

**AMENDED AND RESTATED BYLAWS
OF
MARKET CENTER TOWERS ASSOCIATION, INC.**

**ARTICLE I.
OFFICES**

Section 1. Principal Office. The principal office of the Corporation shall be located at 531 North Hamilton Street, High Point, North Carolina 27262.

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Not-For-Profit. The Association is not organized for profit. No Member, Director, or person from whom the Association may receive any property or funds, shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors; provided, however, any member of the Board of Directors may be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

**ARTICLE II.
MEMBERSHIP**

Section 1. Membership Defined. Each person or business entity that owns all or any portion of a condominium unit that is described and identified in the Declaration of Condominium for MARKET CENTER TOWERS, Phase I and which, along with copies of plats and other items, are recorded in Deed Book 3172, Pages 755 et seq., records of Guilford County, North Carolina and incorporated herein by reference, is a member of Market Center Towers Association, Inc., and is subject to the governance thereof including any adopted ByLaws, rules and regulations if adopted. Each unit owner shall designate one person as its Representative Member to attend annual meetings, to participate in such meetings, to receive any notices, and to vote the interests of the owner of that condominium unit. Where legal title to a condominium unit vests in only one person, that person shall be deemed the Representative Member of that unit absent notice to the Secretary to the contrary. Where legal title to a

condominium unit vests in multiple persons or in a business entity, such members shall designate one person as Representative Member for that unit. Designation of the Representative Member shall be in compliance with the terms of Section 2 of this Article II. Failure to properly designate a Representative Member will deprive that unit of its ability to be represented at any meeting of the Corporation until such compliance. The Secretary shall publish a listing of the units and the Representative Member for each unit that has complied with this requirement. As used herein, the term "Member" shall refer to the designated Representative Member only. Such listing by the Secretary shall also include (a) the existence of any power of attorney in force and effect and previously executed by a unit owner or designated Representative Member, and (b) the filing by any member or designated Representative Member of an appointment of an agent. Restrictions and duties (other than the payment of dues and assessments) placed upon all members shall be also applicable to member guests, invitees, tenants or member employees.

Section 2. Filing With Secretary. Each unit owner must file with the Secretary of the Corporation (a) a copy of the recorded deed to the unit denoting the claimed ownership interest; and (b) the name of one member among its owners to serve as its Representative Member; (c) the physical address, e/mail address, and telephone contact information of such Representative Member for purpose of any notice required to be given (d) any document appointing an agent or attorney-in-fact as provided in Article II, Section 5, herein and (e) an insurance coverage Form 6 indicating compliance by the unit owner with Article X, Section 2, herein. The designation of the Representative Member may be changed only by a subsequent filing of the applicable information with the Secretary of the Corporation. A person designated as a Representative Member must own a legal interest in the unit or be designated as a Representative Member by a business entity that is a unit owner. Filings with the Secretary may be made by electronic connection.

Section 3. Member Participation. Each unit shall be entitled to one vote on any matter on which members may vote. There shall be no split or divided vote. Each Director shall be a member. Each Officer shall be a member. A member may serve as a Director and Officer simultaneously. In no instance shall more than one person from the same unit serve on the Board of Directors at the same time. A Representative Member may vote, in person, or a proxy, agent, or attorney-in-fact for such Representative Member may vote for such Representative Member as provided in Sections 5 and 14 of Article II herein.

Section 4. Member In Good Standing. A Representative Member must be designated to the Secretary of the Corporation as provided in Section 2 of this Article II no later than fifteen days prior to the eligibility of such member to participate or vote in any matter requiring members to vote or to serve as either Director or Officer of the Corporation. In addition, all dues and assessments must be paid and not in a state of delinquency (as herein defined) as relates to the unit that member represents in order for that member to either participate, vote, to serve or continue as a Director, or as an Officer of the Corporation. If all of the criteria referenced in this section are met, as determined by both the Secretary and the Board of Directors, then such Representative Member shall be deemed a member in good standing who may participate in all functions of the Corporation.

