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June V. Holwell  
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BOOK 845 PAGE 54

STATE OF MISSISSIPPI  
PEARL RIVER CO.  
I CERTIFY THE INSTRUMENT  
WAS FILED AND RECORDED

RESTRICTIONS  
MAGNOLIA LAKES, INC.

2004 APR 28 AM 11:33

These restrictions will apply to Magnolia Lakes property, as outlined on accompanying plan as accepted at the Stockholders' meeting of September 10, 1970.

## SECTION I

### Definitions

Main Buildings: The building that will be habitated, containing rooms, such as Living Room, Kitchen, Dining Room, Parlor, Bedroom, Library, etc.

Accessory Building: A subordinate building, attached to or detached from the main building, the use of which is incidental to that of the main building and not used as a place of habitation or a living room, kitchen, dining room, parlor, bedroom, library, etc.

Dwelling, Single Family: A dwelling designed for, constructed or under construction or alteration for or occupied exclusively by not more than one (1) family.

Family: One or more persons who are related by blood or marriage living together and occupying a single housekeeping unit with single culinary facilities, or a group of not more than four (4) persons living together by joint agreement and occupying a single housekeeping unit with single culinary facilities on a non-profit, cost-sharing basis. The usual domestic servants residing on the premises shall be considered as part of the family.

Depth of Lot: The average horizontal distance between the front and rear lot lines.

Width of Lot: The average horizontal distance between the side lot lines.

Home Occupation: A professional occupation customarily conducted in dwellings and apartments, including that of a physician, surgeon, dentist, lawyer, clergyman, or other similar professional person; provided no person shall engage in such professional occupation other than those who reside on the premises; and proved further that in no case shall more than fifteen percent (15%) of the floor area of any dwelling, exclusive of any accessory building, be used for any one or more of the said occupations; and provided further that no windows or other display or sign be used to advertise such occupancy other than a single sign not more than four inches (4") in width and eighteen inches (18") in length.

to be issued, by the Board of Directors for cash or may be issued in exchange for property. Each share shall be equal in all respects to every other share.

**Section 2. Certificates Representing Shares.** Certificates in such form as may be determined by the Board of Directors shall be delivered representing all shares to which shareholders are entitled. Such certificates shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued. Each certificate shall state on the face thereof the holder's name, the number of shares, and the par value of such shares. They shall be signed by the President and the Secretary of the Corporation.

The back of the corporate stock shall bear the following notation of the restriction on the transfer of stock.

"This stock is not transferable to anyone outside the Corporation except a family member<sup>2</sup> unless first offered for sale to the corporation for a period of 30 days at a price and in conformity with the rules and regulations of said corporation as contained in its by-laws."

The face of the Corporate stock certificate shall bear the following notation,

"This certificate replaces Certificate No. \_\_\_ and entitles bearer to ownership of Lot No. \_\_\_, as shown on Plan by Dale Stockstill and is bound to said lot."

**Section 3. Limitation on Issue.** Certificates representing shares may only be issued to those persons approved by the Board of Directors. No stock may be given by the Corporation to any Director, Officer, employee, or Shareholder as either a salary or salary incentive with the unanimous approval of all existing Stockholders. Any stock sold by the Corporation must be offered to the existing Shareholders, share and share alike, in proportion to each Stockholder's shares to the total stock outstanding.

**Section 4. Lost Certificates.** The Board of Directors may direct a new certificate representing shares to be issued in place of any certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed.

**Section 5. Transfer of Shares.** Shares of stock shall be transferable only on the books of the Corporation by the holder thereof in person or by his duly authorized agent. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation or the transfer agent of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

**Section 6. Pre-emptive Right of Shareholders and Corporation.** No shareholder shall in any manner sell, assign, or transfer his interest in any share of the Corporation to anyone outside the Corporation except a family member unless such share shall first have been offered to sale to the other Stockholders. If a Stockholder desires to dispose of any or all of this stock, he shall give written notice of his intention and his asking price to the Secretary, with a copy to the President of this Corporation. If the seller has a bona fide offer from a third party and wishes approval to sell to that third party as a last resort, the seller must state the name and address of

the third party and the amount of the bona fide offer in his written notice. In order to validate the Shareholder option, the Stockholder wishing acquisition of additional stock must likewise give written notice that will expire in one year, of his intention to the Secretary, with a copy to the President. Should any such letter of intent to purchase additional stock exist in the records of the Corporation, the Secretary shall, within seven days of receipt of the notice to sell, write all Stockholders, excluding the seller, advising them of the stock to be sold. The other Stockholders must make this election within fourteen (14) days and may purchase the stock to be sold in proportion to the ownership such Stockholder has in the Corporation discounting the interest the seller has therein. Should one or more of the Stockholders fail to exercise this option, the remaining Stockholders will have the option to purchase the unsold portion in proportion to their ownership with those exercising such options.

If the foregoing options do not dispose of the shares for sale, the Corporation has the option to purchase the stock.

