



BP1229743

# PGS:

21

## BOARD RESOLUTION

### Re-Affirmation and Re-Adoption of Bylaws of Paradise Island Property Owners Association

WHEREAS, Paradise Island Property Owners Association (“Association”) is constituted to provide, and charged with, as applicable, the care, upkeep, administration and maintenance of the community and the Association and its property, and is also responsible for exercising for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by the law or provisions of the Declaration and Establishment of Conditions, Reservations and Restrictions for Paradise Island (“Declaration”) recorded April 29, 1997, in Book J283 at Page 639 with the Charleston County Register of Deeds. The Declaration was amended by that: Amendment to Declaration and Establishment of conditions, Reservations, and Restrictions for Paradise Island recorded December 9, 1998, in Book F316 at Page 663; Second Amendment to Declaration and Establishment of Conditions, Reservations, and Restrictions for Paradise Island recorded January 7, 1999, in Book C318 at Page 366 and Declaration and Establishment of Conditions Reservations, and Restrictions for Paradise Island West End recorded August 16, 2002, in Book L415 at Page 513 with the Register of Deeds for Charleston County, South Carolina. The Declaration as amended and/or supplemented by the foregoing hereinafter referred to collectively as “Declaration”. Also applicable: Declaration of Restrictive Covenants recorded April 29, 1997, in Book J283 at Page 633; Transferable Easement Ingress-Egress recorded April 29, 1997, in Book J283 at Page 612; Right of Way Easement recorded May 27, 2003, in Book H450 at Page 618; Temporary Construction Easement Agreement recorded September 3, 2002, in Book C417 at Page 702; Grant of Perpetual Easement recorded April 22, 2004, in Book T491 at Page 635; Easement Appurtenant recorded August 19, 2005, in Book J550 at Page 388; Grant of Perpetual Easement recorded December 14, 2006, in Book U608 at Page 830; Grant of Easement recorded February 25, 2022, in Book 1082 at Page 021 and First Supplemental Declaration to Declaration and Establishment of Conditions, Reservations and Restrictions for Paradise Island recorded July 24, 2023, in Book 1193 at Page 206 with the Charleston County Register of Deeds. The Articles of Incorporation, Declaration, Bylaws, and the foregoing and any promulgated rules, regulations, guidelines, policies and the like hereinafter collectively referred to as “Governing Documents”.

WHEREAS, the Association further exists to assure that the property known as Paradise Island shall be maintained in an attractive, high quality, residential condition.

WHEREAS, the Bylaws of Paradise Island Property Owners Association were previously adopted but were never recorded.

WHEREAS, the South Carolina Homeowners Association Act, S.C. Code Ann. Section 27-30-110, et seq., requires all existing homeowner association’s governing documents, rules, regulations, and amendments be recorded.

WHEREAS, the Board has determined to re-adopt and re-affirm the attached Bylaws of Paradise Island Property Owners Association, and to record same.

WHEREAS, a duly held and authorized meeting of the Board was held February 9, 2024, and the within Resolution was put to a vote of the Board. The required quorum was present and the within Resolution was approved by the requisite members of the Board.

NOW THEREFORE, BE IT RESOLVED, in order to protect and assure an attractive, high-quality community, and to best maintain and preserve the community, the Board hereby re-adopts and re-affirms the Bylaws of Paradise Island Property Owners Association as follows:

1. The foregoing whereas paragraphs and recitals are and shall be deemed material and operative provisions of this Resolution, and not mere recitals, and are fully incorporated herein by this reference.

2. All capitalized terms used herein shall have the same meaning ascribed to them in the Declaration and Bylaws, unless the context shall clearly suggest or imply otherwise.

3. The Board hereby re-affirms and re-adopts Bylaws of Paradise Island Property Owners Association, attached hereto as Exhibit A and incorporated herein by reference.

4. This Resolution was adopted by the Board on February 9, 2024. The Bylaws of Paradise Island Property Owners Association shall be effective upon recording.

