

EXHIBIT A

BY-LAWS
OF
ROCKSPRAY HOMEOWNERS ASSOCIATION, INC.
A Nonprofit Corporation
(the "Association")

These By-laws are the By-laws of the Association, which is the Corporation created by Articles of Incorporation filed with the Secretary of State of Georgia on July 8, 1985. (The "Articles of Incorporation"). All references herein to the "Declaration" shall refer to that certain Declaration re Rockspray Subdivision and Rockspray Homeowners Association recorded at Deed Book 351, Pages 399, Fayette County, Georgia, Records, and all capitalized undefined terms used herein shall have the meanings assigned thereto by the Declaration unless the content clearly otherwise requires. The "Subdivision" referred to herein shall mean Rockspray Subdivision, Peachtree City, Fayette County, Georgia.

ARTICLE I
OFFICES

Section 1. Registered Office. The registered office of the Association shall be located at Glover and Davis, P.A., 200 Westpark Drive, Peachtree City, Georgia 30269, or such other office as the board of directors shall select.

Section 2. Other Offices. The Association may also have offices at such other places within Fayette County, Georgia as the board of directors may from time to time determine or the business of the Association may make appropriate.

ARTICLE II
MEETINGS OF MEMBERS

Section 1. Location of meetings. All meetings of members shall be held at such place within Fayette County, Georgia as may be from time to time fixed by the board of directors or as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof, or at the Association's registered office if not so fixed or stated.

Section 2. Semi-annual Meetings. Semi-annual meetings of members shall be held on the second Sunday of May and November in each year, or if such day is a legal holiday, then on the next Sunday.

Semi-annual meetings.

- 1) May Meeting — The members shall, by majority vote; elect new board of directors members for approximately ½ (one half) of the board each year. The members so elected shall serve for a period of two years. The members shall also pass a new budget, and transact such other business that may be necessary.
- 2) November Meeting — The members shall, by majority vote; establish the amount of dues for next year, and transact such business that may be necessary.

Section 3. Special Meetings. Unless otherwise prescribed by law, by the Declaration, or by the Articles of Incorporation, special meetings of members may be called for any purpose or purposes by the

president, the board of directors, *or* 25 percent of the general membership in the association, or such other officers or persons as may at the time be provided in the Articles of Incorporation, or in the event there are no officers or directors, then by any member.

Section 4. Quarterly Meetings. The board of directors shall hold quarterly meetings with the general membership for the purpose of presenting committee reports, exchanging ideas and concerns.

Section 5. Board Meetings. Before each board meeting, the first thirty (30) minutes will be an open meeting. Any concerns that homeowners want to discuss need to be given to the President in writing one (1) week prior to the meeting in order to be discussed at the monthly board meeting.

Section 6. Notice of Meetings. Written notice of a meeting stating the place, day, and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or posted on the community information boards at each entrance not less than seven (7) nor more than twenty-one (21) days before the date of the meeting.

Section 7. Business of Meetings. At a semi—annual meeting for members any matter relating to the affairs of the Associations whether or not stated in the notice of meeting, may be brought up for action (*unless*, otherwise provided by law). Unless a majority of the members of this Association entitled to vote are present and specifically agree thereto in writing, no matter that was not stated in the notice of a special meeting of members shall be brought up for action at such a special meeting.

Section 8. Majority. The affirmative vote of a majority of the members entitled to vote and represented at the meeting shall be the act of the members, except that unanimous vote of all members entitled to vote and represented at the meeting shall be required to approve matters at a special meeting of members with respect to which matters no notice had been given in the notice of such special meeting.

Section 9. Voting.

(a) Anything herein to the contrary notwithstanding, all voting contemplated by these By-laws shall be governed by the Declaration and any reference herein to the voting rights of any member shall be governed by the relevant provisions of the Declaration.

(b) To the extent not in conflict with the Declaration, each Unit shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member may vote either in person or by a proxy executed in writing by the member or by his duly authorized attorney-in-fact. Any proxy must be in writing, signed by the Unit owner (or owners as provided below) and submitted to the President prior to the meeting. If any Unit is owned by a corporation, partnership, trustee or other entity or by a group of owners in any form of joint tenancy, the vote allocated to such Unit shall be exercisable by such owner or owners only as provided by the Declaration as amended from time to time. Unless the holder of a valid proxy, a mere lessee of any Unit shall have no right, to vote and shall in no respect be deemed a member of the Association. In all elections of directors, every member entitled to vote shall have the right to vote, in person or by proxy, the number of units owned by him for as many persons as there are directors to be elected and for whose election he has the right to vote but members may not cumulate their votes.

Section 10. Action by Consent. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the holders of all interests entitled to vote with respect to the subject matter thereof.

ARTICLE III DIRECTORS

Section 1. Number. The number of directors shall be not less than three (3) nor more than nine (9), the number for any particular year to be set by the previous board of directors prior to the May semi-annual meeting. Directors must be over age eighteen, an owner of any Unit, a resident of the Subdivision, and a member in good standing.