The sale price, other than the bona fide offer amount, will be mutually agreed upon or if not mutually agreed upon, the value will be appraised by three (3) appraisers; one selected by the seller, one selected by the buyers, and one selected by the other two (2) appraisers.

The Shareholders and/or Corporation have a total of thirty (30) days from the date of receipt of the written notice of the seller to exercise their preferential right to purchase.

Should the Shareholder and/or the Corporation fail to exercise their preferential right, the seller is free to sell to a third party named in his written notice providing (a) seller has complied with all of the foregoing provisions of Section 6 of Article II, (b) the third party is approved by the Board of Directors, and (c) the sale price is not less than the seller's asking price from the Shareholders and Corporation.

### ARTICLE III STOCKHOLDERS MEETINGS

Section 1. Place of Meetings. The meetings of Stockholders for any purpose may be held at such time and place, within or without the State of Mississippi, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meeting. The annual meeting will be held on the second Sunday of March of the calendar year.

Section 3. Special Meetings. Special meetings of the stockholders may be called at any time by the President and shall be called by the President or Secretary on the request in writing or by vote of a majority of the Board of Directors, or at the request in writing of Stockholders of record owning a majority in amount of the capital stock outstanding and entitled to vote.

Section 4. Notice. Written or printed notice stating the place, day and hour of any meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten

(10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer of person calling the meeting, to each Stockholder of record.

Section 5. Business. No business shall be transacted at a Stockholders meeting except as stated in the notice sent to the Stockholders, unless by unanimous consent of all Stockholders present, either in person or by proxy, of all such stock being represented at the meeting.

Section 6. Quorum. The holders of twenty (20) percent of the shares issued, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of Stockholders.

Section 7. Voting. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of Stockholders. No proxy shall be voted after eleven (11) months from its date, unless it expressly provides for a definite and longer periods.

Section 8. Voting for Directors. At each election for Directors, each Stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many person as there are Directors to be elected. Cumulative voting, for the election of Directors or otherwise, as permitted by Mississippi code 1942 Annotated §5309-59 (Laws of Mississippi 1962, Ch. 235 § 32), shall be followed.

Section 9. Reserved Rights. The Stockholders of this Corporation reserve the authority to approve (1) the salary of any Director, Officer, or employee, (2) any major improvements, or investment purchases, (3) any major sales or distributions of property, (4) restrictions placed on property owned by the corporation, and (5) modifications of these By-laws. Major is defined as any transaction or deal involving over \$1,000.

Any affirmative vote of a majority of the total shares, issued and outstanding by the Corporation, and entitled to vote, constitutes approval of any proposal or resolution submitted by the Board of Directors.

#### ARTICLE IV

#### THE BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Corporate powers of this Corporation are hereby vested in the Board of Directors subject to the laws of the State of Mississippi, the Articles of Incorporation, and these By-laws. The Board shall consist of not less than three (3) nor more than five (5) Directors. Each Director must be a Stockholder of the Corporation.

Section 2. Election. At the first annual meeting of the Stockholders, and at each annual meeting thereafter, the Stockholders shall elect Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for the term for which he is elected and until his successor shall be duly elected and qualified. No close relatives; spouse, daughter, son or cousin, etc. can serve as Director at the same time.

The term of each Director is one (1) year. Any Director may succeed himself if duly elected by Stockholders at each annual meeting; and, in this event, the term of the Director would have only the appearance

of two (2) years. Such offices may be staggered so that the apparent terms of new Directors will overlap apparent terms of existing Directors, but, in all cases, the term of any Director will be only one (1) year.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors must be filled by the affirmative vote of a majority of the Shareholders constituting a quorum of a Shareholders' meeting called for that purpose. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor's office.

Section 4. Place of Meetings. Meetings of the Board of Directors of the Corporation, regular and special, may be held at such place as the Board of Directors may designate.

Section 5. Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the Stockholders, for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting.

Section 6. Special Meetings. Special meetings shall be called by the President, or any two (2) Directors by giving five (5) days notice to each Director.

Section 7. Quorum. A majority of the Directors shall constitute a quorum.

Section 8. Resolutions. A resolution to be voted on must be stated in writing and given to each Director at least five (5) days before it is to be voted upon, unless such notice is unanimously waived. The affirmative vote of a majority of all Directors on the Board shall be the act of the Board of Directors.

Section 9. Business. It is the duty of the Board of Directors to promote progress of the Corporation, conduct the business of the Corporation in a prudent manner, and submit proposals to the Stockholders as covered under Section 9 of Article III.

Section 10. Removal of Directors. No Director may be removed by action of either the Board of Directors or Stockholders. The Stockholders may at any time call a meeting by vote of a majority of shares issued and elect a new Board of Directors that will simultaneously replace the old Board of Directors. The election will be conducted as provided under Section 8 of Article III. Any or all of the old Directors may be elected to the new Board of Directors.

