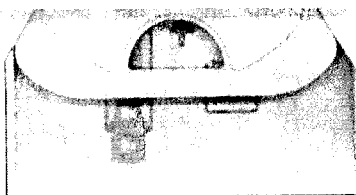


BY-LAWS
OF
TURTLE HARBOUR ASSN., INC.

A corporation not for profit under
the laws of the State of North Carolina

1. IDENTITY: These are the By-Laws of Turtle Harbour Assn., Inc., a non-profit corporation under the laws of the State of North Carolina, the Articles of Incorporation of which were filed in the Office of the Secretary of State on September 20, 1988. Turtle Harbour Assn., Inc., hereinafter called "Association", has been organized for the purpose of administration, operation, management and maintenance of common areas, rights of way, easements, boat slips and docking facility in accordance with the terms, provisions, conditions and authorizations contained in the Articles of Incorporation, the Declaration of Covenants, Conditions and Restrictions of Turtle Harbour Assn., Inc. and other documents which are or may be contained in the public records of New Hanover County, North Carolina.

A. The provisions of these By-Laws are applicable to the members, boat slips and the real property and amenities thereto owned by Turtle Harbour Assn., Inc. including Davenport Properties Corporation and any lot and/or record owner whether one or more persons or entities in Turtle Hall Harbour Development, Turtle Hall Subdivision, including Sections 1, 2 and 3 as described in the various plats and deeds of record in



the New Hanover County Registry owning a membership in Turtle Hall Assn., Inc.. The terms and provisions hereof are expressly subject to the terms, provisions, conditions and authorization contained in the Articles of Incorporation and Declarations of Covenants, Conditions and Restrictions which are recorded in the Public Records of New Hanover County, North Carolina, from time to time, the terms and provisions of said Articles of Incorporation and Declarations of Restrictions to be controlling wherever the same may be in conflict herewith.

B. All present or future members, as described in Paragraph 1.A hereof, are subject to the regulations set forth in these By-Laws and in said Articles of Incorporation and Declarations of Restrictions.

C. The office of the Association shall be at 321 North Front Street, Wilmington, North Carolina 28401.

D. The fiscal year of the Association shall be the calendar year, except that in the initial year of operation of the Project, the fiscal year may commence with the conveyance of the first membership.

2. MEMBERSHIP, VOTING, QUORUM, PROXIES:

A. The qualification of members, the manner of their admission to membership and termination of such membership, and voting by members, shall be as set forth in Article VI of the Articles of Incorporation of the Association, the provisions of which said Article VI of the Articles of Incorporation are incorporated herein by reference.



B. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum.

C. The vote of the owners of a membership owned by more than one person or by a corporation or other entity shall be cast by the one person named in a certificate signed by all of the owners of the membership and filed with the Secretary of the Association, and such certificate shall be valid until revoked by subsequent certificate. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum, nor for any other purpose.

D. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary before the appointed time of the meeting.

E. Approval or disapproval of an owner upon any matter, whether or not the subject of an Association meeting, shall be by the same person who cast the vote of such owner if in an Association meeting.

F. Except where otherwise required under the provisions of the Articles of Incorporation of the Association, these By-Laws, or Declaration of Covenants, Conditions and Restrictions or whether the same may otherwise

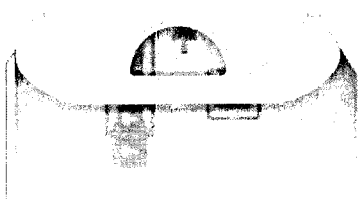
be required by law, the affirmative vote of the persons entitled to cast a majority of the votes at any duly called members' meeting at which a quorum is present shall be binding upon the members.

3. ANNUAL AND SPECIAL MEETING OF MEMBERSHIP:

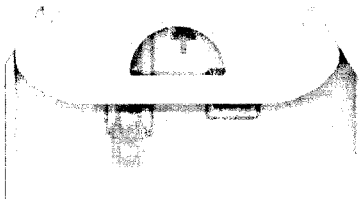
A. The first annual meeting shall be held within one (1) year from the date of incorporation of the Association. Until such time, the Association shall be managed and controlled by the initial Board of Directors as provided for in Paragraph 4. hereinbelow. The annual members' meeting shall thereafter be held at such hour and place designated by the Board of Directors, on the first Wednesday of November of each year for the purpose of electing Directors and of transacting any other business authorized to be transacted by the members, provided, however, that if the day is a legal holiday, the meeting shall be held at the same hour on the next succeeding Tuesday.