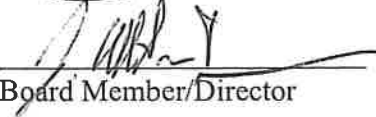
5. Distribution. The Association's property manager is authorized and directed to circulate a copy of the By-Laws and Architectural and Landscape Design Standards to all Members. MEMBERS ARE RESPONSIBLE FOR DISTRIBUTING THE BY-LAWS TO ALL TENANTS, OCCUPANTS AND RESIDENTS OF LOTS.

*[Signature Page to Follow]*

**PARADISE ISLAND PROPERTY OWNERS ASSOCIATION**

  
\_\_\_\_\_  
Board Member/Director

Feb. 9<sup>th</sup> 2024.  
Date

  
\_\_\_\_\_  
Board Member/Director

2/9/2024  
Date

07-31-03 10:58am From-

T-367 P.002/018 F-007

BYLAWS  
OF  
PARADISE ISLAND PROPERTY OWNERS ASSOCIATION

Adopted as of Sept 29, 1997

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE ONE - Offices	1
Section 1.1 Registered Office and Agent	1
Section 1.2 Other Offices	
ARTICLE TWO - Purposes and Governing Instruments	1
Section 2.1 Nonprofit Corporation	1
Section 2.2 Non-Profit Purposes	
ARTICLE THREE - Board of Directors	1
Section 3.1 Authority and Responsibility	2
Section 3.2 Powers and Duties	2
Section 3.2 Manner of Appointment	3
Section 3.3 Removal	3
Section 3.4 Term of Office and Vacancies	3
Section 3.5 Compensation	
ARTICLE FOUR - Meetings of the Board of Directors	3
Section 4.1 Annual Meeting; Notice	4
Section 4.2 Regular Meetings; Notice	4
Section 4.3 Special Meetings; Notice	4
Section 4.4 Waiver	4
Section 4.5 Quorum	4
Section 4.6 Vote Required for Action	4
Section 4.7 Action by Directors Without a Meeting	4
Section 4.8 Telephone and Similar Meetings	4
Section 4.9 Adjournments	
ARTICLE FIVE - Members	5
Section 5.1 Members	5
Section 5.2 Organizational Meeting	5
Section 5.3 Annual Meeting	5
Section 5.4 Place of Meetings	5
Section 5.5 Special Meetings	5
Section 5.6 Notice of Meetings	6
Section 5.7 Adjournment of Meeting	6
Section 5.8 Voting	6
Section 5.9 Quorum	6
Section 5.10 Majority Vote	6

07-31-03

10:59am From-

## ARTICLE SIX - Property Rights in the Common Area

Section 6.1	Member's Easement of Enjoyment	6
Section 6.2	Title to Common Areas	7
Section 6.3	Extent of Members' Easements	7

## ARTICLE SEVEN - Assessments

Section 7.1	Assessments and Charges	7
Section 7.2	Purpose of Assessments	8
Section 7.3	Information	8
Section 7.4	Exempt Property	8
Section 7.5	Lien and Permanent Charge	8
Section 7.6	Personal Obligation	9
Section 7.7	Subordination of the Lien to Mortgage	9
Section 7.8	Enforcement	

## ARTICLE EIGHT - Architectural Review Board

Section 8.1	Declarant's Rights	9
Section 8.2	Regular Meetings	9
Section 8.3	Special Meetings	9
Section 8.4	Quorum	9
Section 8.5	Order of Business	9
Section 8.6	Chairman	9
Section 8.7	Terms of Members of the Board	10
Section 8.8	Vacancies on Board	10
Section 8.9	Responsibility of Owners	10
Section 8.10	Scope of Architectural Review	10
Section 8.11	Enforcement of Requirements of ARB	10
Section 8.12	Matters Requiring Review by ARB	11
Section 8.13	Common Areas	

