

**BYLAWS OF
SOUTHERN HILLS PROPERTY OWNERS ASSOCIATION INC.**

The following Bylaws are hereby adopted to govern the affairs of Southern Hills Property Owners Association Inc. (the "Association") in conjunction with the covenants, restrictions and reservations set forth and contained in the Declaration of Easements, Covenants, and Restrictions recorded for Southern Hills Property Owners Association Inc. in the office of the Circuit Court Clerk and Ex-Officio Recorder for the Western District of Craighead County, Arkansas (the "ECR"), and covering all lots described in the ECR. It is anticipated that owners of lots in future phases of the Southern Hills Real Estate LLC development will also be part of the Association.

**ARTICLE I
THE ASSOCIATION**

The Association was organized pursuant to Arkansas law and the ECR. All owners and future owners of real property described in the ECR and located in the Southern Hills Real Estate LLC development located in Jonesboro, Craighead County, Arkansas are members of the Association. Also, the owner and any subsequent owner of the unplatted 21.54 acres lying East of Block N designated in that certain Plat recorded in Book C, page 362 in the records for the Western District of Craighead County, Arkansas, shall be a member of the Association (the owners of the property described in the ECR and the owner of the 21.54 acres lying East of Block N designated in Plat Book C, page 362 are collectively the "Southern Hills Development"). Only owners of lots, described in the ECR, as well as future owners of lots in the Southern Hills Development may vote in any election or meeting of the Association or serve as a member of the Board of Directors.

ARTICLE II
PURPOSE OF THE ASSOCIATION

The Association was formed for the purpose of providing an entity for all property owners of the Southern Hills Development to own and maintain common elements within the Southern Hills Development, for the purposes otherwise mentioned herein including enforcement of the provisions of the ECR, and to advance the health, safety, and welfare of the property owners of the Southern Hills Development.

ARTICLE III
COMMON ELEMENTS

Currently, the common elements consist of the detention and retention ponds, other drainage areas, and the walking trail. Additional common elements may be conveyed by Southern Hills Real Estate LLC, or its successors or assigns (the "Developer") to the Association as may be necessary and proper in the sole discretion of the Developer.

ARTICLE IV
INDIVISIBILITY OF THE COMMON ELEMENTS

The common elements shall remain undivided and shall not be the object of an action for partition or division by any person.

ARTICLE V
USE OF PROPERTY HELD IN COMMON

No person may use the elements held in common for any purposes except as expressly provided herein stated within these Bylaws, in common with other owners, and without hindering or encroaching upon the lawful rights of the other co-owners.

ARTICLE VI
BOARD OF DIRECTORS

Section 1.1 General Powers. The management of all the affairs of the Association shall be vested in a Board of Directors which, subject to the restrictions imposed by law, by the Articles of Incorporation, or by these Bylaws, may exercise all the power of the Association.

Section 1.2 Number, Term, Quorum. The number of members of the Board of Directors ("Board") shall be three (3). The members shall be elected at the annual meeting of the Association, as provided for in Article VII, and each member shall be elected to serve until his successor shall be elected and shall qualify; provided that in the event of failure to hold an annual meeting of the Association or in the event of failure to hold such election at such meeting, the election may be held by any special meeting of the Association called for that purpose. Each member of the Board shall be a natural person and shall be or shall represent an owner of property within the Southern Hills Development.

A majority of the members of the Board shall constitute a quorum of the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained and no further notice thereof need be given other than by announcement at said meeting which shall be so adjourned.

Section 1.3 Election of Officers. At the first meeting, or at any subsequent meeting called for the purpose, the members shall elect a President from their number, a Vice President, and a Secretary/Treasurer. Such officers shall hold office until the next election of officers and until their successors are elected and qualify. A person may be elected to hold one or more of the above-

mentioned offices simultaneously, except that the offices of President and Secretary/Treasurer may not be held by the same person simultaneously. The President shall preside over both the meetings of the Board of Directors and those of the owner and have such additional authority and responsibility as may be customary for the chief executive officer of a corporation except to the extent that the provisions of these Bylaws may be in conflict. The Vice President shall serve in the absence of the President. The Secretary/Treasurer shall be responsible for keeping minutes of a meeting and other records pertaining to the operation of the Association and shall be responsible for maintaining the financial records of the Association. The same person shall not serve as President and Secretary/Treasurer. Any officer may succeed himself.

Section 1.4 Regular and Special Meetings. Regular meetings of the Board may be held with or without notice at such places and times as shall be determined from time to time by resolution of the members of the Board. Special meetings of the Board may be called by any member on at least one day's notice to each member.