B. Special members' meetings shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors and must be called by such officers upon receipt of a written request from members of the Association owning a majority of the memberships.

C. Notice of all members' meetings, regular or special, shall be given by the President, Vice-President or Secretary of the Association, or other officer of the Association in absence of said officers, to each member, unless waived in writing, such notice to be written or printed and to



state the time and place and object for which the meeting is called. Such notice shall be given to each member not less than thirty (30) days nor more than sixty (60) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time. If presented personally, receipt of such notice shall be signed by the member, indicating the date on which such notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail addressed to the member at his post office address as it appears on the records of the Association (register of members) as of the date of mailing such notice, the postage thereon prepaid. Proof of such mailing shall be given by the affidavit of the person giving the notice. Any member may, by signed written waiver of notice, waive such notice and, when filed in the records of the Association whether before or after the holding of the meeting, such waiver shall be deemed equivalent to the giving of notice to the member. If any members' meeting cannot be organized because a quorum has not attended, or because the greater percentage of the membership required to constitute a quorum for particular purposes has not attended (wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these By-Laws or Declarations of Restrictions) the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum, or the required percentage of attendance, if greater than a quorum, is present.



D. The order of business at annual members' meetings and, as far as practical, at any other members' meetings, shall be:

- i) Calling of the roll and certifying of proxies;
- ii) Proof of notice of meeting or waiver of notice;
- iii) Reading and disposal of any unapproved minutes;
- iv) Reports of officers;
- v) Reports of committees;
- vi) Appointment of inspectors of election by Chairman;
- vii) Unfinished business; -
- viii) New business; and
- ix) Adjournment.

4. BOARD OF DIRECTORS:

A. The first Board of Directors of the Association shall consist of three (3) persons whose terms shall expire on the date of the first annual meeting of the members of the Association stated hereinabove. Each succeeding Board of Directors shall consist of three (3) persons. At least a majority of the Board of Directors shall be members of the Association or shall be authorized representatives, officers, or employees of a corporate member of the Association. Notwithstanding the foregoing, or any other provision contained herein, Davenport Properties Corporation shall have the right to exercise the duties of the Board of Directors until such time as the first of the following events to occur: a total of thirty-five (35) memberships have been sold, conveyed and assigned by Davenport Properties Corporation, or until December 31, 1992, all in accordance with the Declaration of Covenants, Conditions and Restrictions of Turtle Harbour Assn., Inc.



B. Election of Directors shall be conducted in the following manner:

(i) Beginning with the first annual meeting of the membership of the Association, stated hereinabove, all members of the Board of Directors shall be elected by a plurality of the votes cast at the annual meeting of the members of the Association.

(ii) Vacancies in the Board of Directors may be filled until the date of the next annual meeting by the remaining Directors.

(iii) At the first annual meeting of the members of the Association, the term of office of the three (3) nominees receiving the highest plurality of votes shall be established at one (1) year, and the term of office of the Directors so elected at the annual meeting of the members shall be for one (1) years expiring at the annual meeting following their election, and thereafter until their successors are duly elected and qualified, or until removed in the manner elsewhere provided or as may be provided by law.

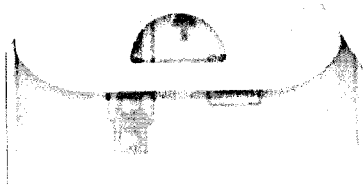
(iv) In the election of Directors, there shall be appurtenant to each membership a total vote equal to the number of Directors to be elected multiplied by one (1); provided, however, that no member may cast more than one (1) vote for any one person nominated as a Director, it being the intent hereof that voting for Directors shall be noncumulative.