#### ARTICLE V

#### THE OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as from time to time shall be approved by the Board of Directors. They shall be deemed to stand in a fiduciary relation to the Corporation, and shall discharge the duties of their respective positions in good faith with that diligence, loyalty, care, and skill which ordinarily prudent men would exercise under similar circumstances in their personal business affairs. The President shall be a Shareholder of the Corporation. The other officers need not be Shareholders.

Section 2. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, an increase in the number of officers of the Corporation or otherwise, the same shall be filled by the Board of Directors, and the Officer so elected shall office until his successor is chosen and qualified.

Section 3. The President. The President shall preside at all meetings of the Stockholders and Directors, shall have general supervision and management of the affairs of the Corporation, discharge all of the duties which devolve upon a presiding Officer and perform such other duties as the By-laws of the Board of Directors may prescribe. He may, upon demand of a majority of the Stockholders or Directors, call special meetings of the Stockholders or Directors.

Section 4. The Secretary. The Secretary shall attend all meetings of the Stockholders and of the Board of Directors, and shall keep or cause to be kept in a book provided for that purpose, a true and complete record of the proceedings at such meeting, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. He shall attend to the giving and serving of all notices of the Corporation.

The Secretary shall countersign all Certificates of Stock of the Corporation. He shall have custody of all Resolutions of the Corporation, and keep a record of all Stockholders who wish to exercise their Pre-emptive Right as covered under Section 6 of Article II. The Secretary shall perform such other duties as this code of By-laws may require or the Board of Directors may prescribe.

Section 6. The Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the actual condition of the Corporation. He shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. He shall immediately deposit all funds of the Corporation coming into his hands in some reliable bank or other depositories to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. He shall furnish at meetings of the Board of Directors, whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as this code of By-laws may require or the Board of Directors may prescribe.

Section 7. Delegation of Authority. In the case of the absence of any Officer of the Corporation or for any reason that the Board may deem sufficient, the Board may delegate the power or duties of such Officer to any other Officer or to any Director, Shareholder, or employee of the Corporation for the time being, provided a majority of the Board concurs therein.

Section 8. Terms of Office. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

The term of office will normally be one (1) year.

Section 9. Compensation. The compensation of all Officers shall be fixed by a proposal of the Board of Directors that is approved by the Stockholders as provided under Section 9 of Article III.

**ARTICLE VII**  
**WAIVER OF NOTICE**

A Waiver of Notice in writing, signed by a Stockholder, Director, or Officer, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to any Director, Officer or Stockholder.

**ARTICLE VIII**  
**AMENDMENT OF BY-LAWS**

The By-laws of this Corporation may be amended, modified, or altered by a majority vote of the Board at any meeting of the Board subject to the approval of the Stockholders as provided under Section 9 of Article III.

**ARTICLE IX**  
**LIABILITY OF A DIRECTORS, OFFICER, OR STOCKHOLDER**

No contract, act, or transaction of this Corporation with any person or persons, firm, trust, or association, or any other corporation shall be affected or invalidated by the fact that any Director, Officer or Stockholder of this Corporation is party to, or is interested in, such contract, act, or transaction or in any way connected with such person or persons, firm, trust, or association, or who is a Director, Officer, or Stockholder of, or otherwise interested in, any such other corporation, except as may be otherwise provided by the laws of the State of Mississippi. No duty to pay damages to this Corporation shall be imposed upon such Director, Officer, or Stockholder of this Corporation solely by reason of the fact, regardless of whether the vote, action, or presence of any such Director, Officer, or Stockholder may be or have been necessary to obligate this Corporation on, or in connection with, such contract, act, or transaction provided that if such vote, action or presence is or shall have been necessary, such interest or connection (other than an interest as a non-controlling stockholder of any such other corporation) shall be known or disclosed to the Board of Directors of this Corporation.

**ARTICLE X**  
**INDEMNIFICATION FOR LITIGATION**

Each Director and Officer (and his heirs, executors, and administrators) may be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, except in relation to any actions, suits, or proceedings, in which he has been adjudged liable because of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. In the absence of any adjudication which expressly absolves the Director or Officer of liability to the Corporation or its Stockholders for willful misfeasance, bad faith, gross negligence, and reckless

disregard of the duties involved in the conduct of his offices, or, in the event of a settlement, each Director and Officer (and his heirs, executors, and administrators) may be indemnified by the Corporation against payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior agreement of two-thirds of the Shareholders. Amounts paid in settlement shall not exceed costs, fees and expenses that would have been reasonably incurred if the action, suit, or proceeding had been litigated to a conclusion.

The foregoing rights and indemnification shall not be exclusive of any other rights to which the Officers and Directors may be entitled according to law.