Section 2. Elections.. All board of directors shall serve a two (2) year term. Elections shall be held at the May semi-annual general membership with the general membership electing approximately ½ (one half) of the current board members each year. Currently, during the May meeting of one year the general membership will elect the President, Secretary, Grounds Maintenance and Log House Bookings positions. The next year the general membership will elect the Vice President, Treasurer, Log House Maintenance and Membership positions.

Section 3. Removal of Directors. Any elected member of the board of directors missing three (3) board meetings may be removed from their position by the majority vote of the other board members.

Section 4. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors even though the remaining directors may constitute less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired portion of the term of this predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors *may* be filled by the affirmative vote of a majority of the remaining directors present at a meeting even though less than a quorum of the board of directors is present. A director elected to fill a newly created directorship shall serve until the next election of directors by the members and the election and qualification of his successor.

Section 5. Powers. The business and affairs of the Association shall be managed by its board of directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by law, the Declaration, the Articles of Incorporation or these By-laws directed or required to be exercised or done by the members.

Section 6. Compensation of Directors. The board of directors shall receive no compensation except as provided in Article IV. Board members shall not, however, be required to pay homeowner dues during the months they serve on the Board.

ARTICLE IV INDEMNIFICATION

Section 1. General. Under the circumstances prescribed in Sections 3 & 4 of this Article, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Action in the Right of the Corporation. Under the circumstances prescribed in Section 3 and 4 of this Article, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Conditions to Indemnification. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Determination by Corporation. Except as provided in Section 3 of this Article and except as may be ordered by a court, any indemnification under Sections 1 and 2 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the firm of independent legal counsel then employed by the corporation, in a written opinion.

Section 5. Advance Payment. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article IV.

Section 6. Nonexclusive Remedy. The indemnification provided by this Article shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors or administrators of such persons.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article IV.

Section 8. Notice to Members. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or by an insurance carrier pursuant to insurance maintained by the corporation, the corporation shall, not later than the next semi-annual meeting of the

members, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, send by first class mail to its members of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section .1. Location of Meetings. Meetings of the board of directors, regular or special, shall be held within Fayette County, Georgia.

Section 2. First Meeting of New Board. The first meeting of each newly elected board of directors shall be held immediately following the May semi—annual meeting of members at the place where such meeting are held. Such meeting shall be designated as the annual meeting of the board of directors and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. Alternatively, the new board of directors may convene at such place and time as shall be fixed by the consent in writing of all its members.

Section 3. Regular Meetings. Regular meetings of the board of directors may be held with such frequency and at such time and at such place as shall from time to time be determined by the board. If the board has so fixed the frequency, time and place of regular meetings, no notice thereof shall be necessary.

Section 4. Special Meetings. Special meetings of the board of directors may be called by the president, or by any two directors on three day's notice to each director in accordance with Article VII.

Section 5. Notice of Meetings. Notice of a meeting need not be given to any director who signs a waiver of notice either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice thereof. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the directors shall constitute a quorum of the transaction of business unless a greater number is required by law or by the Articles of Incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time until a quorum shall be present, without notice of the time and place that the meeting will be reconvened other than announcement at the adjourned meeting.

Section 7. Majority. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by the Articles of Incorporation.

Section 6. Action by Consent. Any action required or permitted to be taken at a meeting or directors of a committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors or all members of the committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall be filed with the minutes of the proceedings of the board or the committee.

Section 7. Vice President. The vice president, or if there shall be more than one, the vice presidents in the order determined by the board of directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. Each vice president shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 6. Secretary and Assistant Secretaries. The secretary shall attend all meetings of members and the board of directors and shall record the proceedings of such meetings in books to be kept for that purpose, and shall perform like duties for the committees of directors when required. He or she shall give, or cause to be given, notice of all meetings of members and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or the president, under whose supervision he shall be. He or she shall have custody of the corporate seal of the Association and he shall have authority to affix it to any instrument requiring it and when so affixed it may be attested by his signature. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers (including affixation of the Corporate Seal) of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 9. Treasurer and Assistant Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the board of directors. He or she shall disburse the funds of the Association as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the Association. If required by the board of directors, he or she shall give the Association a bond in such sum and with surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his or her office and for the restoration to the Association, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. The assistant treasurer, or if there shall be more than one, the assistant treasurers, in the order determined by the board of directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

ARTICLE VIII DUES AND FEES

Section 1. At the November Semi-annual General Membership Meeting, the board of directors shall submit proposed dues for the next calendar year for approval. The affirmative vote of a majority of the members entitled to vote and represented at the meeting shall be the act of the members.

Section 2. Dues shall be payable on March 1 and considered delinquent April 1.

Section 3. The membership rights of any member, including the right to vote, may be suspended by the board of directors for failure to pay by the due date. Any such suspension shall not affect such member's obligations to pay assessments past due or coming due during the period of suspension.

Section 4. No part of the dues shall be refunded in the event that basketball, tennis, or other Association operations are required to suspend for any period.

ARTICLE VI NOTICES

Section 1. Required Notices. Whenever, under the provisions of applicable law, the Articles of Incorporation or these By-laws, any notice is required to be given to any director or member, such notice shall be given in writing and delivered either personally or by first class mail or telegram, addressed to such director or member, at his address as it appears on the records of the Association. If mailed, such notice shall be deemed to be delivered two business days after it was deposited in the United States mail with first class postage pre-paid. Notices given by any other means shall be deemed delivered when received by the addressee.