Section 5. Agent or Attorney-In-Fact. A Representative Member may be represented, including voting, by an agent or attorney-in-fact at any meeting of members or of the Board of Directors provided the Representative Member file with the Secretary prior to the commencement of such meeting a copy of the power of attorney appointing the person claiming to be an attorney-in-fact or a copy of the written and executed document indicating the appointment of the agent by the Representative Member. The determination of the sufficiency and correctness of any such document submitted to the Secretary shall be made by the Secretary subject to review, by its initiative, of a majority vote of the Board of Directors. In the event of the filing of the power of attorney or agency appointment document, only one agent or one attorney-in-fact may participate but not both. A Representative Member has the right to attend, in person, at any meeting, and to revoke such prior agency or attorney-in-fact appointment. In such event, the Representative Member shall participate and vote in such meeting the same as if the agency or attorney-in-fact appointment never existed. For purposes of determination under this section, Section 5, a duly executed Proxy shall be regarded as an agency appointment.

Section 6. Place of Member and Board Meetings. All meetings of members and all Board of Directors meetings shall be held in the Social Room at the principal office of the Corporation or at such other place (a) determined and set by the Board of Directors for its meetings and designated in the notice of such meeting or (b) agreed upon by a majority of the members entitled to vote at such member meeting and designated in the notice of such meeting.

Section 7. Member Annual Meetings. The annual meeting of members shall be held at 6:00 p.m. at a designated date in October of each year

for the purpose of electing Directors of the Corporation and for the transaction of other business properly brought before such meeting. Such designated date for each annual meeting shall be set by the Board of Directors and shall be held on a date coinciding with the fall furniture market for the accommodation of members attending such event.

Section 8. Substitute Annual Meeting of Members. If the annual meeting of members shall not be held on the day designated by these ByLaws, a substitute annual meeting of members may be called in accordance with Section 9 of this Article II. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 9. Special Meetings of Members. Special meetings of the members may be called at any time by the President, the Secretary, a majority vote of the Board of Directors, or upon the written request of the holders of not less than one-fifth of all the votes entitled to be cast on any issue proposed to be considered at the meeting.

Section 10. Notice of Member Meetings. Written notice stating the date, time and place of the member meeting shall be given by the Secretary not less than ten nor more than fifty days before the date of any members' meeting, either by personal delivery, United States mail, courier delivery (Federal Express or UPS by way of example), or electronic connection to each member entitled to vote at such meeting. The notice of meeting shall include the purposes of such meeting. Providing to each Representative Member an accurate copy of the agenda for such meeting shall suffice for stating the purpose of such meeting. For an annual meeting, any member may request the Secretary to include items on the agenda. When a meeting 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 and place is announced at the meeting. At any adjourned meeting any business may be transacted that might have been transacted at the original meeting if a quorum then exists.

Section 11. Waiver of Notice. Any member may waive notice of any member or Board meeting by written waiver which shall be placed in the corporate records. A member's attendance, in person or by proxy, at any member or Board meeting waives objection to lack of notice or defective notice of such meeting unless the member or his proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 12. Member List. Before each meeting of members, the Secretary of the Corporation shall prepare a list of the members in good standing who are entitled to notice of such meeting. The list shall be available at the meeting and shall be subject to inspection by any member and his agent or attorney at any time during the meeting or any adjournment thereof.

Section 13. Quorum. A majority of the members entitled to vote constitutes a quorum for any member meeting. In the absence of a quorum at the opening of any meeting of members, such meeting may be adjourned subject to the provisions of Section 10 of this Article II.

Section 14. Proxies. A member's interest may be voted either in person by the Representative Member or by proxy authorized by a written appointment of proxy signed by the Representative Member and delivered to the Secretary prior to the meeting. A proxy, properly signed by a Representative Member shall state inclusive dates for its validity. No proxy shall have a date of duration exceeding one year. A proxy may be submitted by electronic means to the Secretary. Any question as to the validity of a proxy shall be determined and resolved by a majority vote of the Board. In addition to voting by proxy, an agent representing the Member Representative may vote on behalf of the Member Representative as provided in Article II, Section 5, herein.