Glenn E. Sykes, Sr.  
Glenn E. Sykes, Sr., President

June V. Holwell  
June V. Holwell, Secretary

Date: March 23, 2004





**AMENDED BYLAWS**  
**MAGNOLIA LAKES, INCORPORATED**

**PREAMBLE**



**Pearl River County, MS**

Filed/Recorded 10/19/2017 12:39 P

Book 2017 Pg 8945

10 Pages Recorded

Melinda Bowman, Chancery CLK

**Articles of Incorporation**

The Articles of Incorporation of Magnolia Lakes, Incorporated, were duly filed with the Secretary of State of the State of Mississippi, and the Certificate of Incorporation was issued on the 26<sup>th</sup> day of October 1965. The Articles of Incorporation, as advertised in the Biloxi-Gulfport DAILY HERALD ON November 10, 1965, are attached and do provide a part of these Bylaws. These BYLAWS were officially amended by a 2/3 majority Stockholders' vote on March 14, 2004.

**The duty, loyalty, and allegiance of this Corporation are to the Stockholders.**

**ARTICLE I**  
**IDENTIFICATION**

Section 1. **Name.** The name of the Corporation is MAGNOLIA LAKES, INCORPORATED (hereinafter referred to as the Corporation).

Section 2. **Registered Office and Registered Agent.** The registered office is 300 W. Michigan, Michigan (Pearl River County), Mississippi, 39470; and the registered agent at such address is Larry Boone (N.B. the former registered agent was Robert Applewhite, a former registered agent was M.A. Douglass; the former registered office was 109 Hinman Avenue (once 450 Reynoir Street), Biloxi (Harrison County), Mississippi, 39630; and a former registered agent was C.E. Johnson.)

Section 3. **Other Offices.** The Corporation may also have an office or offices in other counties of the State of Mississippi, and at such other places as the Board of Directors from time to time may designate.

Section 4. **Corporate Seal.** The corporate seal shall be a circular seal with the name of the Corporation around the border and the year of incorporation in the center and shall contain the words "Corporate Seal" and "Mississippi".

**ARTICLE II**  
**CAPITAL STOCK**

Section 1. **Amount.** The aggregate number of shares is five hundred (500), and the par value of each such share is one hundred dollars (\$100), all of which shall be common stock, and shall be issued, or be caused

to be issued, by the Board of Directors for cash or may be issued in exchange for property. Each share shall be equal in all respects to every other share.

Section 2. Certificates Representing Shares. Certificates in such form as may be determined by the Board of Directors shall be delivered representing all shares to which shareholders are entitled. Such certificates shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued. Each certificate shall state on the face thereof the holder's name, the number of shares, and the par value of such shares. They shall be signed by the President and the Secretary of the Corporation.

The back of the corporate stock shall bear the following notation of the restriction on the transfer of stock.

"This stock is not transferable to anyone outside the Corporation except a family member<sup>2</sup> unless first offered for sale to the corporation for a period of 30 days at a price and in conformity with the rules and regulations of said corporation as contained in its by-laws."

The face of the Corporate stock certificate shall bear the following notation,

"This certificate replaces Certificate No. \_\_\_ and entitles bearer to ownership of Lot No. \_\_\_, as shown on Plan by Dale Stockstill and is bound to said lot."

Section 3. Limitation on Issue. Certificates representing shares may only be issued to those persons approved by the Board of Directors. No stock may be given by the Corporation to any Director, Officer, employee, or Shareholder as either a salary or salary incentive with the unanimous approval of all existing Stockholders. Any stock sold by the Corporation must be offered to the existing Shareholders, share and share alike, in proportion to each Stockholder's shares to the total stock outstanding.

Section 4. Lost Certificates. The Board of Directors may direct a new certificate representing shares to be issued in place of any certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed.

Section 5. Transfer of Shares. Shares of stock shall be transferable only on the books of the Corporation by the holder thereof in person or by his duly authorized agent. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation or the transfer agent of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

Section 6. Pre-emptive Right of Shareholders and Corporation. No shareholder shall in any manner sell, assign, or transfer his interest in any share of the Corporation to anyone outside the Corporation except a family member unless such share shall first have been offered to sale to the other Stockholders. If a Stockholder desires to dispose of any or all of this stock, he shall give written notice of his intention and his asking price to the Secretary, with a copy to the President of this Corporation. If the seller has a bona fide offer from a third party and wishes approval to sell to that third party as a last resort, the seller must state the name and address of

the third party and the amount of the bona fide offer in his written notice. In order to validate the Shareholder option, the Stockholder wishing acquisition of additional stock must likewise give written notice that will expire in one year, of his intention to the Secretary, with a copy to the President. Should any such letter of intent to purchase additional stock exist in the records of the Corporation, the Secretary shall, within seven days of receipt of the notice to sell, write all Stockholders, excluding the seller, advising them of the stock to be sold. The other Stockholders must make this election within fourteen (14) days and may purchase the stock to be sold in proportion to the ownership such Stockholder has in the Corporation discounting the interest the seller has therein. Should one or more of the Stockholders fail to exercise this option, the remaining Stockholders will have the option to purchase the unsold portion in proportion to their ownership with those exercising such options.

If the foregoing options do not dispose of the shares for sale, the Corporation has the option to purchase the stock.

The sale price, other than the bona fide offer amount, will be mutually agreed upon or if not mutually agreed upon, the value will be appraised by three (3) appraisers; one selected by the seller, one selected by the buyers, and one selected by the other two (2) appraisers.