## ARTICLE NINE - Notice of Waiver

Section 9.1	Procedure	11
Section 9.2	Waiver	11

## ARTICLE TEN - Officers

Section 10.1	Number and Qualifications	11
Section 10.2	Election and Term of Office	11
Section 10.3	Other Agents	12
Section 10.4	Removal	12
Section 10.5	Vacancies	12
Section 10.6	Chairman	12
Section 10.7	Treasurer	12
Section 10.8	Secretary	12

ARTICLE ELEVEN - Contracts, Checks, Deposits and Funds

Section 11.1	Contracts	13
Section 11.2	Checks, Drafts, Notes, Etc.	13
Section 11.3	Deposits	13
Section 11.4	Gifts	13

ARTICLE TWELVE - Indemnification and Insurance

Section 12.1	Indemnification	13
Section 12.2	Indemnification Not Exclusive of Other Rights	14
Section 12.3	Insurance	14

ARTICLE THIRTEEN - Miscellaneous

Section 13.1	Books and Records	14
Section 13.2	Fiscal Year	14
Section 13.3	Construction	14
Section 13.4	Table of Contents; Headings	15
Section 13.5	Relation to Articles of Incorporation	15

ARTICLE FOURTEEN - Amendments

Section 14.1	Power To Amend Bylaws	15
Section 14.2	Conditions	15

ARTICLE FIFTEEN - Dissolution

Section 15.1	Dissolution	15
--------------	-------------	----

**BYLAWS**

**ARTICLE ONE**  
**Offices**

Section 1.1. Registered Office and Agent. The Corporation shall maintain a registered office in the State of South Carolina, and shall have a registered agent whose address is identical with the address of such registered office.

Section 1.2. Other Offices. The Corporation may have offices at such place or places, within or without the State of South Carolina, as the Board of Directors may determine from time to time or the affairs of the Corporation may require or make desirable. The Board of Directors may designate any one such office as the principal office.

**ARTICLE TWO**  
**Purposes and Governing Instruments**

Section 2.1. Nonprofit Corporation. The Corporation shall be organized and operated as a mutual benefit corporation under the provisions of the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act").

Section 2.2. Non-Profit Purposes. The purpose of the Corporation shall be to preserve the values and amenities of Paradise Island; to maintain the open spaces, drainage areas, roads (not dedicated to Charleston County or any other governmental authority for maintenance), and certain other common facilities; administering and enforcing the Declaration and Establishment of Conditions, Reservations, and Restrictions for Paradise Island (the "Declaration"); levying, collecting and disbursing assessments and charges; and to engage in such other activities as may be to the mutual benefit of the owners of property in Paradise Island. The Corporation shall have the power to perform all acts necessary or incidental in carrying out its purpose and shall have the right to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out its purpose, including the exercise of all power and authority granted by the Act.

**ARTICLE THREE**  
**Board of Directors**

Section 3.1. Authority and Responsibility. The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee. Under no circumstances, however, shall the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, be amended or changed; and the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member, director, trustee, officer, or other private person or individual.

Section 3.2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation. Such powers and duties of the Board of Directors shall include, but not be limited to, the following:



- (a) Operation, care, surveillance, upkeep and maintenance of the common areas and services;
- (b) Determination of the annual maintenance and special expenses required for the affairs of the Corporation;
- (c) Assessment and collection of maintenance charges and annual, special, and emergency assessments and other charges from Members of the Corporation;
- (d) Employment and dismissal of the personnel necessary for the maintenance, operation, repair and replacement of the general services and the common areas and the real and personal property owned by the Corporation;
- (e) Adoption and amendment of regulations concerning the details of the operation, use and maintenance of the common areas;
- (f) Opening of bank accounts on behalf of the Corporation and designating the signatories required therefore;
- (g) Suing to enforce or settling and compromising claims of Members of the Corporation with respect to common areas and property which the Corporation has the duty to maintain repair, replace or restore and other matters concerning the administration of the Corporation;
- (h) Sue or be sued, and appear on behalf and for the benefit of all Members in the Corporation in any manner of common concern including class actions in and before any court, office, agency, board, commission or department of the state or any political subdivision, and appeal from any judgments, orders, decisions or decrees rendered therein; and
- (i) Taking any and all actions as may be necessary to comply with applicable city, county, state, or federal regulations.

