

EVERGREEN PARK H.O.A.
P.O. BOX 1345
POWDER SPRINGS, GA, 30127

ENCLOSED PLEASE FIND EVERGREEN PARK, HOA BYLAWS
ADOPTED BY THE BOARD OF DIRECTORS ON SEPT. 20, 2001.

PLEASE TAKE THE TIME TO READ AND FULLY UNDERSTAND
THEM. ANY QUESTION'S YOU HAVE IN REGARD'S TO THE BYLAW'S
WILL BE ANSWERED AT OUR FIRST ANNUAL MEETING ON OCT. 14, 2001.

AS WITH ANY SET OF GOVERNING RULES, CHANGES CAN BE
MADE WITH ADDENDUMS. ALSO THE FOLLOWING ITEMS WERE
BROUGHT TO OUR ATTENTION AND WILL BE ADDRESSED IN THE NEAR
FUTURE:

- PLANS FOR OUR COMMON PROPERTY
- GRASS CLIPPINGS BAGGED FOR GARBAGE PICK UP,
NOT SWEEP INTO STREET.
- CURBING ALL ANIMALS
- OUTSIDE SOLICITATION
- MOWING/ PROPERTY MAINT.

FORMAL BOARD APPROVAL IS REQUIRED FOR FENCES, SHEDS
AND ALL OTHER IMPROVEMENTS.

BYLAWS
OF
EVERGREEN PARK HOME OWNERS ASSOCIATION, INC.

ARTICLE ONE
CAPITAL STOCK

Share certificates shall *bear the same number as the corresponding lot purchased by the certificate holder*. The share certificates shall be signed by the President and Secretary and the seal of the Corporation shall be affixed thereto. Share certificates shall be kept in a book and shall be issued in consecutive order therefrom. The name of the person owning the shares, *who shall be a fee simple owner of a lot in EVERGREEN PARK*, the number of shares, *which shall not exceed the number of lots owned in EVERGREEN PARK*, and the date of issue shall be entered on the stub of each certificate, *which shall be the date when fee simple title is transferred*.

Transfers of shares shall be made on the stock books of the Corporation by the holder in person or by power of attorney, on surrender of the old certificate for such shares, duly assigned. *Share certificate transfers can be made only to successor fee simple owners of lots in EVERGREEN PARK. Share certificate transfers shall be completed at the time of the fee simple transfer of title is completed.*

The holders of the common stock shall be entitled to one vote for each share of stock standing in their name.

ARTICLE TWO
SHAREHOLDER'S MEETINGS

The annual meeting of shareholders of the Corporation shall be on the first Tuesday in February of each year, or, if said day be a legal holiday, then on the next succeeding day not a holiday.

Annual or special meetings of shareholders may be held within or without the State of Georgia at such place and time as may from time to time be fixed by the Board of Directors or as may be specified in the notice of said meetings.

Special meetings of the shareholders may be called at any time by the President or any holder or holders of as much as one-third of the outstanding capital stock of the Corporation upon not less than ten nor more than fifty days notice, either mailed to the last known address or personally given to each shareholder. Notice of a special meeting may be waived by instrument in writing executed before or after the meeting. No such waiver of notice of a shareholders meeting with respect to a plan of merger or a plan of consolidation shall be effective unless the provisions of §14-2-113 of the Official Code of Georgia are followed. Attendance at such meeting in person or by proxy shall constitute a waiver of notice thereof.

Notice of any special meeting of shareholders shall state the purpose or purposes for which the meeting is called.

At all meetings of shareholders a majority of the outstanding shares of stock shall constitute a quorum for the transaction of business, and no resolution or business shall be transacted without the favorable vote of the holders of a majority of the shares represented at the meeting and entitled

to vote. A lesser number may adjourn from day to day, and shall announce the time and place to which the meeting is adjourned if they do so adjourn the meeting.

Any action to be taken at a meeting of the shareholders of the Corporation, or any action that may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. No such consent shall be effective as approval of a plan of merger or plan of consolidation unless the provisions of subparagraph (d) of §114-2-112 of the Official Code of Georgia Annotated are followed.

ARTICLE THREE

DIRECTORS

Subject to these bylaws, or any lawful agreement between the shareholders, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Corporation. *Each Director shall be fee simple lot owner of EVERGREEN PARK.*

The Board of Directors shall consist of **no less than three(3)** members, who shall be elected at an annual meeting of the shareholders and serve for a term of one year and until their successors are elected. A majority of said Directors shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting.

The Directors may fill the place of any Director which may become vacant prior to the expiration of his term, such appointment by the Directors to continue until the expiration of the term of the Director whose place has become vacant.

The Directors shall meet annually without notice, at the same place as and following the annual meeting of the shareholders. Special meetings of the Directors may be called at any time by the President or by any two Directors, on two days' notice, which notice shall specify the time and place of the meeting. Notice of any such meeting may be waived by instrument in writing executed before or after the meeting. Attendance in person at such meeting shall constitute a waive of notice thereof.

Any action to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, 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.

Any Director may be removed from office, with or without cause, upon the majority vote of the shareholders, at a meeting with respect to which notice of such purpose is given.

ARTICLE FOUR

OFFICERS

The officers of the Corporation shall consist of a President, a Secretary and a Treasurer. The officers shall be elected by the Directors and shall serve at the pleasure of the Board of Directors.

The President shall be the chief executive officer of the Corporation and shall have general and active management of the operation of the Corporation. He shall be responsible for the

administration of the Corporation, including general supervision of the policies of the Corporation, general and active management of the financial affairs of the Corporation, and shall execute bonds, mortgages or other contracts under the seal of the Corporation.

The Secretary shall keep minutes of all meetings of the shareholders and Directors and have charge of the minute books, stock books and seal of the Corporation and shall perform such other duties and have such other powers as may from time to time be delegated to him by the President or the Board of Directors.

The Treasurer shall be charged with the management of the financial affairs of the Corporation and shall have the power to recommend action concerning the Corporation's affairs to the President.

Assistants to the Secretary and Treasurer may be appointed by the President and shall have such duties as shall be delegated to them by the President or the Board of Directors.

The Corporation may have one or more Vice Presidents, elected by the Board of Directors, who shall perform such duties as may be delegated by the President or the Board of Directors.

Any payments made to an officer of the Corporation such as a salary, commission, bonus, interest, or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE FIVE

SEAL

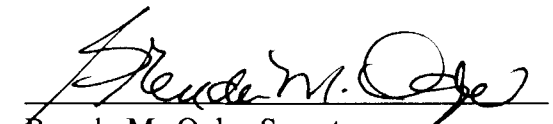
The seal of the Corporation shall be in such form as the Board of Directors may, from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the company followed by the word "Seal" enclosed in parentheses or scroll, shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on the certificates of stock and other appropriate papers.

ARTICLE SIX

AMENDMENT

These bylaws may be amended by majority vote of the Board of Directors of the Corporation or by majority vote of the shareholders, provided, that the shareholders may provide by resolution that any Bylaw provision repealed, amended, adopted or altered by them may not be repealed, amended, adopted or altered by the Board of Directors.

Adopted November 24, 1999.


Brenda M. Ogle, Secretary

{corporate seal}