The Shareholders and/or Corporation have a total of thirty (30) days from the date of receipt of the written notice of the seller to exercise their preferential right to purchase.

Should the Shareholder and/or the Corporation fail to exercise their preferential right, the seller is free to sell to a third party named in his written notice providing (a) seller has complied with all of the foregoing provisions of Section 6 of Article II, (b) the third party is approved by the Board of Directors, and (c) the sale price is not less than the seller's asking price from the Shareholders and Corporation.

### **ARTICLE III**

#### **STOCKHOLDERS MEETINGS**

Section 1. Place of Meetings. The meetings of Stockholders for any purpose may be held at such time and place, within or without the State of Mississippi, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meeting. The annual meeting will be held on the second Sunday of March of the calendar year.

Section 3. Special Meetings. Special meetings of the stockholders may be called at any time by the President and shall be called by the President or Secretary on the request in writing or by vote of a majority of the Board of Directors, or at the request in writing of Stockholders of record owning a majority in amount of the capital stock outstanding and entitled to vote.

Section 4. Notice. Written or printed notice stating the place, day and hour of any meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten

(10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer of person calling the meeting, to each Stockholder of record.

Section 5. Business. No business shall be transacted at a Stockholders meeting except as stated in the notice sent to the Stockholders, unless by unanimous consent of all Stockholders present, either in person or by proxy, of all such stock being represented at the meeting.

Section 6. Quorum. The holders of twenty (20) percent of the shares issued, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of Stockholders.

Section 7. Voting. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of Stockholders. No proxy shall be voted after eleven (11) months from its date, unless it expressly provides for a definite and longer periods.

Section 8. Voting for Directors. At each election for Directors, each Stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many person as there are Directors to be elected. Cumulative voting, for the election of Directors or otherwise, as permitted by Mississippi code 1942 Annotated §5309-59 (Laws of Mississippi 1962, Ch. 235 § 32), shall be followed.

Section 9. Reserved Rights. The Stockholders of this Corporation reserve the authority to approve (1) the salary of any Director, Officer, or employee, (2) any major improvements, or investment purchases, (3) any major sales or distributions of property, (4) restrictions placed on property owned by the corporation, and (5) modifications of these By-laws. Major is defined as any transaction or deal involving over \$1,000.

Any affirmative vote of a majority of the total shares, issued and outstanding by the Corporation, and entitled to vote, constitutes approval of any proposal or resolution submitted by the Board of Directors.

#### ARTICLE IV

#### THE BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Corporate powers of this Corporation are hereby vested in the Board of Directors subject to the laws of the State of Mississippi, the Articles of Incorporation, and these By-laws. The Board shall consist of not less than three (3) nor more than five (5) Directors. Each Director must be a Stockholder of the Corporation.

Section 2. Election. At the first annual meeting of the Stockholders, and at each annual meeting thereafter, the Stockholders shall elect Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for the term for which he is elected and until his successor shall be duly elected and qualified. No close relatives; spouse, daughter, son or cousin, etc. can serve as Director at the same time.

The term of each Director is one (1) year. Any Director may succeed himself if duly elected by Stockholders at each annual meeting; and, in this event, the term of the Director would have only the appearance

of two (2) years. Such offices may be staggered so that the apparent terms of new Directors will overlap apparent terms of existing Directors, but, in all cases, the term of any Director will be only one (1) year.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors must be filled by the affirmative vote of a majority of the Shareholders constituting a quorum of a Shareholders' meeting called for that purpose. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor's office.

Section 4. Place of Meetings. Meetings of the Board of Directors of the Corporation, regular and special, may be held as such place as the Board of Directors may designate.

Section 5. Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the Stockholders, for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting.

Section 6. Special Meetings. Special meetings shall be called by the President, or any two (2) Directors by giving five (5) days notice to each Director.

Section 7. Quorum. A majority of the Directors shall constitute a quorum.

Section 8. Resolutions. A resolution to be voted on must be stated in writing and given to each Director at least five (5) days before it is to be voted upon, unless such notice is unanimously waived. The affirmative vote of a majority of all Directors on the Board shall be the act of the Board of Directors.

Section 9. Business. It is the duty of the Board of Directors to promote progress of the Corporation, conduct the business of the Corporation in a prudent manner, and submit proposals to the Stockholders as covered under Section 9 of Article III.

Section 10. Removal of Directors. No Director may be removed by action of either the Board of Directors or Stockholders. The Stockholders may at any time call a meeting by vote of a majority of shares issued and elect a new Board of Directors that will simultaneously replace the old Board of Directors. The election will be conducted as provided under Section 8 of Article III. Any or all of the old Directors may be elected to the new Board of Directors.

## ARTICLE V

### THE OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as from time to time shall be approved by the Board of Directors. They shall be deemed to stand in a fiduciary relation to the Corporation, and shall discharge the duties of their respective positions in good faith with that diligence, loyalty, care, and skill which ordinarily prudent men would exercise under similar circumstances in their personal business affairs. The President shall be a Shareholder of the Corporation. The other officers need not be Shareholders.