Section 3.3. Manner of Appointment. The Board of Directors shall be constituted and appointed as follows:

- (a) The exact number of directors shall be determined by the Board of Directors, but shall not be less than three (3).
- (b) The directors shall be elected by the Members at their annual meeting.
- (c) The term of office of each director, except as provided otherwise in (d) below, shall be three (3) years.

(d) The Declarant (as defined in the Declaration) shall have the right to appoint or remove any member or members of the Board of Directors until the expiration or earlier termination of Declarant's Class B membership. Beginning with the first annual or special meeting of the Corporation following the expiration or termination of Declarant's Class B membership, the members (including the Declarant if Declarant then owns one (1) or more lots) shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter, the members shall elect upon majority vote, one (1) director for a term of three (3) years. Should any lot be owned by a partnership or a corporation, in a fiduciary capacity or otherwise, any officer, partner or employee of such owner shall be eligible to serve as a director.

Section 3.4. Removal. Any director may be removed for cause or without cause at any special, regular, or annual meeting of the Members or of the Board of Directors, by the affirmative vote of at least a majority of the Members or two-thirds (2/3rds) of the directors then in office. A removed director's successor may be appointed at the same meeting to serve the unexpired term.

Section 3.5. Term of Office and Vacancies. Each director shall hold office until the appointment at the annual meeting of the Members and the qualification of his or her successor in accordance with Section 3.2 of these Bylaws. Any vacancy in the Board of Directors arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so appointed shall hold office until the appointment at the annual meeting of the Board of Directors and the qualification of his or her successor.

Section 3.6. Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation, emolument or anything of value therefrom as a director, unless authorized by the concurring vote of a majority of the Members.

#### ARTICLE FOUR Meetings of the Board of Directors

Section 4.1. Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 4.4, notice of the time and place of such annual meeting shall be given either personally or by telephone or by mail or by telegram or by facsimile not less than ten (10) nor more than fifty (50) days before such meeting.

Section 4.2. Regular Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by telegram or by facsimile not less than seven (7) nor more than thirty (30) days before such regular meeting.

Section 4.3. Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the chairman or by any two of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given either personally or by telephone or by mail or by telegram or by facsimile at least twenty-four (24) hours before such meeting.

Section 4.4. Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Section 4.5. Quorum. At meetings of the Board of Directors, two-thirds (2/3rds) of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 4.6. Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Voting rights of a director shall not be delegated to another.

Section 4.7. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

Section 4.8. Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 4.9. Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## ARTICLE FIVE Members

Section 5.1. Members. The Members of the Corporation shall consist of the owners of lots on Paradise Island, including additional property subjected to the Declaration.

Section 5.2. Organizational Meeting. The organizational meeting of the Members shall take place within one hundred eighty (180) days of the filing of the Articles of Incorporation.

Section 5.3. Annual Meeting. Annual meetings of the Members shall be held on the second Monday in March of each year or at such time reasonably thereafter as may be adopted by resolution of the Board of Directors. At such meeting, the directors shall be elected by ballot of the Members, in accordance with the provisions of these Bylaws. The Members may transact such other business at such meetings as may properly come before them.

Section 5.4. Place of Meetings. Meetings of the Members shall be held at the principal office of the Corporation or at such other suitable place convenient to the Members as may be designated by the Board of Directors.

Section 5.5. Special Meetings. It shall be the duty of the Chairman of the Board of Directors to call a special meeting of the Members if so directed by resolution of the Board of Directors or upon a petition signed and presented to the Secretary by not less than twenty-five (25%) percent of the Members.

