

**BYLAWS
OF
STEELE CREEK CORPORATE CENTER OWNERS ASSOCIATION, INC.**

A Nonprofit Corporation
Under the Laws of the State of North Carolina

**ARTICLE I
Identity**

These are the Bylaws of STEELE CREEK CORPORATE CENTER OWNERS ASSOCIATION, INC., a North Carolina nonprofit corporation (the “**Association**”), the Articles of Incorporation (the “**Articles**”) of which have been filed in the office of the North Carolina Secretary of State.

For purposes of these Bylaws, defined terms used herein shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions for Steele Creek Corporate Center dated August 29, 2003 and Supplemented October 31, 2003 to annex additional real property, by and between Steele Creek Corporate Center, LLC, a Michigan limited liability company and Virkler Realty, L.L.C, a North Carolina limited liability company (the “**Declaration**”) unless a different meaning is expressly set forth herein. References to the “**Act**” shall mean Chapter 55A of the North Carolina Nonprofit Corporation Act.

**ARTICLE II
Conditions and Admission of Members**

2.1 Members. The Association shall have members. A “**Member**” shall mean and refer to the owner (each, an “**Owner**,” and collectively, the “**Owners**”) of any Lot subject to the Declaration which is subject to assessment. The term Owner includes any record owner (including the Declarant) of any part of the Submitted Property or to a Lot, including contract sellers but excluding those with security interests for performance of an obligation. There shall be two classes of Members with respect to voting rights:

2.1.1 “**Class A Members**” shall be the Owners of all Class A Lots as described in the Declaration. Class A Members shall be allocated one (1) vote for each acre owned in the Submitted Property, as defined in the Declaration, plus fractional (hundredths) votes for each fractional (hundredths) acre owned.

2.1.2 The “**Class B Member**” shall be the Declarant named in the Declaration or those designated as a successor Declarant. The Class B Member shall be allocated five (5) votes for each acre owned in the Submitted Property, plus fractional (hundredths) votes for each fractional (hundredths) acre owned.

2.1.3 When the total number of votes held by the Class A Members exceeds the total number of votes held by the Class B Member, the Class B Membership class shall end and be converted to Class A Membership, with a voting power determined in accordance with Section 2.1.1 of these Bylaws, subject to the provisions of the Declaration that relate to additional lands and the right to annex additional lands to the Submitted Property.

2.2 Member's Liability to Third Parties. A Member of the Association is not personally liable for the acts, debts, liabilities, or obligations of the Association.

2.3 Member's liability for dues, assessments, and fees. A Member shall be liable to the Association for dues, assessments, or fees as provided in the Declaration. The provision of the Articles, these bylaws or a resolution adopted by the Board of Directors authorizing or imposing dues, assessments, or fees does not, of itself, create liability.

2.4 Creditor's action against Member.

2.4.1 A creditor of the Association shall not bring a proceeding to enforce any liability of a Member to the Association unless final judgment has been rendered in favor of the creditor against the Association and execution has been returned unsatisfied in whole or in part or unless a proceeding against the Association would be futile.

2.4.2 All creditors of the Association, with or without reducing their claims to judgment, may intervene in any creditor's proceeding brought under subsection 2.4.1 to collect and apply the proceeds of obligations owed to the Association. Any or all Members who are indebted to the Association may be joined in such proceeding.

ARTICLE III **Members' Meetings and Voting**

3.1 Place. Meetings of the Members shall be held at the registered office of the Association, or such other place as may be designated from time to time by the Board.

3.2 Annual and Regular Meetings.

3.2.1 The Association shall hold an Annual Meeting of the Members (each, an "**Annual Meeting**"). Notice of such Annual Meetings shall be given as set forth in Section 3.4 below. At each Annual Meeting, the Members shall elect Members of the Board of Directors (the "**Board**") and may transact any business properly coming before them.