Section 2. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, an increase in the number of officers of the Corporation or otherwise, the same shall be filled by the Board of Directors, and the Officer so elected shall office until his successor is chosen and qualified.

Section 3. The President. The President shall preside at all meetings of the Stockholders and Directors, shall have general supervision and management of the affairs of the Corporation, discharge all of the duties which devolve upon a presiding Officer and perform such other duties as the By-laws of the Board of Directors may prescribe. He may, upon demand of a majority of the Stockholders or Directors, call special meetings of the Stockholders or Directors.

Section 4. The Secretary. The Secretary shall attend all meetings of the Stockholders and of the Board of Directors, and shall keep or cause to be kept in a book provided for that purpose, a true and complete record of the proceedings at such meeting, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. He shall attend to the giving and serving of all notices of the Corporation.

The Secretary shall countersign all Certificates of Stock of the Corporation. He shall have custody of all Resolutions of the Corporation, and keep a record of all Stockholders who wish to exercise their Pre-emptive Right as covered under Section 6 of Article II. The Secretary shall perform such other duties as this code of By-laws may require or the Board of Directors may prescribe.

Section 6. The Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the actual condition of the Corporation. He shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. He shall immediately deposit all funds of the Corporation coming into his hands in some reliable bank or other depositories to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. He shall furnish at meetings of the Board of Directors, whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as this code of By-laws may require or the Board of Directors may prescribe.

Section 7. Delegation of Authority. In the case of the absence of any Officer of the Corporation or for any reason that the Board may deem sufficient, the Board may delegate the power or duties of such Officer to any other Officer or to any Director, Shareholder, or employee of the Corporation for the time being, provided a majority of the Board concurs therein.

Section 8. Terms of Office. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

The term of office will normally be one (1) year.

Section 9. Compensation. The compensation of all Officers shall be fixed by a proposal of the Board of Directors that is approved by the Stockholders as provided under Section 9 of Article III.

**ARTICLE VII**  
**WAIVER OF NOTICE**

A Waiver of Notice in writing, signed by a Stockholder, Director, or Officer, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to any Director, Officer or Stockholder.

**ARTICLE VIII**  
**AMENDMENT OF BY-LAWS**

The By-laws of this Corporation may be amended, modified, or altered by a majority vote of the Board at any meeting of the Board subject to the approval of the Stockholders as provided under Section 9 of Article III.

**ARTICLE IX**  
**LIABILITY OF A DIRECTORS, OFFICER, OR STOCKHOLDER**



No contract, act, or transaction of this Corporation with any person or persons, firm, trust, or association, or any other corporation shall be affected or invalidated by the fact that any Director, Officer or Stockholder of this Corporation is party to, or is interested in, such contract, act, or transaction or in any way connected with such person or persons, firm, trust, or association, or who is a Director, Officer, or Stockholder of, or otherwise interested in, any such other corporation, except as may be otherwise provided by the laws of the State of Mississippi. No duty to pay damages to this Corporation shall be imposed upon such Director, Officer, or Stockholder of this Corporation solely by reason of the fact, regardless of whether the vote, action, or presence of any such Director, Officer, or Stockholder may be or have been necessary to obligate this Corporation on, or in connection with, such contract, act, or transaction provided that if such vote, action or presence is or shall have been necessary, such interest or connection (other than an interest as a non-controlling stockholder of any such other corporation) shall be known or disclosed to the Board of Directors of this Corporation.

**ARTICLE X**  
**INDEMNIFICATION FOR LITIGATION**

Each Director and Officer (and his heirs, executors, and administrators) may be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, except in relation to any actions, suits, or proceedings, in which he has been adjudged liable because of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. In the absence of any adjudication which expressly absolves the Director or Officer of liability to the Corporation or its Stockholders for willful misfeasance, bad faith, gross negligence, and reckless

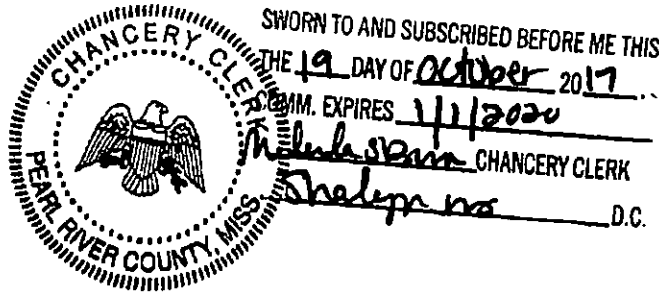
disregard of the duties involved in the conduct of his offices, or, in the event of a settlement, each Director and Officer (and his heirs, executors, and administrators) may be indemnified by the Corporation against payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior agreement of two-thirds of the Shareholders. Amounts paid in settlement shall not exceed costs, fees and expenses that would have been reasonably incurred if the action, suit, or proceeding had been litigated to a conclusion.