(v) In the event that Davenport Properties Corporation, in accordance with the rights herein established, selects any person or persons to serve on any Board of Directors of the Association, Davenport Properties Corporation shall have the absolute right at any time, in its sole discretion, to replace such person or persons with another person or persons to serve on said Board of Directors. Replacement of any person or persons designated by Davenport Properties Corporation to serve on any Board of Directors of the Association shall be made by written instrument delivered to any officer of the Association, which instrument shall specify the name or names of the person or persons to be replaced and the name or names of the person or persons designated as successor or successors to the persons so removed from said Board of Directors. The removal of any Director and designation of his successor shall be effective immediately upon delivery of such written instrument by Davenport Properties Corporation to any officer of the Association.

C. The organizational meeting of each newly elected Board of Directors shall be held within ten (10) days of their election, at such time and at such place as shall be fixed by the Directors at the meeting at which they were elected; and no further notice of the organizational meeting shall be necessary provided a quorum shall be present.

D. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of



regular meetings shall be given to each Director, personally or by mail, telephone or telegram, at least seven (7) days prior to the day named for such meeting, unless notice is waived.

E. Special meetings of the Directors may be called by the President, and must be called by the Secretary at the written request of one-third (1/3) of the votes of the Board. Not less than seven (7) days' notice of a meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting.

F. Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

G. A quorum at a Directors' meeting shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes cast at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as specifically otherwise provided in the Articles of Incorporation or these By-Laws or Declarations of Restrictions. If any Directors' meeting cannot be organized because a quorum has not attended, or because the greater percentage of the Directors required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these By-Laws or Declarations of Restrictions,

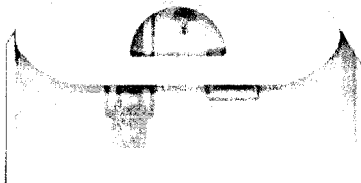


the Directors who are present may adjourn the meeting from time to time until a quorum, or the required percentage of attendance if greater than a quorum, is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

H. The presiding officer of Directors' meetings shall be the Chairman of the Board, if such an officer has been elected; and if none, then the President of the Association shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

I. Directors' fees, if any, shall be determined by vote of the members at any annual meeting of the membership.

J. All of the powers of and duties of the Association shall be exercised by the Board of Directors, including those existing under the common law and statutes, the Articles of Incorporation of the Association, these By-Laws and Declarations of Restrictions. Such powers and duties shall be exercised in accordance with said Articles of Incorporation, these By-Laws, and Declaration of Covenants, Conditions and Restrictions, and shall include, without limiting the generality of the foregoing, the following:



(i) To make, levy and collect assessments, special assessments for capital improvements, assessments for repairs caused by fault against members and/or members' lots or boat slips to defray the costs of operating and maintaining common areas, docks, boat slips, piers, and rights of way, insurance, capital improvements, working capital, as provided in the Declaration of Covenants, Conditions and Restrictions, and to use the proceeds of said assessments in the exercise of the powers and duties granted unto the Association.

(ii) To maintain, repair, replace, operate and manage the common areas, easements, rights of way, docks, boat slips, pier and docking facility, wherever the same is required to be done and accomplished by the Association for the benefit of its members; and, further, to approve any expenditures made or to be made for said purposes.

(iii) To reconstruct any part of the areas, systems or facilities as described above after casualty, and to make further improvement to the areas, systems and facilities, and to enter into any and all contracts, necessary or desirable to accomplish said purposes.

(iv) To make, amend and enforce regulations governing the use of the areas, systems and facilities, easements and common areas, so long as such regulations or amendments thereto do not conflict with the restrictions and limitations which have been or may be placed upon the use of



such property under the terms of the Articles of Incorporation and Declarations of Covenants, Conditions and Restrictions.

(v) To acquire, operate, lease, manage, rent and otherwise trade and deal with property, real and personal, and in accomplishing the purposes set forth in the Declaration of Covenants, Conditions and Restrictions, provided that the acquisition of real property shall require the approval of the Association.

(vi) To contract for the management of any of the systems, areas or facilities and to designate to such contractor all of the powers and duties of the Association, except those which may be required by the Declaration of Covenants, Conditions and Restrictions to have approval of the Board of Directors or membership of the Association.

