MADISON GREEN HOMEOWNERS ASSOCIATION, INC.,
a Georgia Nonprofit Corporation

WRITTEN CONSENT OF SOLE DIRECTOR IN LIEU OF ORGANIZATIONAL MEETING AS OF March 22, 2002

The undersigned, being the sole director of Madison Green Homeowners Association, Inc., a Georgia nonprofit corporation (the "Corporation"), and acting in accordance with Section 14-3-821 of the Georgia Nonprofit Corporation Code (the "Corporation Code") and pursuant to the Bylaws of the Corporation, hereby takes the following actions and adopts the following resolutions by written consent in lieu of a meeting, and directs that this written consent be filed in the minute book of the Corporation:

RESOLVED, that the Bylaws attached hereto as **Exhibit A** are approved and adopted as the Bylaws of the Corporation.

RESOLVED, that the following persons are elected to the following offices to have the responsibilities and duties established in the Bylaws:

President:	Steven R. Check
Secretary:	Cindy Erfurt
Treasurer:	Cindy Erfurt

RESOLVED, that the Articles of Incorporation of the Corporation, filed with the Secretary of State of Georgia, and evidenced by the Certificate of Incorporation issued by the Secretary of State dated March 22, 2002, are approved and accepted, and the Secretary of the Corporation is directed to place a copy thereof in the minute book of the Corporation.

RESOLVED, that the Secretary of the Corporation is authorized to approve a corporate seal of the Corporation.

RESOLVED, that the fiscal year of the Corporation will be fixed by the President.

RESOLVED, that the President or the Treasurer of the Corporation is each authorized:

(a) to designate such bank or banks as depositories (the "Depository" or "Depositories") for the funds of the Corporation as either of them may deem necessary or advisable;

(b) to open, keep, and close general and special bank accounts (the "Accounts") and safe deposit boxes with any Depository;

(c) to cause to be deposited in the Accounts from time to time such funds of the Corporation as such officer may deem necessary or advisable;

(d) to designate from time to time officers and agents of the Corporation authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against the Accounts; and

(e) to make such general and special rules and regulations with respect to the Accounts (including, without limitation, authorization for use of facsimile signatures) as such officer may deem necessary or advisable.

If any Depository requires a prescribed form or forms of resolutions relating to the Accounts or to any application, statement, instrument, or other documents connected with the Accounts, the resolutions contained in any such prescribed form will be deemed to be adopted by the Board of Directors, and the Secretary or any Assistant Secretary, if there is one, of the Corporation is authorized to certify the adoption of any such resolution as though it were presented to the Board of Directors at the same time as this written consent, and to insert all such resolutions in the minute book of the Corporation.

RESOLVED, that the following officers and employees of the Corporation are hereby provided the same indemnification and other rights as provided to the Corporation's directors pursuant to the Corporation's Articles and Bylaws (subject to the conditions, limitations and obligations specified therein): President, Vice President, Secretary, and Treasurer.

RESOLVED, that the President (or any other officer authorized by the President) is authorized to take such steps as may be necessary to accomplish an election to have the Corporation treated as a 501(c)(6) nonprofit corporation within the meaning of the Internal Revenue Code of 1986, as amended, including the filing with the Internal Revenue Service of such properly completed and executed forms and documents as the President (or such authorized officer) may deem necessary or advisable if such an election is made.

Executed this 22nd day of March, 2002 and effective as of the day and year first above written.

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Keith McSwain

BYLAWS
OF
MADISON GREEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
OFFICE

The Association shall at all times maintain a registered office in the State of Georgia and a registered agent at that address. The Association may also have such other offices as the Board of Directors shall determine.

ARTICLE II
DEFINITIONS

Unless the context requires otherwise, the terms defined in the Declaration of Covenants, Restrictions and Easements for Madison Green, recorded in the Office of the Clerk of the Superior Court of Cobb County, Georgia, (the ***"Declaration"***, the Declaration being incorporated herein in its entirety) shall have the same meanings for purposes of these Bylaws as are ascribed to them in the Declaration.

ARTICLE III
MEMBERS

Section 3.1 Membership. The Association shall have two classes of membership, Class A and Class B, which classes of membership shall have the rights conferred upon them by the Declaration, the Articles of Incorporation of the Association and these Bylaws.

Section 3.2 Annual Meeting. A meeting of the members of the Association shall be held annually at such time and place on such date as the Directors shall determine from time to time.