3.2.2 The Association may hold regular meetings of the Members as designated by the Board.

3.2.3 Annual and regular meetings of the Members may be held in or out of the State of North Carolina at the place stated in the notice. If no place is stated, annual and regular meetings shall be held at the Association's principal office.

3.2.4 At Annual Meetings and regular meetings of the Members, the Members shall consider and act upon such matters as may be raised consistent with the notice requirements of Sections 55A-7-05 and 55A-7-22(d) of the Act.

3.2.5 The failure to hold an Annual Meeting or regular meeting of the Members at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action.

3.3 Special Meetings.

3.3.1 The Association may hold special meetings of Members:

3.3.1.1 On call of the Board of Directors; or

3.3.1.2 Within 30 days after the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Association's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

3.3.2 If not otherwise fixed under Section 55A-7-03 or 55A-7-07 of the Act, the record date for determining Members entitled to demand a special meeting is the date the first Member signs the demand.

3.3.3 Special meetings of Members may be held in or out of the State of North Carolina at the place stated in the notice. If no place is stated or fixed, special meetings shall be held at the Association's principal office.

3.3.4 Only those matters that are within the purpose or purposes described in the meeting notice required by Section 55A-7-05 of the Act may be acted upon at a special meeting of Members.

3.4 Notice of Meeting. The Association shall give notice of meetings of Members by any means that is fair and reasonable and consistent with these Bylaws. Any notice that conforms to the requirements of subsection 3.4.1 is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered; provided, however, that notice of matters referred to in subdivision 3.4.1.2 of this section shall be given as provided in subsection 3.4.1 of this section.

3.4.1 Notice is fair and reasonable if:

3.4.1.1 The Association gives notice to all Members entitled to vote at the meeting of the place, date, and time of each annual, regular, and special meeting of Members no fewer than 10, or, if notice is mailed by other than first class, registered or certified mail, no fewer than 30, nor more than 60 days before the meeting date;

3.4.1.2 Notice of an annual or regular meeting includes a description of any matter or matters that shall be approved by the Members under Sections 55A-8-31, 55A-8-55, 55A-10-03, 55A-10-21, 55A-11-04, 55A-12-02, or 55A-14-02 of the Act; and

3.4.1.3 Notice of special meeting includes a description of the matter or matters for which the meeting is called.

3.4.2 If an Annual Meeting, regular meeting of the Members, or special meeting of the Members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under Section 55A-7-07 of the Act, however, notice of the adjourned meeting shall be given under this section to the Members of record entitled to vote at the meeting as of the new record date.

3.4.3 When giving notice of an annual, regular, or special meeting of Members, the Association shall give notice of a matter a Member intends to raise at the meeting if:

3.4.3.1 Requested in writing to do so by a person or persons entitled to call a special meeting pursuant to Section 55A-7-02 of the Act; and

3.4.3.2 The request is received by the secretary or president of the Association at least 10 days before the Association gives notice of the meeting.

3.5 Waiver of Notice.

3.5.1 A Member may waive any notice required by these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the Member entitled to the notice, and be delivered to the Association for inclusion in the minutes or filing with the corporate records.

3.5.2 A Member's attendance at a meeting:

3.5.2.1 Waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or conducting business at the meeting; and

3.5.2.2 Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter before it is voted upon.

3.6 Record date.

3.6.1 The Board may fix a future date as the record date. If no record date is fixed, Members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting.

3.6.2 The Board of Directors may fix a future date as the record date. If no record date is fixed, Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

3.6.3 The Board of Directors may fix or provide the manner for determining a date as the record date for the purpose of determining the Members entitled to any rights in respect of any other lawful action. The Board may fix in advance the record date. If no record date is fixed, Members at the close of business on the day on which the Board adopts the resolution relating to

such action, or the 60th day prior to the date of such action, whichever is later, are entitled to such rights.

3.6.4 A record date fixed under this section shall not be more than 70 days before the meeting or action for which a determination of Members is required.