Section 2. Waiver of Notice. Whenever under the provisions of applicable law, the Articles of Incorporation or these By—laws, any notice is required to be given to any director or member, a written waiver thereof signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

ARTICLE VII OFFICERS

Section 1. Number. The number of officers shall be four (4). They shall be a President, a Vice President, a Secretary and a Treasurer. Officers must be over age eighteen, an owner of any Unit, a resident of the Subdivision, and a member in good standing.

Section 2. Elections. All officers shall serve a two (2) year term. Elections shall be held at the May semi-annual general membership meeting. Currently, during the May meeting of one year the general membership will elect the President and Secretary. The next year the general membership will elect the Vice President and Treasurer. They shall hold office until their respective successors have been elected and shall have qualified, and if the general membership shall fail in any year or years to meet and elect officers, the officers last elected shall continue to hold office.

Section 3. Removal of Officers. Any elected officer missing three (3) board meetings may be removed from their position by the majority vote of the other board members. Any officer or agent elected or appointed by the board of directors may be removed by the board at any time with or without cause by the affirmative vote of a majority of the board of directors. Officers and agents otherwise elected or appointed may be removed in accordance with Georgia law.

Section 4. Vacancies. Any vacancy occurring may be filled by the affirmative vote of a majority of the remaining directors even though the remaining directors may constitute less than a quorum of the board of directors. An officer elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor in office.

Section 5. Compensation of Officers. The officers shall receive no compensation, except as provided in Article IV.

Section 6. The President. The president shall be the chief executive officer of the Association, shall preside at all meetings of members and the board of directors, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the board of directors are carried into effect. He or she shall have the authority and power to execute on behalf of the association bonds, mortgages, notes, contracts, leases and other documents and instruments (whether or not requiring a seal of the Association) except where such documents or instruments are required by law to be otherwise signed and executed and except the signing and execution thereof shall be expressly delegated by the board of directors to some other officers or agent of the Association.

Section 5. The annual budget shall be presented to the membership for approval at the May Semi-annual General Membership Meeting by the board of directors. A copy of the proposed budget must be delivered to the general membership not less than seven (7) nor more than twenty-one (21) days prior to such meeting.

Section 6. The board of directors shall not have the authority to spend more than ten percent over the total amount specified in the annual budget. Expenditures in excess of ten percent in the annual budget may be made only by a majority vote of the members present in good standing at a special meeting of the general membership.

Section 7. In the case of rental property, a homeowner may transfer all membership privileges, including the right to vote, to present occupants. This has to be done by written notice to the president, board of directors. However, this does not relieve a homeowner of obligation to pay assessments past due or coming due during the period of rental.

ARTICLE IX GENERAL PROVISIONS

Section 1. Membership. Membership in this Corporation shall be evidenced by a Certificate of Membership. Each Certificate shall become null and void upon the date that the holder thereof ceases to become a member for any cause.

Section 2. Checks. All checks, drafts, demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate. The board of directors shall always require at least two officers to sign all checks and other instruments of payment. Checks in the amount of \$500.00 or less may be signed by the treasurer alone.

Section 3. Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the board of directors.

Section 4. Seal. The Association shall have a corporate seal which shall have inscribed thereon the name of the Association, the year of its organization and the words "Corporate Seal - Georgia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The board of directors may from time to time authorize any other officer to affix the seal of the Association and to attest to such affixation by his signature.

Section 5. Books and Records. The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, board of directors, and committees of directors.

Not later than four months after the close of each fiscal year, and in any case prior to the next annual meeting of members, the Association shall prepare a balance sheet showing in reasonable detail the financial condition of the Association as of the close of its preceding fiscal year, and a profit and loss statement showing the results of its operations during such fiscal year. Upon written request, the Association promptly shall mail to any member of record a copy of such balance sheet and profit and loss statement.

Section 6. By-law Amendments. The By-laws of the corporation may be altered or amended and new By-laws may be adopted by the members at any annual or special meeting of the members or by the board of directors at any regular or special meeting of the board of directors; provided, however, that if such action is to be taken at a meeting of the members, notice of the general nature of the proposed

change in the By-laws shall have been given in the notice of meeting.

Section 7. Conflict. Any question as to the meaning or proper interpretation of these By-laws shall be determined by the board of directors. In the event of any conflict between these By-laws and the following, the controlling language shall be found in: the laws of the State of Georgia, the Declaration or the Articles of Incorporation, in the order listed,

Section 6. Privileges. Privileges to use the facilities may be extended to any person or persons by the unanimous decision of the board of directors.

Section 9. Any property of the Association broken or damaged, or any malicious mischief or damage by a member, family or guests, shall be promptly paid for by such member. No person shall remove any article belonging to the Association from the Association's premises. The Association assumes no responsibility for property of any class which may be brought onto or left on the Association's property.

Section 10. These By-laws succeed any and all previous By-laws made by the Rockspray Homeowners' Association. Amended, reviewed and approved April 9, 2012.