Section 3.3 Special Meetings. Special meetings of the members may be called at any time by the President of the Association. Additionally, it shall be the duty of the President to call a special meeting of the members upon being presented with a written request to do so signed (i) by a majority of the members of the Board of Directors, or (ii) after the termination of the Class B membership, by the members of the Association entitled to cast no less than forty percent (40%) of the total vote of the Association.

Section 3.4 Notice of Meetings. It shall be the duty of the Secretary to give notice to each member of each meeting of the members at least 21 days in advance of any annual or regularly scheduled meeting and at least seven days in advance of any other meeting. Each notice of a meeting shall state the purpose thereof, as well as the time and place where it is to be

held, and shall be delivered personally or sent by United States mail, postage prepaid, to all Owners of record at such address or addresses as designated by such Owners or, if no other address has been so designated, at the address of their respective Lot.

Section 3.5 Quorum. A quorum shall be deemed present throughout any meeting of the members until adjourned if members, in person or by proxy, entitled to cast more than one-third (1/3) of the votes of the Association are present at the beginning of such meeting.

Section 3.6 Voting. On all matters upon which the members are entitled to vote, each member shall be entitled to cast one (1) vote for each Lot in which he shall own of record a fee interest or an undivided fee interest. In no event, however, shall more than one vote be cast with respect to any Lot.

During any period in which a member shall be in default in the payment of any amount due and owing to the Association, the vote which is allocated to any Lot in which such member owns a fee interest shall not be counted for any purpose.

Section 3.7 Adjournments. Any meeting of the members, whether or not a quorum is present, may be adjourned by the holders of a majority of the votes represented at the meeting to reconvene at a specific time and place. It shall not be necessary to give any notice of the reconvened meeting, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is represented or present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE IV
DIRECTORS

Section 4.1 Number. The number of members of the Board of Directors shall be one (1). From and after the election of the first Board of Directors to be elected by the Class A members, the Board of Directors shall consist of three (3) members.

Section 4.2 Appointment and Election. Until the termination of the Class B membership, as provided in the Declaration and the Articles of Incorporation of the Association, the members of the Board of Directors shall be elected annually by the Class B member.

From and after the termination of the Class B membership, as provided in the Declaration and the Articles of Incorporation of the Association, the members of the Board of Directors (except for the members of the first Board of Directors to be elected after the termination of the Class B membership) shall be elected at each annual meeting of the members of the Association and shall serve for a term of one year and until their successors are elected.

Each member entitled to vote shall be entitled to cast one (1) vote for each Lot owned by such member for each directorship to be filled on the Board of Directors. Cumulative voting

shall not be permitted. The candidates receiving the most votes shall be elected.

Section 4.3 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors.

Section 4.4 Duties and Powers. Except as specifically provided otherwise in the Georgia Nonprofit Corporation Code, the Declaration, the Articles of Incorporation of the Association or these Bylaws, the powers inherent in or expressly granted to the Association may be exercised by the Board of Directors, acting through the officers of the Association, without any further consent or action on the part of the members. The Board of Directors shall also have the responsibility of discharging all of the duties imposed upon the Board of Directors under the terms and provisions of the aforesaid instruments.

Without limiting the generality of the provisions of this Section 4.4, the Board of Directors shall have the following specific powers:

(a) To suspend the membership rights of any member of the Association, including the right to vote and use the Association Property and the facilities located thereon, during the period of time such member shall be delinquent in the payment of any assessment, assessment installment, or any other amount or amounts as shall be due and payable to the Association, or shall fail to comply with or abide by any rule or regulation adopted by the Board of Directors in regard to the Association Property; and

(b) To enter into management agreements for the Association.

Section 4.5 Regular Meetings. Until such time as the Class B membership shall terminate, the Board of Directors shall not be required to hold regular meetings and the Board of Directors shall meet as often as the President of the Association shall determine. Thereafter, the Board of Directors shall meet no less frequently than once every six months.

Section 4.6 Special Meetings. Special Meetings of the Board of Directors may be called at any time by the President, or by any two directors, on two (2) days notice to each director, which notice shall specify the time and place of the meeting. Notice of any such meeting may be waived by an instrument in writing executed before or after the meeting. Attendance in person at any meeting shall constitute a waiver of notice thereof.