Section 15. Informal Action By Members. Any action that is required or permitted to be taken at any members meeting may be taken without a meeting if one or more written consents, describing the action so taken, shall be signed by all members who would be entitled to vote upon such action at a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Delivery of any such consent documents may be completed by electronic connection.

Section 16. Member Attendance At Annual/Special Meetings. Any Representative Member not physically present at any Annual or Special Member Meeting but who desires to attend such meeting may do so by electronic connection to a Member physically in attendance at such meeting. The Representative Member desiring to attend such meeting by electronic connection shall notify the Corporation Secretary or Assistant Secretary prior to such meeting that electronic attendance is desired and shall give the name of the Member who will be electronically connected. The electronic connection so established must enable the Representative Member desiring such connection to hear all

communications occurring at such meetings. Voting by such Representative Member at the meeting may only be made by the Representative Member directly informing the Secretary or Assistant Secretary of his vote on any pending motion or issue. The Representative Member desiring such connection has the responsibility for initiating, establishing, and maintaining communication contact. At such meeting, the Representative Members physically present, with a quorum physically present, may continue to transact business and vote on any action though communication contact with the electronically connected Board member is lost not due to the actions of the Board. The Association shall have no financial obligation or debt arising from any electronic connection, all such expense being assumed by the Representative Member seeking such electronic connection.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 2. Number and Qualifications. The number of Directors constituting the Board of Directors shall be not less than three nor more than seven as may be fixed or changed, within the minimum and maximum, by the members or by the Board of Directors. Each Director shall be a member but does not have to be a resident of the condominium.

Section 3. Election. Except as provided in Section 6 of this Article III, the Directors shall be elected at the annual meeting of members. Those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected.

Section 4. Term of Members of Board of Directors. A Director shall hold office for a period of two years with each term expiring at the second annual members meeting after election, or until such Director's death, resignation, removal, loss of membership in good standing which remains unrestored, or his successor has been appointed and seated. The term of a Director elected to fill a vacancy expires at the next members' meeting at which Directors are elected.

Section 5. Removal Of Member of Board of Directors. Any Director

may be removed at any time with or without cause by a vote of 67% of the members present at any annual or special member meeting. If any Director is so removed, the annual or special meeting of members may elect a new Director or the directorship may remain vacant. No notice of purpose is necessary for any removal in which the vote totals 67% of members present at any annual or special meeting of members. An alternative method of removal of a Director by members is for there to be a notice given of a called annual or special meeting of members with such notice containing an agenda item specifying one or more Director's removal. At such scheduled and noticed annual or special meeting of members, removal of a Director shall only require a majority vote.

Section 6. Vacancy In The Board Of Directors. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors.

Section 7. Chairman of Board. There may be a Chairman of the Board of Directors elected by the Directors from their number at any meeting of the Board. In the event a Chairman of the Board is elected, he shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

ARTICLE IV MEETINGS OF DIRECTORS

Section 1. Regular Meetings Of Board of Directors. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Board of Directors may provide, by motion, the time and place for the holding of additional regular meetings.

Section 2. Special Meetings Of Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, by the President, or a majority of all Directors.

Section 3. Notice of Board of Director Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least seven days before the meeting, give or cause to be given notice thereof by any of the delivery means cited in Article II, Section 10 herein. Such notice shall specify the purpose for which the meeting is called. Any duly convened regular or special

meeting may be adjourned by the Directors to a later date and time without further notice.

Section 4. Waiver of Notice of Board Meetings. Any Director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Director entitled to the notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice of such meeting unless the Director at the beginning of the Board meeting objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum For Board Meetings. A majority of the Directors entitled to vote constitutes a quorum. In the absence of a quorum at the opening of any meeting of Directors, such meeting may be adjourned.