The foregoing rights and indemnification shall not be exclusive of any other rights to which the Officers and Directors may be entitled according to law.

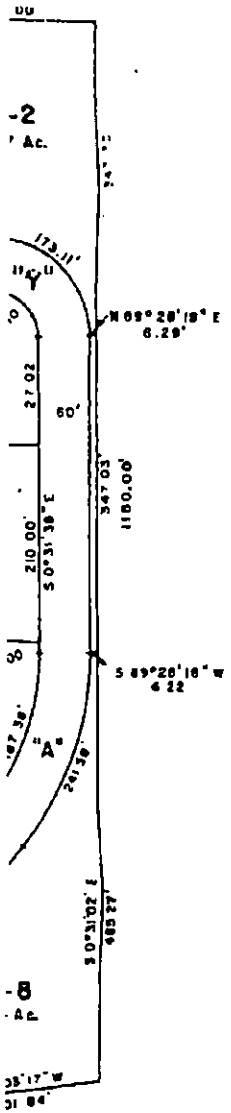
  
Jonathan Smith., President  
  
Blair Smith, Secretary

Date: 10-19-2017

Prepared by & Return to:  
Blair Smith  
P.O. Box 137  
Poplarville, MS 39470







**DESCRIPTION**

BEGINNING AT THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 26, TOWNSHIP 2 SOUTH, RANGE 16 WEST, PEARL RIVER COUNTY, MISSISSIPPI; THENCE SOUTH 89 DEGREES 20 MINUTES 21 SECONDS EAST 2936.25 FEET, THENCE SOUTH 00 DEGREES 31 MINUTES 02 SECONDS EAST 1180.00 FEET; THENCE SOUTH 83 DEGREES 03 MINUTES 17 SECONDS WEST 301.84 FEET; THENCE SOUTH 00 DEGREES 31 MINUTES 03 SECONDS EAST 1404.89 FEET; THENCE NORTH 89 DEGREES 50 MINUTES 14 SECONDS WEST 1316.78 FEET; THENCE NORTH 00 DEGREES 27 MINUTES 59 SECONDS EAST 501.36 FEET; THENCE NORTH 89 DEGREES 32 MINUTES 02 SECONDS WEST 501.83 FEET; THENCE SOUTH 00 DEGREES 27 MINUTES 56 SECONDS WEST 291.23 FEET; THENCE NORTH 48 DEGREES 23 MINUTES 28 SECONDS WEST 23.93 FEET; THENCE NORTH 52 DEGREES 36 MINUTE 15 SECONDS WEST 100.34 FEET; THENCE NORTH 54 DEGREES 35 MINUTES 22 SECONDS WEST 100.11 FEET; THENCE NORTH 64 DEGREES 31 MINUTES 05 SECONDS WEST 89.63 FEET; THENCE NORTH 76 DEGREES 29 MINUTES 39 SECONDS WEST 51.55 FEET; THENCE NORTH 85 DEGREES 12 MINUTES 53 SECONDS WEST 50.22 FEET; THENCE NORTH 89 DEGREES 42 MINUTES 36 SECONDS WEST 30.20 FEET; THENCE SOUTH 48 DEGREES 15 MINUTES 39 SECONDS WEST 224.79 FEET; THENCE SOUTH 47 DEGREES 39 MINUTES 58 SECONDS WEST 200.01 FEET; THENCE SOUTH 47 DEGREES 53 MINUTES 20 SECONDS WEST 184.57 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 08 SECONDS EAST 2655.54 FEET TO THE PLACE OF BEGINNING, BEING LOCATED IN SECTION 26, TOWNSHIP 2 SOUTH, RANGE 16 WEST, PEARL RIVER COUNTY, MISSISSIPPI.

**SURVEYOR'S CERTIFICATE**

I DALE STOCKSTILL REGISTERED LAND SURVEYOR, IN THE STATE OF MISSISSIPPI, DO HEREBY CERTIFY THAT I HAVE MADE A SURVEY OF THE PROPERTY DESCRIBED AND PLATTED HEREON AND HAVE DIVIDED IT INTO LOTS AND BLOCKS AS SHOWN; AND THAT THE MEASUREMENTS AND OTHER DATA INDICATED ARE CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

WITNESS MY SIGNATURE ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 1971.