Section 1.5 Place of Meeting. The Board may hold their meetings at any place as they determine, from time to time, by resolution.

Section 1.6 Specific Powers of Board of Directors. Without in any way limiting the general power hereinabove granted to the Board, it is hereby expressive declared that the Board shall have the following powers:

- (a) To enforce all of the restrictions, covenants and conditions contained in the ECR.
- (b) To maintain, preserve and improve all recreational facilities and other public areas, open spaces, and common property of any kind throughout Southern Hills Development.

- (c) To promulgate and enforce reasonable regulations for the use and enjoyment of the common elements and the common property in Southern Hills Development.
- (d) To make and change regulations, not inconsistent with these Bylaws, for the management of the Association's affairs.
- (e) To purchase or otherwise acquire for the Association any real or personal property, rights, or privileges which the Association is authorized, pursuant to the Articles of Incorporation to acquire, and to lease, sell, convey, transfer or exchange for the Association any real or personal property, rights, or privileges which the Association is authorized, pursuant to the Articles of Incorporation.
- (f) To execute and enter into such contracts, leases, notes, obligations, or other documents on behalf of the Association as are necessary or required to carry out the business of the Association.
- (g) To make and change internal rules having to do with the common elements or the common property, and any other property, real or personal, comprising or belonging to the Association. The internal rules promulgated by the Board shall be binding on all property owners within Southern Hills Development and may be enforced through any appropriate legal remedy including, but not limited to, injunctive relief. Such rules shall be reduced to writing and each owner shall be furnished a copy thereof and of all changes.
- (h) To confer upon any officer of the Association the power to appoint, remove and suspend any agents and employees.

- (i) To determine who shall be authorized, on the Association's behalf, to make and sign acceptances, endorsements, checks, releases, receipts, contracts and other instruments.
- (j) To fix, and from time to time change, if necessary, the amount of assessment to the property owners necessary to cover the needs of the Association and to provide for the care and upkeep of the property and provision of necessary services, all as set forth in the ECR.
- (k) To call special meetings of the property owners for any purpose or purposes.
- (l) To exercise such other powers as are specifically granted to the Board elsewhere herein or in the Articles of Incorporation, or which might be necessary or required to carry out responsibilities of the Board.

Section 1.7 Compensation of Board of Directors. Members of the Board shall not receive any stated salary for their services as members. Nothing herein contained shall be construed to preclude any member from serving the Association in any other capacity as an agent, employee or otherwise, and receiving compensation therefore.

ARTICLE VII NOTICE OF MEETINGS & MEMBERS

The annual meeting of the Association shall be held during the month of January of each year or as otherwise set by the Board. Notice of the annual meeting and of special meetings of the Association shall be given by mail to the owner's address last reflected in the directory of owners and maintained by the Association and shall be mailed not less than ten (10) days prior to the date of the meeting. The notice shall include a copy of the agenda for such meeting. Special meetings

of the Association may be called by any member of the Board of Directors or by 10% of the owners based on ownership of lots in the Southern Hills Development.

ARTICLE VIII QUORUM

At any meeting of the Association, the President or Vice President shall preside. The presence of any owners at any duly called meeting shall constitute a quorum for conducting business. Any action may be taken at any meeting of the owners upon the affirmative vote of a majority of the owners present at any meeting.

ARTICLE IX REPORTS

At the annual meeting of the Association, the President shall present the common expenses relating to the operation of the Association, itemizing the receipts and disbursements for the preceding calendar year, the allocation thereof to each owner, and the estimated common expenses for the coming calendar year. Within thirty (30) days after the annual meeting, a statement for the annual dues and assessment shall be delivered or mailed to the owners at the address reflected in the directory of owners.

ARTICLE X ELECTION AND PROCEEDINGS OF THE ASSOCIATION

(A) Election. At each annual meeting of the Association, the members shall elect the three (3) members of the Board for the coming year.

(B) Voting. At any time that a vote of the members of the Association is to be taken, such vote shall be made in person by the owner, owners or the representative of the owner(s). If the representative is not an officer, partner or an employee of the owner(s), the representative must have

a written proxy designating that the representative is allowed to vote on behalf of the owner(s) at the meeting of the Association. At such vote, each lot of the Southern Hills Development shall be entitled to one (1) vote regardless of the number of owners of such lot, provided that with respect to each such lot, all assessments and fees owed to the Association are current and no amounts due are more than thirty (30) days past due as determined by the Board of Directors. Any undeveloped lots in Southern Hills Development which are owned by the Developer shall not be subject to assessment.

