

FIRST AMENDMENT  
*To the*  
THIRD AMENDED AND RESTATED BY-LAWS OF HAMPTON HALL CLUB, INC.

THIS FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED BY-LAWS OF HAMPTON HALL CLUB, INC., (herein, the "***First Amendment***") is made this \_\_\_ day of August 29, 2017, by HAMPTON HALL, LLC (formerly known as BUCKWALTER JV, LLC), a Delaware limited liability company (hereinafter, with its successors and assigns, the "***Declarant***").

WITNESSETH

WHEREAS, Article X of the *Third Amended and Restated By-Laws of Hampton Hall Club, Inc.*, (herein, the "***By-Laws***") provides that "the Declarant as long as there is a Class B Membership, may unilaterally amend these By-Laws at any time provided such amendment does not have material adverse effect upon any right granted to any Member of the Club as determined in the sole discretion of the Declarant"; and,

WHEREAS, the Class B Membership, as set forth in the By-Laws and the *Declaration of Covenants, Conditions and Restrictions for Hampton Hall Club*, dated March 17, 2003, and recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, as amended from time to time, (herein, the "***Declaration***"), has neither ceased nor been converted to any other type of membership; and,

WHEREAS, the Declarant is the sole Class "B" Member; and,

WHEREAS, the Declarant and the Board of Directors for Hampton Hall Club, Inc., a South Carolina nonprofit corporation (herein, the "***Club***"), have determined that the following amendments to the By-Laws do not have a material adverse effect upon any right granted to any Member of the Club; and,

WHEREAS, the Board has reviewed the following amendments and determined unanimously that the amendments to the By-Laws are in the best interests of the Club; and,

WHEREAS, the Declarant desires to amend the By-Laws to incorporate the following.

**NOW, THEREFORE**, having received the unanimous approval of the Board of Directors for Hampton Hall Club, Inc., the Declarant hereby amends the By-Laws as follows:

A. **Amendments.**

Section 3.02 of the By-Laws shall be amended so that the following sentences shall be added to the end of Section 3.02: "*Any vote by a Member of the Club that may be taken at any annual or special meeting may be by written or electronic ballot with or without a meeting in accordance with procedures*

*established by the Board. Ballots shall be returned to the Secretary, or its assignee, by the date of return specified on the ballot. The Board shall determine the form of all ballots, the wording on any ballot, any questions on which it seeks an advisory vote, and the deadline for the return of the ballots.”* As a result of the amendment, Section 3.02 shall read, in its entirety, as follows:

Section 3.02. Voting Rights. Voting rights are established as set forth in Article IV of the Declaration. All Class “A” Members, including Golf Members, in good standing may vote on matters relating to the Club Facilities. However, only Class “A” Members who are also Golf Members and Class “C” Members may vote on matters relating to the Golf Facilities. While there is a Class “B” Membership, the Class B Member may vote on all matters relating to both Club Facilities and Golf Facilities. Any vote by a Member of the Club that may be taken at any annual or special meeting may be by written or electronic ballot with or without a meeting in accordance with procedures established by the Board. Ballots shall be returned to the Secretary, or its assignee, by the date of return specified on the ballot. The Board shall determine the form of all ballots, the wording on any ballot, any questions on which it seeks an advisory vote, and the deadline for the return of the ballots.

AND FURTHER,

Section 4.06 of the By-Laws shall be amended by the deletion of the following: *“for the purpose of electing directors and transacting business authorized to be transacted by the Members; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next business day following such holiday. Subject to the right of the Declarant to appoint all directors as long as there is a Class B Membership, after the Turnover Date, the Class “A” Members at each annual meeting shall elect new directors of the Board of Directors in accordance with Article V of these By-Laws, and shall transact such other business as may properly be brought before the meeting.”* As a result of the amendment, Section 4.06 shall read, in its entirety, as follows:

Section 4.06. Annual Meeting. The annual meeting shall be held on the 1<sup>st</sup> Monday of December of each year at such time as fixed by the Board of Directors or such other day as the Board of Directors may determine. As long as Declarant is the Class B Member and has the right to appoint all directors of the Board, no notice of annual meeting need be given the Membership if the only order of business is the designation of directors of the Board by the Declarant.