(vii) To enforce by legal means or proceedings the provisions of the Articles of Incorporation and By-Laws of the Association, the Declaration of Covenants, Conditions and Restrictions and the regulations hereinafter promulgated governing use of the areas, and facilities of the Association.

(viii) To pay all taxes and assessments which are now or may become liens against any part of the areas, or facilities to assess the same against the members and their respective membership, boat slip or lot which subject to such liens.

(ix) To purchase insurance for the protection of the members and the Association against casualty and liability for loss or injury upon common property owned by the Association if such insurance is available and affordable.



(x) To pay all costs of power, water, and other utility services rendered to the Association and not billed to the members individually.

(xi) To designate and remove personnel necessary for the maintenance, repair, replacement and operation of the areas, systems and facilities.

K. The initial Board of Directors of the Association shall be composed of the three (3) persons designated to act and serve as Directors in the Articles of Incorporation, which said persons shall serve until their successors are selected or elected at the first annual meeting of the members of the Association provided for hereinabove subject to the conditions as set forth in Paragraph 4.A hereinabove. Should any member of the initial Board of Directors be unable to serve for any reason, Davenport Properties Corporation shall have the right to select and designate a party to act and serve as a Director until the first annual meeting of the members of the Association, subject to the conditions as contained in Paragraph 4.A above.

L. The undertakings and contracts authorized by the initial Board of Directors shall be binding upon the Association, so long as such undertakings and contracts are within the scope of the powers and duties which may be exercised by the Board of Directors of the Association in accordance with all applicable Association documents.

M. Any one or more of the members of the Board of Directors may be removed, either with or without cause, at any



time by a vote of the members owning a majority of the memberships described in Paragraph 1. hereof, at any special meeting called for such purpose, or at the annual meeting. This provision is subject to the Conditions as set forth in Paragraph 4.A above.

5. OFFICES:

A. The executive officers of the Association shall be a President, who shall be a Director, a Vice-President, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by a vote of the Directors at any meeting. Any person may hold two or more offices, except that the President shall not also be Vice-President, Secretary or an Assistant Secretary. The Board of Directors shall, from time to time, elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

B. The President shall be the Chief Executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of the president of any association, including, but not limited to, the power to appoint committees from among the members from time to time, as he may, in his discretion, determine appropriate to assist in the conduct of the affairs of the Association.

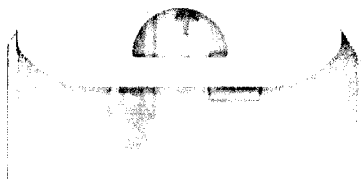
C. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform

the duties of President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

D. The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices of the members and Directors, and such other notices required by law. He shall have custody of the seal of the Association and affix the same to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the Directors or the President. The Assistant Secretary shall perform the duties of Secretary when the Secretary is absent.

E. The Treasurer shall have custody of all of the property of the Association, including funds, securities and evidences of indebtedness. He shall keep, or supervise the keeping of, the assessment rolls and accounts of the members; he shall keep the books of the Association in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer.

F. The compensation of all officers and employees of the Association shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the Association, nor preclude the contracting with a Director for the management of the system and common area.



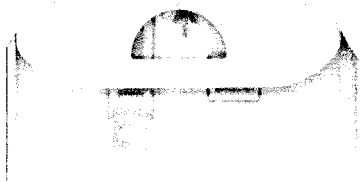
G. All officers shall serve at the pleasure of the Board of Directors and any officer may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors.

6. FISCAL MANAGEMENT: The provisions for fiscal management of the Association set forth in the Declaration of Covenants, Conditions and Restrictions and Articles of Incorporation shall be supplemented by the following provisions:

A. An assessment roll shall be maintained in a set of accounting books in which there shall be an account for each member and/or boat slip described herein. Such account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which assessments come due, the amounts paid upon the account and the balance due upon assessments.