Section 4.7 Compensation. No fee or compensation shall be paid by the Association to directors for their services in said capacity unless such fee or compensation is approved by a majority of the votes of the members cast at a duly convened meeting thereof, and in no event shall any director receive any compensation from the Association for serving as a director prior to the termination of the Class B membership. The directors shall be entitled in all events, however, to reimbursement for reasonable expenses incurred by them in the performance of their duties.

ARTICLE V
OFFICERS

Section 5.1 General Provisions. The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer. In addition, the Association shall have such other officers as the Board of Directors shall deem to be desirable in connection with the administration of the affairs of the Association. Any two or more offices may be held by the same persons, except the offices of President and Secretary.

Section 5.2 Appointment. All of the officers of the Association shall be appointed by, and shall serve at the pleasure of, a majority of the members of the Board of Directors.

Section 5.3 President. The President shall be the chief executive officer of the Association, and shall preside at all meetings of the members and of the Board of Directors. The President shall manage, supervise and control all of the business and affairs of the Association, and shall have all of the powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code.

Section 5.4 Vice President. The Vice President shall perform the duties of the President whenever the President shall be absent or unable to perform such duties. If neither the President nor the Vice President shall be able to perform such duties, the Board of Directors shall appoint one of their members to act in the place of the President on an interim basis. The Vice President shall also perform such other duties as the President may delegate to him from time to time.

Section 5.5 Secretary. The Secretary (a) shall attend all meetings of the members and of the Board of Directors and shall keep the minutes thereof, (b) shall be responsible for the preparation and giving of all notices which are required to be given by the Declaration and these Bylaws, (c) shall perform the responsibilities of the Secretary under Section 4.2 of these Bylaws, (d) shall be the custodian of the books and records of the Association, (e) shall keep a register of the addresses of each member of the Association, and (f) shall perform such other duties as are incident to the office of the secretary of a corporation organized under the Georgia Nonprofit Corporation Code.

Section 5.6 Treasurer. The Treasurer shall be charged with the management of the financial affairs of the Association, and shall keep full and accurate financial records and books of account showing all receipts and disbursements and of the Association, and shall prepare all required financial data. The Treasurer shall also perform all of the duties which are incident to the office of the treasurer of a corporation organized under the Georgia Nonprofit Corporation Code.

Section 5.7 Compensation of Officers. The officers of the Association shall be entitled to the payment of such compensation as shall be approved by two-thirds (2/3) of the total members of the Board of Directors; provided, however, that prior to the termination of the Class

B membership, in no event shall any officer receive any compensation from the Association for serving in such capacity.

ARTICLE VI
MISCELLANEOUS

Section 6.1 Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 6.2 Certain Notices. Any member who shall sell or lease any Lot in which he has a fee or undivided fee interest shall promptly give the Secretary a written notice of such sale or lease, which notice shall also set forth the name and address of such purchaser or lessee. The address so furnished for such purchaser or lessee shall be the address to which the Secretary shall send any notices to be sent to such purchaser or lessee, until such purchaser or lessee shall furnish the Secretary with another address for such purpose.

ARTICLE VII
AMENDMENTS

These Bylaws may be amended only in accordance with the following procedure: the Board of Directors shall first adopt a resolution proposing the amendment and recommending its adoption by the members. Such proposed amendment shall then be presented to the members at a meeting thereof duly called and held for the purpose of considering such proposed amendment. If such proposed amendment is approved by at least two-thirds (2/3) of the votes cast at such meeting, such amendment shall become effective; provided, however that the U.S. Department of Veterans Affairs (if it is then guaranteeing any Mortgage secured by any Lot) and/or the U.S. Department of Housing and Urban Development (if it is then insuring any Mortgage secured by any Lot) shall have the right to veto material amendments to these Bylaws for as long as the Class B membership shall not have terminated.

ARTICLE VIII
INDEMNIFICATION

Each person who is or was a director or officer of the Association, shall be indemnified by the Association against those expenses (including attorneys' fees) judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Association under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director of officer of the Association. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein.

In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been an officer or director of the Association only on a

determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Association shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the Board of Directors cannot be obtained under (i), and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (iv) by the members, but members who are also directors who are at the time parties to the proceeding may not vote on the determination.

As a condition to any such right of indemnification, the Association may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Association and at the expense of the Association.

The Association may purchase and maintain insurance on behalf of any such persons whether or not the Association would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by the members or by an insurance carrier, the Association shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Georgia.