

**MINUTES OF THE 2004 ANNUAL MEMBERSHIP MEETING  
OF NORTH BRANDON  
SHORES HOMEOWNERS ASSOCIATION, INC.**

On May 25, 2004, following proper notice to all Members and other interested parties, the inaugural Annual Membership Meeting of North Brandon Shores Homeowners Association, Inc., was held at the Banquet Hall of the First Baptist Church of Brandon, Mississippi. Following a call to order by the Association's President, Russell McCollough, and following a determination as to the presence and availability of the quorum necessary to transact business, the following matters were heard and acted upon by the Members present:

**Reading and Approval of the Organizational Minutes:**

The Minutes from the Organization Meeting held on October 21, 2003 were read and approved on proper Motion, Second and affirmative vote.

**Biologist's Report:**

Following the reading and approval of the Organizational Minutes, Scott Kirk of Southeastern Pond Management provided a report and recommendations as to the status of North Brandon Lake.

**Summary of Proposed Budget:**

Russell McCollough delivered a thorough presentation of the proposed budget, including a discussion of each line-item expenditure and the impact of certain proposed contributions by the Developer toward the overall anticipated expenditures of the Association. In essence two proposals were presented, one with Developer contributions and one without.

**Summary of Proposed Amendments to Bylaws and Protective Covenants:**

Anse Barber presented a summary of the amendments to the original By-Laws and Protective Covenants as submitted by the Board of Directors.

Changes to the By-Laws involved the placing of a limitation on the allowable amount of money that could be borrowed by the Board of Directors without Membership approval and the changing of the Association's fiscal year to June 1 to May 31. Wholesale changes to the Protective Covenants were submitted for consideration by the Membership and

significant and meaningful discussions were had as to each of the changes proposed. In addition to the changes proposed by the Board of Directors, the Membership offered additional proposed changes that were orally incorporated into the versions ultimately offered for a vote.

Special emphasis was given to the fact that the addition to North Brandon Shores of certain acreage in Section 26 and the contributions toward the annual budget proposed by the Developer were contingent upon approval of the proposed changes to the Protective Covenants and upon the Developer and the Board of Directors being able to reach mutually acceptable agreements in the form of a "Cost Sharing and Maintenance Agreement" and a "Lease Agreement" for the Community Center.

**Further Discussion and Vote upon Proposed Budget and Proposed Amendments to Bylaws and Covenants:**

Following additional comment and discussion regarding the proposed budget and the proposed changes to the Bylaws and Protective Covenants, Russell McCollough solicited a vote as to the proposed budget. Upon proper motion and second, a vote was taken by a show of hands. The budget was approved by a majority of the voting Members; however, the vote was not unanimous.

Subsequent to the vote on the budgets, written ballots were distributed among the Members present for a vote as to the approval of the revised proposed Bylaws and Protective Covenants. An announcement was made at the time of the vote that additional votes would be solicited from Membership not present as a favorable vote of two-thirds (2/3) of all Members was required in connection with such amendments. The Amended ByLaws and Protective Covenants were approved. The Vote of the Members was 54 in favor of the Declaration, 5 opposed and 19 abstaining.

**Discussion of Contemplated Association Committees:**

As a last order of business, Russell McCollough initiated a discussion as to certain committies that were envisioned by the Board of Directors, including but not limited to an architectural committee, a lake committee, a community center committee, etc. A solicitation call was issued to any and all Members interested in serving on a particular committee.

No further matters were addressed and the meeting was adjourned.