Section 6. Manner of Board Action. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. For purposes of voting and in determining a quorum, a Director shall be deemed present and able to cast any vote if he is then connected by a electronic connection enabling communication between that Director and all other Directors then present for the meeting. The Director who is not physically present at such meeting but who desires to be electronically connected has the responsibility for initiating, establishing, and maintaining communication contact with a Board member during such meeting. At such meeting, the Board, with a quorum physically present, may continue to transact business and vote on any Board matter though communication contact with the electronically connected Board member is lost not due to the actions of the Board. The Director desiring to attend such meeting by electronic connection shall notify the Corporation Secretary or Assistant Secretary prior to such meeting that electronic attendance is desired. Voting by the absent Director at the meeting may only be made by such Director directly informing the Secretary of his vote on any pending motion or issue. The Association shall have no financial obligation or debt arising from any electronic connection, all such expense being assumed by the Director seeking such electronic connection.

Section 7. Action Without Board Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action

must 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.

Section 8. Committees of the Board. The Board of Directors may create committees of the Board and appoint members of the Board of Directors and other members to serve on them. Each committee of the board must have two or more members, one or both of which may be Board members. Any committee shall give its recommendations or report to the Board of Directors. Each committee member serves at the pleasure of the Board of Directors. The provisions in these ByLaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees of the Board established under this section.

All functions by officers and any appointed committees shall be subject to the supervision and control of the Board of Directors.

Section 9. Open Board Meetings. Regular and special meetings of the Board shall be open to all Association members. Recognition and hearing from any non-Board Member shall be in the discretion of the President or other presiding officer who may elect to place a time or other limitation upon any attending member in accordance with Robert's Rules of Order. The Board may, with the approval of a majority of a quorum of the Board, adjourn any meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar confidential nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

ARTICLE V. OFFICERS

Section 1. Officers of the Corporation. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer and such other officers as may from time to time be appointed by or under the authority of the Board of Directors. No Officer may hold more than one office at the same time. An Officer of the Corporation must be a member in good standing (as herein defined) of the Corporation at the time he takes action as an officer.

Section 2. Appointment and Term. The officers of the Corporation shall be appointed by the Board of Directors. Each Officer shall hold office until his death, resignation, retirement, removal, loss of membership in good standing or his successor shall have been appointed and is seated.

Section 3. Removal. Any Officer may be removed by the Board at any time with or without cause and without the requirement of notice to the Officer so removed.

Section 4. Resignation. An Officer may resign at any time by communicating his resignation to all members of the Board of Directors, or to the President or to the Vice-President and such notice may be given orally, in writing, or by electronic connection.

Section 5. Bonds. The Board of Directors may require any Officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may be required by the Board of Directors.

Section 6. President. The President shall be the principal executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all member meetings and at all Board meetings unless the Board has elected a Chairman of the Board and in such event the Chairman shall preside at all Board meetings. He shall sign, with the Secretary, an Assistant Secretary, or other proper Officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these ByLaws to some other Officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President only shall execute any amendment to the Declaration of Condominium.

Section 7. Vice-President. In the absence of the President or in the

event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. The Vice-President shall perform such other duties as may be prescribed by the President or Board of Directors.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the meetings of members, of the Board of Directors and of all committees; (b) see that all notices are duly given in accordance with the provisions of these ByLaws or as required by law; (c) maintain and authenticate the records of the Corporation and be custodian of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) prepare or cause to be prepared member lists prior to each meeting of members listing all members in good standing as required under Section 2 of Article II herein; (e) attest the signature or certify the incumbency or signature of any Officer of the Corporation; and (f) in general perform all duties incident to the office of secretary and such other duties as may be prescribed by the President or by the Board of Directors. The Secretary shall certify any amendment to the Declaration of Condominium executed by the President.

The Association membership register maintained by the Secretary shall be made available for inspection and copying by any Representative Member for a purpose reasonably related to such Member's interest as a member. By way of example and not of limitation, obtaining such register for the purpose of delivering it to a retail marketing firm would not be a reasonably related request. Such register inspection request shall require at least a 48 hour notice (excluding weekends and federally recognized holidays) to the Secretary. The inspection request may be oral, in writing, or submitted by electronic means. The providing of such register list by the Secretary may be in written or electronic form and shall be provided by the Secretary within 72 hours (excluding weekends and federally recognized holidays) following the Secretary's receipt of notice. The forwarding of an inspection request by electronic request to the email address of the Secretary on file with the Secretary shall be deemed "delivered" upon the electronic forwarding of such request.