Section 5.6. Notice of Meetings. It shall be the duty of the Board of Directors to mail a notice of each annual or special meeting of the Members at least seven (7) days, but not more than fifty (50) days prior to such meeting, stating the purpose thereof as well as the time and place where it is to be held, to each Member of record, at such address of such Member as appears in the records of the Corporation. The mailing of a notice of meeting in the manner provided in this Section shall be considered service of notice. No business shall be transacted at a special meeting except as stated in the notice. No notice need be give to Members who attend a meeting in person or who waive notice in writing executed and filed in the corporate records before or within ten (10) days

after the meeting. If all members are present or consent thereto in writing, any business may be transacted.

Section 5.7. Adjournment of Meeting. If any meeting of Members cannot be held because a quorum has not attended, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 5.8. Voting. If a lot is owned by more than one Member, such persons shall be considered a single Member for all voting purposes and agree among themselves how a vote for such lot shall be cast. Individual co-owners may not cast fractional votes. A vote by a Member for the entire ownership interest of a lot shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same lot objects prior to or at the time the vote is cast, in which case the votes of such co-owners shall not be counted. The Corporation shall have two classes of voting membership:

(a) Class A. Class A Members shall be lot owners with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be Members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

(b) Class B. The Class B Member(s) shall be the Declarant, its successors and assigns and shall be entitled to five (5) votes for each lot it owns. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following:

(1) when the Declarant executes and records an instrument forfeiting its Class B membership;

(2) when the Declarant has conveyed to others seventy-five (75%) percent of the lots in Paradise Island (lots shall include those lots contained in or situate on any additional property which Declarant shall hereafter bring under the terms of the Declaration); or

(3) December 31, 2010.

Section 5.9. Quorum. Except as may be otherwise provided in these Bylaws, a majority of the Members present in person or by proxy, at any meeting of Members shall constitute a quorum at all meetings of the Members.

Section 5.10. Majority Vote. The vote of Members holding at least fifty-one (51%) percent of the Members attending a meeting at which a quorum shall be present shall be binding upon all Members for all purposes except where in these Bylaws or by law, a higher percentage vote is required.

**ARTICLE SIX**  
**Property Rights in the Common Areas**

Section 6.1. Member's Easement of Enjoyment. Subject to the provisions of Section 6.2 of this Article, every Member shall have a right and easement of enjoyment in and to the common areas, and such easement shall be appurtenant to and shall pass with the title to the lot. Any Member of the Corporation may delegate his rights of enjoyment in the common areas to the Members of his family who reside upon the lot or to any of his tenants or renters who lease or rent the lot from him. Such Members shall notify the Secretary in writing of the name of any person or

persons and of the relationship of the Member to such person or persons. The right and privileges of such person or persons are subject to suspension to the same extent of those of the Member.

Section 6.2. Title to Common Areas. Declarant, its successors or assigns, may retain the legal title to the common areas or exercise the powers enumerated in Section 6.3(e) below until such time, if ever, as it has completed improvements, if any, thereon and until such time as, in the opinion of Declarant, the Corporation is able to maintain the same.

Section 6.3: Extent of Members' Easements. The rights and easements of enjoyment created hereby shall be subject to the following:

(a) The rights of Declarant, and of the Corporation in accordance with its Articles and By-Laws, to borrow money for the purpose of improving any common areas and in aid thereof to mortgage said areas. In the event of default upon any such mortgage, the Lender's rights hereunder shall be limited to a right, after taking possession of such area, if necessary, to open the enjoyment of such areas to a wider public until the mortgage debt is satisfied, whereupon the possession of such areas shall be returned to the Corporation and all rights of the Members hereunder shall be fully restored.

(b) The right of the Corporation to take such steps as are reasonably necessary to protect the above described areas against foreclosure;

(c) The right of the Corporation, as provided in these By-Laws, to suspend the enjoyment rights of any Member for any period during which any assessment remains unpaid, and for any period not to exceed thirty (30) days for an infraction of its published rules and regulations;

(d) The right of the Corporation to dedicate or transfer all or any part of the common areas to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed to by the Members, provided that no such dedication or transfer, or determination as to the purposes or as to the conditions thereof, shall be effective unless an instrument signed by Members entitled to cast two-thirds (2/3) of the votes of the membership has been recorded, agreeing to such dedication, transfer, purpose or condition, and unless written notice of the proposed agreement and action hereunder is sent to every Member at least thirty (30) days in advance of any action taken.