3.6.5 A determination of Members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the Board fixes a new date for determining the right to notice or the right to vote, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

3.6.6 If a court orders a meeting adjourned to a date more than 120 days after the date fixed for the original meeting, it may provide that the original record date for notice or voting continues in effect or it may fix a new record date for notice or voting.

3.7. Action by Written Ballot.

3.7.1 Any action that may be taken at any Annual Meeting, regular meeting of the Members, or special meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. Any requirement that any vote of the Members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, including electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or the Member's proxy.

3.7.2 A written ballot shall:

3.7.2.1 Set forth each proposed action; and

3.7.2.2 Provide an opportunity to vote for or against each proposed action.

3.7.2.3 Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast.

3.7.2.4 All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the Association in order to be counted.

3.7.2.5 Except as otherwise provided in the Articles or these Bylaws, a written ballot shall not be revoked.

3.8. Action by Written Consent.

3.8.1 Action required or permitted by the Act to be taken at a meeting of Members may be taken without a meeting if the action is taken by all Members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed

before or after such action by all Members entitled to vote thereon, and delivered to the Association for inclusion in the minutes or filing with the corporate records. To the extent the Association has agreed pursuant to Section 55A-1-70 of the Act, a Member's consent to action taken without a meeting may be in electronic form and delivered by electronic means.

3.8.2 If not otherwise determined under Sections 55A-7-03 or 55A-7-07 of the Act, the record date for determining Members entitled to take action without a meeting is the date the first Member signs the consent under subsection 3.8.1 of this section.

3.8.3 A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

3.9 Voting entitlement generally.

3.9.1 Each Member is entitled to one vote on each matter voted on by the Members except to the extent that the Declaration allocates a different voting power to a Lot.

3.9.2 If a membership stands of record in the names of two or more persons, their acts with respect to voting shall have the following effect:

3.9.2.1 If only one votes, such act binds all; and

3.9.2.2 If more than one votes, the vote shall be divided on a pro rata basis so that only the voting power allocated to the Owners of a multiple-Owner Lot is cast.

3.9.3 An amendment to the Articles or these Bylaws on which Members are entitled to vote, the purpose of which is to increase or decrease the number of votes any Member is entitled to cast on any Member action, shall be approved by the Members entitled to vote on that action by a vote that would be sufficient to take the action before the amendment.

3.10 Quorum.

3.10.1 Ten percent (10%) of the votes entitled to be cast on a matter shall be represented at a meeting of Members to constitute a quorum on that matter. Once a Member is represented for any purpose at a meeting, the Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

3.10.2 An amendment to these Bylaws to decrease the quorum for any Member action may be approved by the Members entitled to vote on that action or, unless prohibited by the Board.

3.10.3 An amendment to these Bylaws to increase the quorum required for any Member action shall be approved by the Members entitled to vote on that action.

3.10.4 Unless one-third or more of the votes entitled to be cast in the election of directors are represented in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of Members are those matters that are described in the meeting notice.

3.11 Voting requirements.

3.11.1 Unless these Bylaws require a greater vote or voting by class, if a quorum is present, the affirmative vote of a majority of the votes cast is the act of the Members.

3.11.2 An amendment to the Articles or these Bylaws on which Members are entitled to vote, the purpose of which is to increase or decrease the vote required for any Member action, shall be approved by the Members entitled to vote on that action by a vote that would be sufficient to take the action before the amendment.

3.12 Proxies.

3.12.1 Unless the Articles prohibit or limit proxy voting, a Member may vote in person or by proxy. A Member may appoint one or more proxies to vote or otherwise act for the Member by signing an appointment form, either personally or by the Member's attorney-in-fact. Without limiting Section 55A-1-70 of the Act, an appointment in the form of an electronic record that bears the Member's electronic signature and that may be directly reproduced in paper form by an automated process shall be deemed a valid appointment form within the meaning of this section. In addition, if and to the extent permitted by the Association, a Member may appoint one or more proxies by any kind of telephonic transmission, even if not accompanied by written communication, under circumstances or together with information from which the nonprofit corporation can reasonably assume that the appointment was made or authorized by the Member.