The minutes of all annual and special meetings of members, the minutes of all regular and special Board of Directors meetings, current Rules and Regulations and ByLaws shall be retained by the Secretary and shall be posted on the Association WebPage. The Secretary shall have no duty or obligation to provide any record to any Representative Member when such requested records

are currently posted on the Association WebPage. In the event any requested record is not currently posted on the Association WebPage, the Secretary may provide, by written or electronic form, such records within the 72 hour required time frame.

The retention policy for Association records shall be as follows: (a) certificates of formation, ByLaws, restrictive covenants, and all amendments to the certificates of formation, ByLaws, and covenants shall be retained permanently; (b) the membership register list of current unit owners shall be retained for a minimum of five years; (c) contracts with a term of one year or more shall be retained for a minimum of four years after the expiration of the contract term; and (d) minutes of all member meetings and of all Board of Directors meetings shall be retained for a minimum of seven years; and (e) tax returns and audit records shall be retained for a minimum of seven years. All records retained in accordance with this section may be retained by the Secretary only in a digital form.

Section 9. Assistant Secretary. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, the Assistant Secretary shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary.

Section 10. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article VI of these ByLaws; (b) maintain appropriate accounting records as required by law; (c) prepare, or cause to be prepared, annual financial statements of the Corporation that include a balance sheet as of the end of the fiscal year and an income and cash flow statement for that year, which statements, or a written notice of their availability, shall be mailed or electronically transmitted to each member within 120 days after the end of such fiscal year; (d) maintain a list of members indicating their status with regard to dues, assessments, fees, and expense reimbursements owed to the Corporation including the delinquent status of any such debt; and (e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

All financial records of the Association shall be kept in accordance with generally accepted accounting principles, consistently applied, and shall be available for inspection by any Representative Member upon at least a 48 hour notice (excluding weekends and federally recognized holidays) to the Treasurer. Such inspection request may be oral, in writing, or submitted by electronic means. The providing of such records by the Treasurer may be in written or electronic form and shall be provided by the Treasurer within 72 hours (excluding weekends and federally recognized holidays) following his receipt of notice. The forwarding of an inspection request by electronic request to the email address of the Treasurer on file with the Secretary shall be deemed "delivered" upon the electronic forwarding of such request.

The records of the Association available for inspection by members shall not include attorney files that are privileged as attorney-client communications.

The retention policy for Association financial books and records, including the dues and assessments records of members, is that such records shall be stored and retained by the Treasurer for a minimum of seven years. All records retained in accordance with this section may be retained by the Treasurer only in a digital form.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any Officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, but specifically subject to the terms of Section 2 of this Article VI. The Board of Directors shall determine the requirements and conditions of any payment or withdrawal of Corporation funds.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by majority vote of the members. No security interest shall be granted in any property interest of the Corporation or on the expectancy of future income. This section may only be modified by an affirmative vote of eighty percent of the members in good standing and is further subject to the provisions of N.C.G.S. ¶ 47C-3-112.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such Officer or officers, agent or agents of the Corporation and in such manner as shall be determined by the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE VII. TRANSFER OF OWNERSHIP/MEMBERSHIP

Section 1. Certificates For Unit Owners. The Board of Directors may authorize the issuance of (a) certificates of ownership or membership and (b) disclosure statements pursuant to N.C.G.S. ¶47E in such form as required by law and as determined by the Board of Directors. Certificates shall be signed by the President, Vice-President, Secretary, Assistant Secretary, Treasurer, or Assistant Treasurer. The Board may impose a fee or charge for the providing of such certificates or disclosures.

Section 2. Holder of Record. Except as otherwise required by law, the Corporation may treat the person or business entity in whose name the ownership of the condominium unit stands of record on its books as the absolute owner of the membership.

