

Exhibit "B" to the
**DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS FOR
THE RETREAT AT BON SECOUR**

**BYLAWS
OF
THE RETREAT AT BON SECOUR OWNERS ASSOCIATION, INC.**

An Alabama Non-Profit Corporation

These Bylaws are for THE RETREAT AT BON SECOUR OWNERS ASSOCIATION, INC. and are subject to the recorded Declaration of Easements, Covenants and Restrictions for The Retreat at Bon Secour, a Residential Planned Subdivision. Terms defined in the said Declaration and not defined herein shall have the meaning ascribed to them in the Declaration. In these Bylaws, "Developer" shall mean BON SECOUR VILLAGE, L.L.C. and its successors and assigns.

**ARTICLE I
OFFICES**

SECTION 1. REGISTERED OFFICE. The registered office of the corporation, required by the Alabama Non-Profit Corporation Law to be maintained in the State of Alabama may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS**

SECTION 1. PLACE OF MEETINGS. All meetings of members shall be held at a place determined, from time to time, by the Directors.

SECTION 2. ANNUAL MEETINGS. The annual meeting of the members shall be held at 2:00 P.M. on the second Monday of September in each year, beginning with the year 2015 unless during the Period of Developer Control, the Board of Directors shall elect to postpone the first annual meeting.

If this date shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At each annual meeting, the members entitled to vote shall elect a Board of Directors and transact such other corporate business as may properly be brought before the meeting.

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SECTION 3. SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the owners of not less than ten percent of all votes entitled to be cast as such a meeting.

In order for the members to request such a meeting, the requisite percentage thereof shall deliver to the President or Secretary a statement in writing signed by the holders of the requisite percentage of Lots stating the purpose or purposes therefor.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten or more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or other persons calling 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 the address furnished by him to the Secretary in writing.

SECTION 5. PROXIES. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 6. QUORUM. Members holding one-fourth of the votes entitled to be cast at a meeting, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than one-fourth of the members are present or represented at a meeting, a majority of the members present or represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at a meeting as originally noticed. The members at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The vote of a majority of the members present or represented and entitled to vote at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

SECTION 7. INFORMAL ACTION BY MEMBERS. Any action 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 members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of members, and may be stated as such in any writing or document filed under the laws of Alabama.

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ARTICLE III
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. Except as may be otherwise provided in the Articles of Incorporation, the business and affairs of the corporation shall be managed by the Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be five (5). Each director shall hold office until the next annual meeting and until his successor shall have been elected and qualified. Directors need not be residents of the State of Alabama or members of the Corporation.

SECTION 3. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held with or without notice, at such places and times as shall be determined from time to time by resolution of the directors.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may, and on the written request of any two directors, shall, be called by the President or the Secretary.

SECTION 5. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Alabama, as the place of meeting for any regular or special meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

SECTION 6. NOTICE. Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each director at his business address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the telegram is delivered to the email is actually received by the director. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. If the President and Secretary refuse or fail to give notice of a special meeting on the written request of two directors, the notice of the same may be given by such two directors.

SECTION 7. QUORUM. Two-thirds of the directors serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number of directors is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

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If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum present, or the refusal of any director present to vote.

SECTION 8. MANNER OF ACTING. A two-thirds vote of the entire Board of Directors shall be necessary to fix the annual assessment; otherwise, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors at a meeting 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.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of members. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose. Notwithstanding the foregoing, any vacancy during the Period of Developer Control shall be filled by the Developer.

SECTION 11. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12. POWERS. The Board of Directors shall exercise all of the powers of the corporation except such as are by law, or by the Articles of Incorporation, or by these Bylaws, conferred upon or reserved to the members; shall determine the compensation of officers; and may, with or without cause, remove any officer at any time.

SECTION 13. REMOVAL. At a meeting of members called expressly for that purpose, all or any directors may be removed, with or without cause, by a vote of the holders of a majority of the Lots then entitled to vote at an election of directors. After removal of all or any directors, the members may forthwith, at such meeting, proceed to elect a successor or successors for the unexpired term.

SECTION 14. COMMITTEES. The Board of Directors may, by resolution or resolutions adopted by a majority of the whole board, designate one or more committees, each committee to consist of two or

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more of the directors of the corporation, which to the extent provided in such resolution or resolutions, or in these Bylaws, shall have and may exercise all the powers of the Board of Directors except that no such committee shall have the authority of the Board of Directors in reference to declaring a dividend or distribution from capital surplus, issuing stock, amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease, mortgage or exchange or other disposition of all or substantially all the property and assets of the corporation, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, filling vacancies in the Board of Directors or amending these Bylaws. The procedure and rules governing any committee designated as provided in this Section shall be determined by a majority of the whole Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof, of any responsibility imposed upon it or him by law.

**ARTICLE IV
OFFICERS**

SECTION 1. NUMBER. The officers of the corporation shall be a President, Vice-President, Treasurer and Secretary, all of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Except as is provided in the Articles to the contrary, two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, mortgages, bonds, contracts, or other instruments which the Board of

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Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. THE VICE-PRESIDENTS. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. THE SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. THE TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**ARTICLE V
CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

ARTICLE VI

SEAL

The corporate seal shall be circular in form and shall contain the name of the corporation and the words "Corporate Seal." Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced, inscribed or otherwise.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or the provisions of the Articles of Incorporation or under the provisions of the Constitution of Alabama or the Alabama Non-Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors or by the members at any regular or special meeting, provided, however, that the Board of Directors may not alter, amend or repeal any bylaw establishing what constitutes a quorum at members meetings and provided further that as long as Eastern Shore Acquisitions, L.L.C. or Truland Homes, L.L.C. owns any Lot in The Retreat at Bon Secour, no amendment shall be valid without such Owner's written consent.