## ARTICLE SEVEN Assessments

Section 7.1. Assessments and Charges. The Board of Directors of Paradise Island shall have the right and power to subject the property situated in Paradise Island to maintenance and service fees, annual assessments, emergency assessments, special assessments, capital assessments and other charges determined by the Board of Directors.

Section 7.2. Purpose of Assessments. The assessments levied by the Corporation shall be used exclusively to maintain the private roads, easements, tennis courts or other improvements in common areas (if any) to promote the recreation, health, safety, and welfare of the residents in the Properties and for the general improvement and maintenance of the common areas; to do all other things authorized or contemplated by the Declaration or these By-Laws.

Section 7.3. Information. Upon demand, the Corporation shall furnish to any owner or mortgagee or person interested a certificate showing the unpaid charges against any lot.

Section 7.4. Exempt Property. The following properties are exempt from the assessment and charges provided for in these By-Laws:

- (a) Common areas;
- (b) All properties to the extent of any easement or other interest therein dedicated and accepted by a local public authority and devoted for public use.

Section 7.5. Lien and Permanent Charge. Each of the lots described in the Declaration and any additional property subjected to the Declaration and these By-Laws are hereby made subject to a lien and permanent charge in favor of the Corporation for maintenance and services fees, annual assessments, emergency assessments, special assessments, capital assessments, sewer service charges and tap-in fees and other charges determined by the Board of Directors; and each lot hereafter made subject to these By-Laws shall automatically be subjected to said liens and permanent charges at the time the lot is made subject to these By-Laws. Such maintenance and service fees, annual assessments, emergency assessments, special assessments, capital assessments, sewer charges and tap-in fees, and other charges determined by the Board of Directors, together with interest thereon, shall constitute a permanent charge and a continuing lien on the lot to which such assessments relate, and such permanent charge and lien shall bind such lot in the hands of any and all persons.

Section 7.6. Personal Obligation. Each owner or part owner of any lot is or shall become subject to these By-Laws, by acceptance of a Deed or other conveyance therefor, whether or not it shall be so expressed in such document, whether or not such document shall be signed by such owner and whether or not such owner shall otherwise consent in writing; and each owner or part owner shall be deemed to covenant, promise, and agree to pay to the Corporation all assessments and charges relating to the lot; and any person or persons who was or were the owner or owners of any lot or lots subject to assessment by the Corporation at a time when any assessment, charge, or fee came due with respect to such lots shall be personally obligated to pay such assessment, together with interest thereon.

Section 7.7. Subordination of the Lien to Mortgage. The lien of the assessments, charges and fees provided for herein shall be subordinate to the lien of any mortgage now or hereafter placed upon the properties subject to assessment.

Section 7.8. Enforcement. The permanent charge, the lien and the personal obligation hereby created may be enforced by the Corporation in any appropriate proceeding in law or in equity.

**ARTICLE EIGHT**  
**Architectural Review Board**

Section 8.1. Declarant's Rights. Declarant shall reserve the right to initially serve as the Architectural Review Board of Paradise Island Property Owners Association, Inc. (hereinafter "ARB") and shall have the right to approve all homes, docks, and plans and specifications for either, all as provided in the Declaration. At such time as Declarant has sold more than seventy-five (75%) percent of the lots in Paradise Island, the Declarant will assign its right for architectural review to the Corporation. The Declarant further reserves the right, but shall not be obligated to, assign its right for architectural review to the Corporation prior to the sale of seventy-five (75%) of the lots and Declarant shall automatically lose such control at such time as may be required by any governmental body having jurisdiction over Paradise Island.