ARTICLE VIII. FINANCIAL ADMINISTRATION

Section 1. Association Dues. The Board of Directors is empowered and directed to consider and set association dues or fees, to apply and be charged ratably among all unit owners according to the percentage of ownership of common area/elements allotted to each condominium unit. Such dues or fees should consider all reasonable expenses of normal operation of the condominium and its common areas or elements and all requirements for continued general maintenance and upkeep of condominium responsibility. All Association dues or fees, as determined by the Board of Directors, shall be billed to and paid by each unit owner on a regular basis. Association dues, fees, or expenses, including any

late charge if applicable, shall be deemed to be assessments for which a lien shall be established for nonpayment. Any due, fee, assessment, or expense for which a member is liable shall be considered delinquent if such due, fee, assessment or expense remains unpaid for 60 days following the date it is incurred. No member may vote at any Member or Board meeting, serve as member of the Board of Directors, or serve as an Officer if such person is delinquent with regard to any due, fee, assessment or expense for which such member is liable.

Section 2. Assessments. The Board of Directors is empowered, authorized and directed to consider and set assessments, to apply and be charged ratably among all unit owners according to the percentage of ownership of common areas and elements allotted to each separate condominium unit. Such assessments should consider extraordinary expenses, not in keeping with the normal operating expenses, for emergency type occurrences and for repair and replacement of capital items that benefit all units or that may be required in an emergency situation requiring immediate attention. Assessments should be billed to and paid by each unit owner as a one time expense. Late charges may apply and a lien shall be established for nonpayment.

Section 3. Enforcement Of Dues, Fees and Assessments. The Board of Directors is empowered, authorized and directed to take any legal action necessary to enforce the regular collection of any dues, fees, expense reimbursements, or assessments and any late charges or other expenses, including the collection of reasonable attorney fees, that are unpaid by any unit owner.

Section 4. Incorporation of Statutory Law. With regard to billing and collection of dues, fees, expense reimbursement, assessments, the creation of liens and judgments and the execution of same through any court proceeding, the Board of Directors shall have all power and authority granted by N.C.G.S. ¶47C.

Section 5. Finances. The Board of Directors is directed to establish and maintain a specific fund, known as a Cash Reserve Fund in order to meet expenses of an emergency nature and for replacement of capital items on an orderly schedule. Such fund shall be deposited as a separate account and shall be kept separate from and not co-mingled with the general funds of the Corporation. The Board of Directors shall consider the needs and set the amount

of the initial cash reserve fund and provide for its replenishment. The Board of Directors may authorize more than one Cash Reserve Fund or have certain accounts designated as Cash Reserve Fund accounts.

**ARTICLE IX.
INDEMNIFICATION AND HOLD HARMLESS**

Any person who at any time serves or has served as a Director of the Corporation, or who, while serving as a Director of the Corporation, serves or has served, at the request of the Corporation, as a Director, Officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified and held harmless by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred or to be incurred by him in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Board of Directors of the Corporation shall take such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification and hold harmless obligation required by this bylaw, including without limitation, making a determination that indemnification and the hold harmless duty herein specified is permissible under the circumstances and a good faith evaluation of the manner in which the claimant for indemnity and hold harmless acted and of the reasonable amount of indemnity and hold harmless obligations due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation.

No indemnification shall be provided for acts constituting gross negligence, nor for fraud, nor for similar reprehensible conduct as determined by majority vote of the Board. In the event of a settlement, the settlement shall be approved by the insurance carrier and paid for by the insurance carrier out of the insurance proceeds. The foregoing rights shall not be exclusive of other rights to which such director, officer, agent or employee may be entitled.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

ARTICLE X. INSURANCE

Section 1. Directors and Officers Liability Insurance. The Board shall obtain and continually keep in effect sufficient liability insurance to protect the directors and officers of the Association to the extent and amount as determined by the Board. The cost of such insurance shall be deemed a common expense and shall be paid by the members as part of the operating expenses of the Association.