AND FURTHER,

Section 5.03 of the By-Laws shall be the replacement of *“for a one year term”* with *“until the next annual meeting”* from the second sentence of Section

5.03; and, the replacement of "*Once the Class B Membership has terminated*" with "*Upon termination of the Class B Membership, a special meeting of the Class "A" Members shall be called for the election of the initial Class "A" Board of Directors*" from the third sentence of Section 5.03; and, the addition of the phrase "*At the special meeting*" to the beginning of the new fourth sentence of Section 5.03; and, the addition of "*at the annual meeting of the calendar year following the special meeting of the Class "A" Members at which the initial Class "A" Board is elected, and*" to the new fourth sentence of Section 5.03, so that as a result of these amendments, Section 5.03 shall read, in its entirety, as follows:

Section 5.03. Term of Office. The initial members of the Board of Directors shall be appointed by the Declarant and shall hold office for a term lasting until the first annual meeting. As long as there is a Class B Member, all directors appointed at annual meetings shall be appointed by the Class B Member and shall serve until the next annual meeting. Upon termination of the Class B Membership, a special meeting of the Class "A" Members shall be called for the election of the initial Class "A" Board of Directors. At the special meeting, the Class "A" Members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and three (3) directors for a term of three (3) years; and at the annual meeting of the calendar year following the special meeting of the Class "A" Members at which the initial Class "A" Board is elected, and at each annual meeting thereafter, the Class "A" Members shall elect directors to fill the expiring terms for a term of three (3) years; subject to and provided, however, that at least three directors at all times must be Class "A" Members who are also Golf Members. The members of the Board shall hold office until their successors have been elected and hold their first meeting. Any and all of said Board members shall be subject to replacement, in the event of resignation or death, in the manner set forth in Section 5.05 of this Article.

AND FURTHER,

Section 5.07 of the By-Laws shall be amended by the addition of the following to the beginning of the third sentence in Section 5.07, "*Prior to the election of the first Class "A" Member elected Board of Directors, an initial*"; and, by the addition of the following to the middle of the third sentence, "*Class "B" appointed*"; and, by the addition of the following to the end of the third sentence, "*which nominating committee shall serve until the first annual meeting of the Members at which an election of directors by the Class "A" Members shall occur*"; and, by the addition of the following to the beginning of the fourth sentence of Section 5.07, "*Thereafter, at each annual meeting of the Members, the Board shall appoint a nominating committee*"; and, by the replacement of "*at least seventy-two (72) hours prior to the date and time set for the meeting at which the directors will be elected*" from the end of the second to last sentence in Section 5.07 with "*at least ten (10) calendar days prior to the date the notice of the meeting at which the*

*election of directors shall occur is mailed,”* so that as a result of these amendments, Section 5.07 shall read, in its entirety, as follows:

Section 5.07. Nomination. Appointment of all persons to the Board of Directors, including the initial Board, shall be made by the Declarant as long as Declarant is the Class B Member. Upon termination of the Class B Membership, the nomination of persons to be up for election to the Board of Directors shall be made by a nominating committee. Prior to the election of the first Class “A” Member elected Board of Directors, an initial nominating committee shall be appointed by the Class “B” appointed Board of Directors, which nominating committee shall serve until the first annual meeting of the Members at which an election of directors by the Class “A” Members shall occur. Thereafter, at each annual meeting of the Members, the Board shall appoint a nominating committee to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Club who shall not be members of the Board of Directors. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled; provided, however, in no event shall fewer Golf Members be nominated than necessary to meet the requirement for minimum number of Golf Members as directors. Nominations may also be made by a petition of not less than twenty-five (25) Members in good standing submitting such nomination in writing to any officer or director at least ten (10) calendar days prior to the date the notice of the meeting at which the election of directors shall occur is mailed. Such nominations may be made only from among Members and shall be made in such categories of directorship as required by the provisions of Section 5.03 of these By-Laws.

AND FURTHER,

Section 5.08 of the By-Laws shall be amended by the deletion of “*secret written ballot of*” from the first sentence in Section 5.08 and the by the addition of “*if applicable*” to the parenthetical in the third sentence of Section 5.08 of the By-Laws, so that Section 5.08 of the By-Laws shall read, in its entirety, as follows:

Section 5.08. Election of Directors. Upon expiration of the Class B Membership, election to the Board of Directors shall be by the Class “A” Membership and the number of directors shall automatically be increased to seven (7) persons. Thereafter, the number of directors shall remain at seven (7) persons. At each election of directors after termination of the Class B Membership, the Class “A” Members (or their proxies, if applicable) may cast in respect to each vacancy as many votes as they are

entitled to exercise under the provisions of the Declaration and these By-Laws. There shall be no cumulative voting. The persons receiving the largest number of votes for each category of directorship shall be elected subject to the requirement that at least three directors at all times must be Class "A" Members who are also Golf Members. To meet the minimum number of directors required to be Class "A" Members who are also Golf Members, such minimum number of Class "A" Members who are also Golf Members with the highest number of votes among the Class "A" Members who are also Golf Members running for director shall automatically be elected directors with the balance of the directors being such Class "A" Members, whether Golf Members or otherwise, receiving the largest number of votes among themselves.

B. **Ratification.** Except as modified, amended or changed herein, the *Third Amended and Restated By-Laws of Hampton Hall Club, Inc.*, are hereby ratified as if restated fully herein.

*[Remainder of Page Intentionally Omitted. Signature Page(s) to Follow.]*