Section 8.2. Regular Meetings. The ARB shall meet for the transaction of business at such place as may be designated from time to time.

Section 8.3. Special Meetings. Special meetings of the ARB may be called by three (3) Members of the Board for any time and place, provided that reasonable notice of such meetings shall be given to each Member of the ARB of the time appointed for such meeting.

Section 8.4. Quorum. The ARB shall act only as a Board, and individual Members shall have no powers. The majority of the ARB for the time being in office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice until a quorum be at hand. The act of a majority of Members of the Board present at any meeting at which there is a quorum shall be the act of the ARB, except as may be otherwise provided by law.

Section 8.5. Order of Business. The ARB may from time to time determine the order of business at its meetings.

Section 8.6. Chairman. At all meetings of the ARB, a Chairman chosen by the Members of the Board present shall preside.

Section 8.7. Terms of Members of the Board. Subject to the provisions of Section 1 above, Members of the Corporation may remove any individual Member of the ARB, with or without cause, by a majority vote of the owners of the lots of Paradise Island at an annual or special meeting of Members at which a quorum is present.

Section 8.8. Vacancies on Board. Subject to the requirements of Section 8.1 above, whenever a vacancy in the membership of the Board shall occur, the remaining Members of the Board shall have the power, by majority vote, to select a Member to serve the unexpired term of the vacancy.

Section 8.9. Responsibility of Owners. In the event that any dwelling, building, fence, dock, or other structure is to be erected, modified or altered on any lot, or in the event that any re-landscaping or site alteration is to take place within the area of any lot, from time to time, complete plans and specifications, including site and landscaping plans, shall be submitted to the ARB for approval before the commencement of work.

Section 8.10. Scope of Architectural Review. Within thirty (30) days of the submissions of such plans, the ARB shall approve, disapprove, or recommend modifications of the same. In the event that action is not taken within thirty (30) days of the date received by the Committee, such plans shall be deemed approved. Factors to be considered by the ARB shall include, but not be limited to, the following:

- (a) Preservation of the natural environment;
- (b) Harmony of design with the locale and with existing structures, so as to avoid devaluation of surrounding properties;
- (c) The desirability of minimizing intrusions on the view and privacy of surrounding properties;
- (d) Design and location of driveway entrances and utility service equipment so as to protect the private drive from damage or erosion;

(e) Complete compliance with all building restrictions as set out in the Declaration dated and recorded in the RMC Office for Charleston County simultaneously herewith, or such other covenants and restrictions as may be recorded with respect to the lot or property in question.

(f) Hardship or unusual circumstances pertaining to the submittal in question.

Section 8.11. Enforcement of Requirements of ARB. The ARB is empowered, on behalf of the Corporation and affected individual owners, to bring an action to enforce the requirements of this Article including, but not by way of limitation, actions for injunctive relief.

Section 8.12: Matters Requiring Review by ARB. Those items requiring review by the ARB shall include, but not be limited to, the following:

(a) Approval of all plans and specifications, including site and landscaping plans, for any building, residence, or other structure, and including plans for decks and for exterior lighting.

(b) Waiver of the requirements of the provisions of ARB;

(c) Approval of fences in Paradise Island;

(d) Approval of trash containers in Paradise Island;

(e) Approval of docks on creeks or marsh abutting Paradise Island, and paving adjacent thereto; and

(f) Approval of decks on marsh abutting Paradise Island.

Section 8.13: Common Areas. The ARB shall not have authority over the common areas in Paradise Island until the particular common areas have been conveyed by the Declarant to the Corporation.

**ARTICLE NINE**  
**Notice and Waiver**

Section 9.1. Procedure. Whenever these Bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Four. Whenever notice is given to a director or Member by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director or Member at his or her address as it appears on the books of the Corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency.