3.12.2 An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form.

3.12.3 An appointment of a proxy is revocable by the Member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. An appointment made irrevocable under this subsection shall be revocable when the interest with which it is coupled is extinguished. A transferee for value of an interest subject to an irrevocable appointment may revoke the appointment if he did not have actual knowledge of its irrevocability.

3.12.4 The death or incapacity of the Member appointing a proxy does not affect the right of the Association to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

3.12.5 A revocable appointment of a proxy is revoked by the person appointing the proxy by (1) Attending any meeting and voting in person; or (2) Signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

3.12.6 Subject to Section 55A-7-27 of the Act and to any express limitation on the proxy's authority appearing on the face of the appointment form, an Association is entitled to accept the proxy's vote or other action as that of the Member making the appointment.

3.13 Voting for directors; cumulative voting.

3.13.1 There shall be no cumulative voting.

3.13.2 Unless otherwise provided in the Articles, these Bylaws, or the Declaration, an agreement valid under Section 55A-7-30 of the Act, directors are elected by a plurality of the votes cast by the Members entitled to vote in the election at a meeting at which a quorum is present.

ARTICLE IV
Directors

4.1 Number and Qualifications of Directors. The Board shall consist of not less than one (1) nor more than nine (9) natural persons as determined at any Annual Meeting by the Members. Each Director shall be a lot owner or the individual nominee of a lot owner which is other than an individual.

4.2 Election of Directors. At the first Annual Meeting of the Members, and at each subsequent Annual Meeting, the Members shall elect the Directors by a majority of the votes cast in the election.

4.3 Term of Office.

4.3.1 The term of each director shall be one year, and directors may serve successive terms.

4.3.2 A decrease in the number of directors or term of office does not shorten an incumbent director's term.

4.3.3 The term of a director filling a vacancy in the office of a director elected by Members expires at the next election of directors by Members; and the term of a director filling any other vacancy expires at the end of the unexpired term that such director is filling.

4.3.4 Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated, or appointed and qualifies, or until there is a decrease in the number of directors.

4.4 Removal.

4.4.1 The Members may remove one or more directors elected by them with or without cause.

4.4.2 A director may be removed under Section 4.4.1, only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

4.4.3 A director elected by Members may be removed by the Members only at a meeting called for the purpose of removing the director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.

4.5 Vacancies. If a vacancy occurs on a Board of Directors, including, without limitation, a vacancy resulting from an increase in the number of directors or from the failure by the Members to elect the full authorized number of directors, the vacancy may be filled:

4.5.1 By the Members entitled to vote for directors, if any;

4.5.2 By the Board of Directors; or

4.5.3 If the directors remaining in the office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all the directors, or by the sole director, remaining in office.

4.6 Regular and Special Meetings. The Board of Directors may hold regular or special meetings in or out of this State. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4.7 Notice. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the Board of Directors shall be held upon notice sent by any usual means of communication not less than five days before the meeting. The notice shall describe the purpose of the special meeting. The presiding officer of the Board, the president or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the Board. No business shall be transacted at a special meeting except that which is stated in the notice thereof.

4.8 Waiver of Notice.

4.8.1 A director may waive any notice required by these Bylaws before or after the date and time stated in the notice. Except as provided by 4.8.2, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

4.8.2 A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

4.9 Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, the meeting shall be adjourned from time to time until a quorum is present. The signing by a Director of the minutes of a meeting shall constitute the presence of such Director at that meeting for the purpose of determining a quorum.

4.10 Manner of Acting. Each Director shall be entitled to one vote. The vote of a majority of the Directors present at a meeting shall constitute the act of the Board unless the act of a greater number is required by the provisions of applicable law, the Declaration, or these Bylaws.

4.11 Action Without Meeting. Any action that may be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. A director's consent to action taken without meeting may be in electronic form and delivered by electronic means.

