. Such bonds shall be in an amount equal to at least one hundred ten percent (110%) of the of the Association's operating cash and reserves on

hand at the beginning of the Association's fiscal year, shall contain waivers of any defense based upon the exclusion of persons serving without compensation, and shall provide that they may not be cancelled or substantially modified (including cancellation for nonpayment of premium) without at least thirty (30) days prior written notice to the holders and servicers of any first mortgage on a Unit.

Article II, Section 14: Action Without a Meeting

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors. Notice of the action shall be given in accordance with one or more of the methods described in Article I, Section 7.

Article V, Section 5: Audit or Compilation

Within ninety (90) days after the end of each year covered by an annual budget, or as soon thereafter as shall be practicable, the board of directors shall cause to be made an annual audit, review or compilation of the accounts of the Association by a certified public accountant, and a copy of the audit, review or compilation report shall be made available for review by each member at the office of the Management Company.

Article X: Amendments

These bylaws may be amended or modified from time to time by the vote of a majority of the board of directors and by the Association Members, in good standing, at any annual or special meeting at which a quorum is present. Approved amendments will be set forth in writing, signed by the Secretary of the board of directors and recorded in the Shelby County, Alabama Probate Office. Upon recording, each such amendment shall be effective.

Sandra F. Cook,
Secretary of Assn
4-13-06