Section 9.2. Waiver. Whenever any notice is required to be given to any director or Member by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director or Member entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

**ARTICLE TEN**  
**Officers**

Section 10.1. Number and Qualifications. The officers of the Corporation shall consist of a chairman, treasurer, and a secretary. The Board of Directors may from time to time create and



establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a chairman, treasurer, and a secretary. Any two (2) or more offices may be held by the same person, except the offices of the chairman and the secretary.

Section 10.2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors and shall serve for a term of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

Section 10.3. Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 10.4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 10.5. Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

Section 10.6. Chairman. The Chairman shall be principal executive officer of the Corporation and shall preside at all meetings of the Board of Directors. Subject to the control and direction of the Board of Directors, the chairman shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with the state or federal officials or agencies; and the chairman shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and the chairman shall see that all orders and resolutions of the Board of Directors are carried into effect. The chairman shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the Corporation shall be under his supervision and control during such interim. The chairman shall perform these and such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

Section 10.7. Treasurer. The Treasurer shall have the custody of all the receipts, disbursements, funds, and securities of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors and the President. If required by the Board, he shall give a bond for the faithful discharge of his duties in such form as the Board may require.

Section 10.8. Secretary.

(a) The secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the chairman, affix it to any instrument requiring it. When so affixed, it shall be attested by the secretary's signature or by the signature of the treasurer or an assistant secretary.

(d) The secretary shall be under the supervision of the chairman. The secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chairman may from time to time delegate.

#### **ARTICLE ELEVEN** **Contracts, Checks, Deposits and Funds**

Section 11.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 11.2. Checks, Drafts, Notes, 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 other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the secretary and countersigned by the chairman of the Corporation.

Section 11.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 11.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

#### **ARTICLE TWELVE** **Indemnification and Insurance**

Section 12.1. Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, director, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, director, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under the Act whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in the Act; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by the Act.

07-31-03

11:04am From-

Section 12.2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, director or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 12.3. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, director, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, director or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

### **ARTICLE THIRTEEN** **Miscellaneous**

Section 13.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 13.2. Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

Section 13.3. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 13.4. Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

Section 13.5. Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

### **ARTICLE FOURTEEN** **Amendments**

Section 14.1. Power To Amend Bylaws. The Declarante and the Members shall have the power to alter, amend or repeal these Bylaws or adopt new bylaws.

Section 14.2. Conditions. Action by the Members with respect to Bylaws shall be taken by the affirmative vote of two-thirds (2/3rds) of the Members, provided, however, that Declarant consents in writing to such amendment if Declarant is then the Class B members and, provided,

07-31-03 11:05am From-

further, that these Bylaws may be amended, altered, or repealed and replaced by new Bylaws by the Declarant for so long as Declarant retains its Class B membership.

**ARTICLE FIFTEEN**  
**Dissolution**

Section 15.1. Dissolution. On dissolution of the Corporation, any funds remaining shall be distributed by the Board of Directors in accordance with the Act.

(c:\word\wp51\data\stand\15142.Bylaws\IOA.doc)

# RECORDER'S PAGE



**NOTE:** This page **MUST** remain with the original document

**Filed By:**

SIMONS & DEAN ATTY AT LAW  
 147 WAPPOO CREEK DR  
 STE 604  
 CHARLESTON SC 29412 (MAILBACK)

RECORDED		
Date:	February 23, 2024	
Time:	1:06:44 PM	
<u>Book</u>	<u>Page</u>	<u>DocType</u>
1229	743	HOA/Misc
Karen Hollings, Register of Deeds Charleston County, SC		

**MAKER:**

PARADISE ISLD POA

# of Sats:

# of Pages:

# of References:

Recording Fee \$ 25.00

Extra Reference Cost \$ -

**RECIPIENT:**

NA

Note:

Extra Pages \$ -

Postage \$ -

Original Book:

Original Page:

**TOTAL \$ 25.00**

Drawer   
 Clerk



1229  
Book



743  
Page



02/23/2024  
Recorded Date



21  
# Pgs



J283  
Original Book



639  
Original Page



D  
Doc Type



13:06:44  
Recorded Time