4.12 Compensation of Directors Restricted. Directors shall receive no compensation for their services, but may be paid for out-of-pocket expenses incurred in the performance of their duties as Directors.

4.13 Powers and Duties of Board. All of the powers and duties of the Association shall be exercised by the Board, including those existing under common law, applicable statutes, the Declaration, the Articles, and these Bylaws, as any thereof may, from time to time, be amended. Such powers and duties shall be exercised in accordance with the provisions of applicable law, the Declaration, the Articles, and these Bylaws.

ARTICLE V **Officers**

5.1 Designation of Officers. The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer. Each officer shall be a Lot owner or the individual nominee of a Lot owner which is other than an individual. A person may hold one or more of such offices at one time. The Board may elect an assistant treasurer, an assistant secretary and such other officers as, in its judgment, may be necessary.

5.2 Election of Officers. Officers of the Association shall be elected by the Board. Election shall be held annually at the meeting of the Board held after the Annual Meeting of the Members.

5.3 Term. Each officer shall serve until his successor has duly elected and has qualified.

5.4 Removal. Any officer may be removed, with or without cause, and without notice, by the Board.

5.5 Vacancy. Any vacancy in any office shall be filled, by the Board, and an officer elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

5.6 Powers and Duties of Officers.

- (a) President. The President shall be the chief executive officer of the Association; shall have all of the powers and duties incident to the office of a President of a corporation including, but not limited to, the duty to preside at all meetings of the Board and of the Members, and the general supervision of officers in the management of the business and affairs of the Association; and shall see that all actions and resolutions of the Board are carried into effect.
- (b) Vice President. The Vice-President shall perform such duties of the President as shall be assigned to him by the President and, in the absence of the President, shall perform the duties and functions of the President.
- (c) Secretary. The Secretary shall keep the minutes of all meetings and actions of the Board and of the Members; shall give all required notices to the Directors and Members; shall keep the records of the Association, except those kept by the Treasurer; shall perform all other duties incident to the office of a Secretary of a corporation; and shall perform such other duties required by the Board or the President.
- (d) Treasurer. The treasurer shall have custody of all intangible property of the Association including funds, securities, and evidences of indebtedness; shall keep the books of the Association in accordance with good accounting practices and principles and, upon request, shall submit them, together with all vouchers, receipts, records, and other papers to the Board for examination and approval; shall deposit all monies and other valuable effects in depositories designated by the Board; shall disburse funds of the Association as directed by the Board; and shall perform all other duties incident to the office of a Treasurer of a corporation.

5.7 Execution of Agreements, etc. All agreements, deeds, mortgages, or other instruments shall be executed by any two (2) officers or by such other person or persons as may be designated by the Board.

5.8 Compensation of Officers Restricted. No officer shall be compensated for his service in such capacity but may be reimbursed for out-of-pocket expenses incurred in performing his duties.

ARTICLE VI

Indemnification of Directors and Officers

The Association shall indemnify such persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Chapter 55A of the North Carolina Nonprofit Corporation Act, as may be amended from time to time.

ARTICLE VII

Amendment

Unless the Articles or these Bylaws provide otherwise, these Bylaws may be altered, amended, added to or repealed by the affirmative vote of a majority of the members of the Board of Directors. Such authority in the Board of Directors is subject to the power of the Members to change or repeal such Bylaws, and the Board of Directors shall not make or alter any Bylaws fixing a

quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies on the Board, or fixing the number of directors or their classifications, qualifications or terms of office, but the Board may adopt or amend a Bylaw to increase the number of directors.

[Signature page follows]

The undersigned, W. Massie Flippin, President of STEELE CREEK CORPORATE CENTER OWNERS ASSOCIATION, INC., hereby certifies that the foregoing Bylaws were duly adopted as the Bylaws of the Association by its first Board of Directors effective August 13, 2012.

W. Massie Flippin, President