B. The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association, including, but not limited to, the following:

(i) Common expense budget, which may include, without limiting the generality of the foregoing, the estimated amounts necessary for maintenance and operation of and capital improvements (excluding special assessments for capital improvements) to the Association's property or property leased by the Association, including the common area, docks, piers, boat slips, docking facility, rights of way,



office expense, easement, utility services, casualty insurance, liability insurance, administration and reserves (operating and capital improvement replacement) and management fees and costs; and

(ii) Proposed assessments against each member and his boat slip.

Copies of the proposed budget and proposed assessments shall be transmitted to each member prior to January 1 of the year for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each member concerned. Delivery of a copy of any budget or amended budget to each member shall not affect the liability of any member for any such assessments, nor shall delivery of a copy of such budget or amended budget be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional assessments in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

C. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Directors.

D. An audit of the accounts of the Association shall be made annually by an audit committee appointed by the Board of Directors, which committee shall not include the Treasurer.

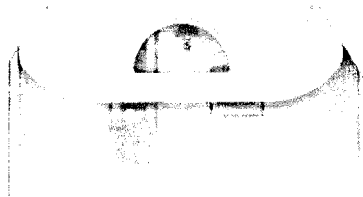
E. Fidelity bonds may be required by the Board of Directors from all officers and employees of the Association and from any contractor handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors. The premiums on such bonds shall be paid by the Association.

7. PARLIAMENTARY RULES: Roberts Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and these By-Laws or with the Statutes of the State of North Carolina.

8. AMENDMENTS TO BY-LAWS: Amendments to these By-Laws shall be proposed and adopted in the following manner:

A. Amendments to these By-Laws may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by members of the Association owning a majority of the memberships described in Paragraph 1. hereof, whether meeting as members or by instrument in writing signed by them.

B. Upon any amendment or amendments to these By-Laws being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the



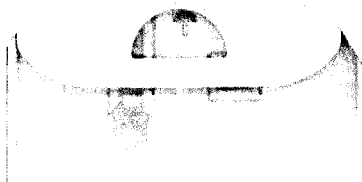
Association in the absence of the President, who shall thereupon call a special joint meeting of the members of the Board of Directors of the Association and the membership for a date not sooner than twenty (20) days or later than sixty (60) days from receipt by such officer of the proposed amendment or amendments and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a special meeting of the members if required as herein set forth.

C. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of a majority of the entire membership of the Board of Directors and by an affirmative vote of the members owning not less than a majority (fifty-one percent) of said memberships. Thereupon, such amendment or amendments to these By-Laws shall be transcribed, certified by the President and Secretary of the Association, and a copy thereof shall be recorded in the public records of New Hanover County, North Carolina, within ten (10) days from the date on which any amendment or amendments have become operative or effective until it shall have been duly recorded.

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21 Members

D. Upon the approval and proper recording of any amendment or amendments, the same shall become binding upon all members.

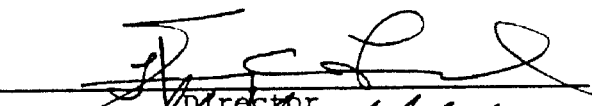
E. At any meeting held to consider any amendment or amendments to the By-Laws, the written vote of any member



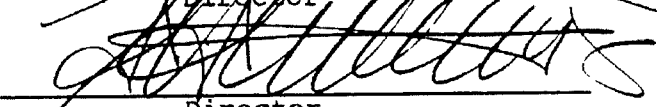
of the Association shall be recognized if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

F. Notwithstanding the foregoing provisions of this Paragraph 8, no amendment to these By-Laws which shall abridge, amend, or alter the rights of Davenport Properties Corporation to designate and select members of each Board of Directors of the Association, as provided in Paragraph 4 hereof, may be adopted or become effective without the prior written consent of Davenport Properties Corporation.

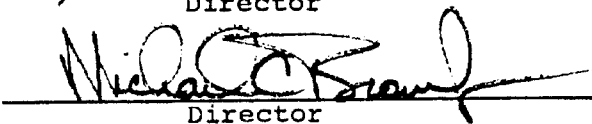
The foregoing were adopted by the By-Law of Turtle Harbour Assn., Inc., a non-profit corporation under the laws of the State of North Carolina, at the first meeting of the Board of Directors on December 1, 1988.



Director



Director



Director