Section 2. Individual Liability Insurance. Each member assumes responsibility, at his own cost and expense, for his personal insurance on his residence and personal property contents therein (including storage areas) which are not covered under the Association general liability policy. In addition, each member shall maintain liability coverage (in a minimum coverage amount of \$25,000.00) for damage or injury to a member's property resulting from some condition arising in another member's unit.

ARTICLE XI. GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, as impressed or affixed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors. If no fiscal year is adopted, the records shall be kept on a calendar year basis.

Section 3. Amendments. These ByLaws may be amended or repealed and new ByLaws may be adopted by a majority of the members at any annual or

special meeting provided notice of such meeting accurately informs members of the purpose of any such meeting. The providing of an accurate agenda for such meeting shall suffice as a sufficient notice of the purpose of such meeting.

Section 4. Residential Use. All condominium units, exclusive of the first floor unit (533 N. Hamilton Street) shall be used exclusively as residential condominium units and no unit shall be used for any business or professional endeavor; provided, however, a unit owner may engage in professional or business activities in his or her unit provided such professional use is not advertised as open to general access by the public. Any unit owner may engage in professional or business activities in the Social Room under the same rules and requirements for any member's use of the Social Room. Any unit owner desiring to engage in professional or business activity in his unit may not advertise or promote such services anywhere in any common area or on the exterior of his unit.

Section 5. Primacy Of ByLaws. These ByLaws supercede any prior ByLaws of the Association which conflict, in any way, with the ByLaws contained herein. In those instances where the ByLaws contained herein do not conflict with previously enacted Association ByLaws, such previously enacted ByLaws shall remain in force and effect unless modified by state statute.

Section 6. Enforcement. The Board of Directors shall have the power to enforce these ByLaws and any Rules and Regulations and to recommend any amendment, modification or changes thereto.

Section 7. Statutory Requirements. In the event of any conflict between or omission from these By-Laws and Chapter 47C of the North Carolina General Statutes, such statutes shall have preference and priority and shall be binding on the Corporation.

Section 8. Robert's Rules of Order. All meetings of members and all meetings of the Board of Directors shall be held in accordance with Robert's Rules of Order (most recent edition) as required by N.C.G.S. ¶ 47C-3-108.

Section 9. Nomenclature and Gender. The term "Board" and "Board of Directors" as used herein shall be synonymous with the term "Executive Board" as defined in N.C.G.S. ¶47C-1-103 (13). The term "Director" shall refer to a Representative Member who has been elected to the Board of Directors. The word "Corporation" and the word "Association" as used herein refers to "Market

Center Towers Association, Inc.” The term “electronic connection” refers to any telephone or computer assisted form of communication. The term “state of delinquency” refers to any due, fee, assessment, or expense reimbursement which any Member owes to the Association and which has remained unpaid for a continuous period of 60 days. The term “good standing” refers to any member who is not more than 60 days delinquent in the payment of any due, fee, assessment, or expense reimbursement which a Member owes to the Association. As used in these ByLaws, the singular shall include the plural and the masculine shall include the feminine or the neuter.

Section 10. Damage To Common Elements by a Member. In the event any Association common elements are damaged or destroyed by a Member or any of his guest, tenants, licensees, agents or members of his family, such Member does hereby authorize the Association to repair said damage area, and the Association shall so repair said damaged area in a good workmanlike manner in substantial conformance with the original plans and specifications of the area involved or as the area may have been modified or altered subsequently by the Association as determined by the Association Board of Directors. The amount reasonable necessary for such repairs shall be paid by said Member, upon demand, to the Association. If not so paid, the Association may enforce collection of same by litigation or by assessment and lien upon the Member’s unit for the amount of damages.

Section 11. Gifts. The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Association.

