

PREPARED WITHOUT THE BENEFIT OF TITLE BY  
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FIRST AMENDMENT  
*To the*  
BYLAWS OF SEA CABIN RACQUET I HORIZONTAL PROPERTY REGIME  
COUNCIL OF CO-OWNERS  
(THE HEDGES)

THIS FIRST AMENDMENT TO THE BYLAWS OF SEA CABIN RACQUET CLUB I HORIZONTAL PROPERTY REGIME COUNCIL OF CO-OWNERS (herein, the “*Amendment*”) is made this \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by SEA CABIN RACQUET CLUB I HORIZONTAL PROPERTY REGIME COUNCIL OF CO-OWNERS, a South Carolina nonprofit corporation (herein, the “*Association*”).

WITNESSETH

WHEREAS, on September 28, 1979, the Sea Cabin Corporation made and executed that certain *Master Deed of Sea Cabin-Racquet Club I Horizontal Property Regime*, which was recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, on October 2, 1979, in Book 289 at Page 1117 (the “*Master Deed*”); and,

WHEREAS, attached to the Master Deed as Exhibit 3 were the *By-Laws of Sea Cabin-Racquet Club I Horizontal Property Regime Council of Co-Owners* (herein, the “*Bylaws*”), which govern the operation of the Association; and,

WHEREAS, the Board of Directors unanimously agreed that it was in the best interests of the Regime and the Association to amend the Bylaws to increase the term of the Directors from two-year terms to three-year terms and to provide a mechanism by which the Board can appoint a Member to fill a vacancy on the Board until the expiration of the unexpired term; and,

WHEREAS, the Board of Directors further agreed that the Amendment does not affect or impair the validity or priority of any mortgage upon the Property or any portion thereof, nor does the Amendment change the rights and privileges of the Developer; and,

WHEREAS, Article XX of the Bylaws provides that the Bylaws “may be amended by a vote of two-thirds of the total vote of the Regime”; and,

WHEREAS, the Association did conduct a Special Meeting of the Members on the \_\_\_\_ of \_\_\_\_\_, 2018, for which meeting proper notice was duly provided, to consider the proposed Amendment to the Bylaws; and,

WHEREAS, pursuant to the affirmative vote of over two-thirds (66.66%) of the total vote of the Regime, the Members of the Association approved and ratified the Amendment to the Bylaws more thoroughly set forth herein; and,

WHEREAS, this instrument is being executed and recorded, as required by Article VII of the Master Deed, to reflect the approval of the Members to the following amendment to the Bylaws; and,

WHEREAS, the above recitals are hereby incorporated herein and made an integral part hereof.

NOW, THEREFORE, having received the approval of the two-thirds of the total vote of the Regime to amend the Bylaws to increase the term of the directors from two-year terms to three-year terms, the Bylaws are hereby amended as follows:

A. **Amendments.**

Article VIII, Section 1 of the Bylaws shall be amended so that the word “two” as used in the fourth sentence shall be replaced with the word “three” so that Article VIII, Section 1 of the Bylaws shall read, in its entirety, as follows:

Section 1. The Association shall be managed and governed by a Board of Directors (herein called the Board) consisting of seven (7) members; provided, however, if there be fewer Co-Owners than seven, the number of Directors shall be equal to the number of Co-Owners. The initial Board of Directors shall be nominated and elected at the organizational meeting. Of the total Directors to be then elected, the number of nominees equal to one-half of the Board to be elected plus one and receiving the most votes shall be elected to the Board for a two-year term; the nominees receiving the next highest number of votes equal to the remaining positions on the Board shall be elected for a one-year term. Directors elected at subsequent elections shall be elected for a term of three years, and shall be elected at the regular Annual Meeting of the Council of Co-Owners. At such regular Annual Meeting, the Voting Members shall vote for the number of Directors necessary to fill the expired terms. Each Voting Member shall vote for as many Board Members as there are vacancies on the Board; provided, however, there shall be no cumulative voting. The candidates receiving the most votes shall be declared elected as members of the Board to fill the Board positions vacant at that time. Board members shall serve until their successors are elected and qualified.

AND, FURTHER,

Article VIII of the Bylaws shall be amended by the addition of Section 4, which shall read as follows:

Section 4. If a Directorship becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board may appoint a Member to serve the unexpired portion of the term and until such time as a qualified successor is elected by the Members.

B. **Effective Date of Change.** The change in term limits shall not increase or decrease the term of any director that was elected or appointed prior to the date of this Amendment. The increased term shall only apply to directors elected after the effective date of this Amendment.

C. **Ratification.** Except as modified, amended or changed herein, the *By-Laws of Sea Cabin-Racquet Club I Horizontal Property Regime Council of Co-Owners*, are hereby ratified as if restated fully herein.

*[Remainder of Page Intentionally Omitted. Signature Page(s) to Follow.]*

IN WITNESS WHEREOF, the undersigned Declarant has executed this First Amendment to the *Third Amended and Restated Bylaws for Hampton Hall Club, Inc.*, as of this \_\_\_ day of \_\_\_\_\_, 2017.

SIGNED, SEALED AND DELIVERED  
IN THE PRESENCE OF:

DECLARANT:  
BUCKWALTER JV, LLC, a South Carolina  
limited liability company

\_\_\_\_\_  
(Signature of First Witness)

\_\_\_\_\_  
(SEAL)  
By: \_\_\_\_\_  
Its: \_\_\_\_\_

\_\_\_\_\_  
(Signature of Notary Public)

STATE OF \_\_\_\_\_ )  
\_\_\_\_\_) )  
COUNTY OF \_\_\_\_\_ )

ACKNOWLEDGMENT

I, hereby certify, that on this \_\_\_ day of \_\_\_\_\_, 2017, before me, the undersigned Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_ as \_\_\_\_\_ of BUCKWALTER JV, LLC, a South Carolina limited liability company, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, on behalf of the company, acknowledged the due execution of the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above mentioned.

\_\_\_\_\_  
(SEAL)  
Second Witness/Notary Public for \_\_\_\_\_  
Notary Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_