In the event that any person, group of persons, entity or group thereof owns more than one (1) lot, that person, group of persons, entity or group thereof shall be entitled to the number of votes which is equal to the number of lots owned. In the event that a lot or lots is owned by more than one (1) person or more than (1) entity, the owners of such lot(s) shall be required to determine who shall vote for the group. In the event that the owners cannot agree upon who shall vote and such inability is expressed at the meeting at which a vote of the members of the Association is taken, the Association shall not count any of the votes of the owners who cannot reach an agreement as to their vote. The vote taken and counted shall be valid and be treated as if such owners who cannot agree upon their voting designee did not attend such meeting. In the event that any lots originally platted have been replatted into a smaller number of lots, the number of lots as replatted shall control as to the number of votes.

Notwithstanding the foregoing, the Developer shall have three votes per lot until such time as the Developer has conveyed 100% of the lots in Southern Hills Development to other owners.

(C) Rules of Order. At all meetings of the Board and of the owners, the conduct thereof shall be in accordance with such regulations as the Board may adopt not in conflict with the Bylaws.

Pending any change or modification thereof, Roberts Rules of Order shall govern the meetings of the Board and of the owners.

ARTICLE XI POWERS OF THE ASSOCIATION EXCLUSIVE

The Board of the Association shall estimate the cost of providing the services for which it is obligated under these Bylaws during the next fiscal year including a reasonable provision for contingencies and replacements and less any expected income and surplus from the prior year's fund. The estimated cost requirements for the next fiscal year as so determined shall be assessed by the total acreage of each Area or Lot in the Development (as all three such terms are defined in the ECR) as set forth in Section VI above. If the estimated cost requirements should prove inadequate, for any reason, the Board may at any time levy a further assessment, which shall be assessed to the owners in accordance with the same formula. Each owner shall be obligated to pay dues and assessments made pursuant to these Bylaws in advance for the next fiscal year or in such other reasonable manner as the Board may designate. All dues and assessments not paid within thirty (30) days from the due date for the payment thereof shall be subject to a late charge as determined by the Board and such amounts due shall bear interest at the maximum lawful rate.

ARTICLE XIII DEFAULT IN PAYMENT OF DUES AND ASSESSMENTS

Each assessment made pursuant to these Bylaws shall be separate, distinct and personal debts and obligations of the owners. Legal action to recover a money judgment for unpaid dues and assessments levied may be maintained in the name of the Association by its officers, and the Association shall be entitled to recover the delinquent dues and assessments, all late charges and interest, and all costs of collection including reasonable attorney fees. Further, such indebtedness

shall constitute a lien upon the real property of the owner(s) situated in Southern Hills Development for the due date set forth in the notice of assessment as established by the Board, if not paid within thirty (30) days. Any undeveloped lots in Southern Hills Development which are owned by the Developer shall not be subject to assessment.

ARTICLE XIV ENFORCEMENT

Each owner shall comply strictly with the provisions of these Bylaws and with the administrative rules and regulations drafted pursuant hereto as the same may be lawfully amended from time to time and with decisions adopted pursuant to these Bylaws and administrative rules and regulations, and failure to comply shall be grounds for an action to recover sums due for damage or injunctive relief or both maintainable by the association on behalf of the owners, or in a proper case by an aggrieved owner.

ARTICLE XVI AMENDMENT


Except as otherwise provided herein, the provisions of these Bylaws may be amended at any annual or special meeting by a majority vote of the lot owners in Southern Hills Development.

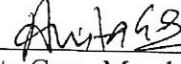
These Bylaws have been executed by the Developer of the Association and are effective as of the 9th day of April, 2021.

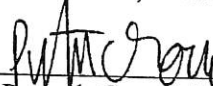
**SOUTHERN HILLS PROPERTY OWNERS
ASSOCIATION INC.**

By: SOUTHERN HILLS REAL ESTATE LLC

By: GERA DEVELOPMENT, MEMBER

By: 
Sunil Gera, Member

By: 
Anita Gera, Member

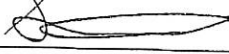
By: 
Prateek Gera, Member

By: DAVID SMITH, MEMBER


By: 
David Smith

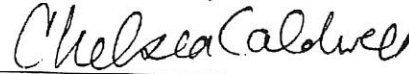
**By: MSM SOUTHERN HILLS HOLDINGS LLC,
MEMBER**

By: 
Matt Millerd, Member

By: 
Sonali Millerd, Member

By: FJCR XI, LLC, MEMBER

By: 
Carroll Caldwell, Member

By: 
Chelsea Caldwell, Member