Section 12. Obligation of Unit Owners as to Maintenance and Repair. Each Unit owner shall be solely responsible for the prompt maintenance, repair, and required replacement of improvements located within his Unit which, if omitted or ignored, would cause damage to or adversely affect the economic value or esthetic characteristics of Association personal or real property or the personal or real property of other Unit owners. By way of example and not of limitation, each Unit owner is solely responsible for the prompt maintenance and required replacement of HVAC systems, hot water heaters, appliances, plumbing systems (contained within the Unit) such as sink and tub intake and discharge lines, electrical lines and fixtures, and telephone and connection lines (contained within the Unit), household furnishings, and accessories servicing or contained within each Unit. Such maintenance and repair shall include the required periodic cleaning of trough drain areas at the bottom of each external window. The

exterior caulking of all exterior windows shall be the sole responsibility of the Association. The failure of any Unit owner to meet the maintenance requirements stated in this section, Article XI, ¶12, shall subject such Unit owner to liability as provided in Article XI, ¶10, herein. Each Unit owner shall not have liability for property damage to Association property resulting from an "Act of God" which is defined herein as an unforeseeable natural phenomenon with such phenomenon involving no human agency, which is not realistically possible to guard against, which is due directly and exclusively to natural causes and which could not have been prevented by any amount of foresight, planning, and care.

In an attempt to minimize damage to Association and Unit owners property, the Secretary shall request each Unit owner to provide to the Secretary a key providing access to each Unit. Entry by the Association to any Unit shall only be permitted in the event of an existing emergency such as, by way of example and not of limitation, uncontrolled water flow or fire. In the event a Unit owner refuses to provide a key as requested and an emergency exists requiring the Association to enter a Unit to stop immediate damage from water or fire or other calamity, the Association is authorized to forcibly enter such Unit with all damage for the repair resulting from such forcible entry being the sole responsibility of the owner of the entered Unit.

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GUILFORD COUNTY, NC
JEFF L. THIGPEN
REGISTER OF DEEDS

NC FEE \$30.00

**AMENDMENT TO DECLARATION OF CONDOMINIUM FOR
MARKET CENTER TOWERS**

Return to: Keziah Gates LLP, PO Box 2608, High Point, NC 27261

THIS AMENDMENT, dated November 21, 2019 by **MARKET CENTER TOWERS ASSOCIATION, INC.**
(the "Association").

Recitals:

The Declaration of Condominium for Market Center Towers (the "Declaration") was recorded in Deed Book 3172, Page 755 of the Office of the Register of Deeds for Guilford County, North Carolina. The unit owners wish to amend the Declaration as stated herein. The undersigned, who are duly authorized officers of the Association, certify that this Amendment to the Declaration was approved by the written consent of sixty-seven percent (67%) of the votes allocated to the unit owners of the Association as shown on Exhibit "A" attached hereto and incorporated by reference herein.

NOW THEREFORE, the Declaration is hereby amended to add a new Article XXIX entitled "Short-term Rental of Units" as follows:

XXIX.

SHORT-TERM RENTAL OF UNITS

No unit shall be rented as a boarding house, bed and breakfast, hotel, short-term rental or for any other transient occupancies, which shall be defined as a rental of all or any portion of the unit for any period of less than thirty (30) days. Notwithstanding the foregoing, a unit owner may lease their unit for a period of less than thirty (30) days only during each of the spring and fall sessions of the High Point Home Furnishings Market and the International Textile Alliance "Showtime" Market (collectively, the "High Point Markets") and within the one (1) week period immediately prior to and following the High Point Markets.

submitted electronically by "Keziah Gates LLP"
in compliance with North Carolina statutes governing recordable documents
and the terms of the submitter agreement with the Guilford County Register of Deeds.

IN WITNESS WHEREOF, the undersigned officers certify that the foregoing amendment was duly adopted in the manner required by the Declaration and shall be effective as of the recording of said amendment.

Adopted this 21st day of November, 2019.

MARKET CENTER TOWERS ASSOCIATION, INC.

By: Della J. Wildfong
President

Attest:

Jerry W. Watson
Secretary

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: Della J. Wildfong and Jerry W. Watson.

Date: November 21, 2019

Grant W. Almond
Name: Grant W. Almond, Notary Public

My Commission Expires: 3/23/2021

SEAL