\_\_\_\_\_  
DALE STOCKSTILL

**DEDICATION**

THIS IS TO CERTIFY THAT MAGNOLIA LAKE

60' Right-of-Way Description #1

A part of the SE 1/4 of the NW 1/4 and also a part of the SW 1/4 of the NE 1/4 and also a part of the NE 1/4 of the SW 1/4 of Section 26, Township 2 South, Range 16 West, Pearl River County, Mississippi, and being more particularly described as follows: Commence at an iron pipe marking the NW corner of the SE 1/4 of the NW 1/4 of said Section 26, thence S 89°20'24"E 176.00 feet, thence SOUTH 193.38 feet, to the Point of Beginning, thence S 86°33'23"W 394.41 feet, thence along a curve to the left having a radius of 438.03 feet, an arc length of 230.43 feet, and a chord bearing S 72°30'08"W 228.01 feet, thence S 30°02'23"W 493.14 feet, thence along a curve to the right having a radius of 223.03 feet, an arc length of 197.21 feet, and a chord bearing S 66°37'23"W 197.15 feet, thence S 63°09'23"W 138.78 feet, thence along an arc of a cu-de-sac being a curve to the left having a radius of 30.00 feet, an arc length of 249.87 feet, and a chord bearing S 26°39'33"E 60.00 feet, thence N 53°07'23"E 138.78 feet, thence along a curve to the left having a radius of 223.03 feet, an arc length of 282.52 feet, and a chord bearing N 66°37'23"E 202.43 feet, thence N 58°03'23"E 253.18 feet, thence S 40°00'00"E 77.16 feet, thence along a curve to the left having a radius of 263.87 feet, an arc length of 263.23 feet, and a chord bearing S 17°19'19"E 254.37 feet, thence S 43°53'44"E 127.52 feet, thence along a curve to the right having a radius of 40.18 feet, an arc length of 73.81 feet, and a chord bearing S 06°09'33"W 63.37 feet, thence S 58°12'52"W 177.25 feet, thence along a curve to the left having a radius of 1009.80 feet, an arc length of 305.80 feet, and a chord bearing S 49°30'40"W 305.62 feet, thence S 40°48'26"W 136.39 feet, thence along a curve to the right having a radius of 30.00 feet, an arc length of 78.54 feet, and a chord bearing S 85°48'26"W 78.71 feet, thence N 49°11'33"W 209.98 feet, thence along an arc of a cu-de-sac being a curve to the left having a radius of 30.00 feet, an arc length of 249.87 feet, and a chord bearing S 40°48'26"W 60.00 feet, thence S 49°11'34"E 209.98 feet, thence along a curve to the right having a radius of 30.00 feet, an arc length of 78.54 feet, and a chord bearing S 04°11'34"E 78.71 feet, thence S 40°48'26"W 128.00 feet, thence along a curve to the left having a radius of 460.17 feet, an arc length of 327.73 feet, and a chord bearing S 20°24'17"W 320.85 feet, thence S 00°00'00"W 593.50 feet to a point on the north margin of Girl Scout Road, thence along said margin N 47°39'58"E 81.17 feet, thence leaving said margin N 00°00'00"E 538.91 feet, thence along a curve to the right having a radius of 480.33 feet, an arc length of 284.98 feet, and a chord bearing N 20°24'13"E 278.99 feet, thence N 40°48'26"E 444.39 feet, thence along a curve to the right having a radius of 443.78 feet, an arc length of 288.58 feet, and a chord bearing N 49°30'40"E 287.47 feet, thence N 38°12'33"E 30.00 feet, thence S 62°39'45"E 30.18 feet, thence N 41°58'53"E 152.58 feet, thence along a curve to the right having a radius of 78.25 feet, an arc length of 84.64 feet, and a chord bearing N 49°23'03"E 80.57 feet, thence N 20°24'03"E 183.41 feet, thence along an arc of a cu-de-sac being a curve to the left having a radius of 30.00 feet, an arc length of 249.87 feet, and a chord bearing N 09°33'56"W 60.00 feet, thence S 80°24'03"W 183.43 feet, thence along a curve to the right having a radius of 98.39 feet, an arc length of 92.22 feet, and a chord bearing N 72°44'30"W 80.88 feet, thence N 45°53'44"W 112.08 feet, thence along a curve to the right having a radius of 203.87 feet, an arc length of 273.83 feet, and a chord bearing N 09°02'39"W 254.10 feet, thence N 29°03'31"E 136.75 feet, thence along a curve to the right having a radius of 398.03 feet, an arc length of 200.25 feet, and a chord bearing N 72°30'08"E 193.14 feet, thence N 86°54'53"E 59.18 feet, thence NORTH 60.00 feet, to the Point of Beginning.

60' Right-of-Way Description #2

A part of the SE 1/4 of the NW 1/4 and also a part of the SW 1/4 of the NE 1/4 and also a part of the NE 1/4 of the SW 1/4 of Section 26, Township 2 South, Range 16 West, Pearl River County, Mississippi, and being more particularly described as follows: Commence at an iron pipe marking the NW corner of the SE 1/4 of the NW 1/4 of said Section 26, thence S 89°20'24"E 2135.48 feet, thence SOUTH 238.42 feet, to the Point of Beginning, thence S 89°20'24"E 206.43 feet, thence along a curve to the right having a radius of 116.68 feet, an arc length of 173.12 feet, and a chord bearing S 44°56'04"E 156.30 feet, thence S 00°31'30"E 347.02 feet, thence along a curve to the right having a radius of 333.54 feet, an arc length of 241.68 feet, and a chord bearing S 20°13'24"W 236.33 feet, thence S 40°50'18"W 272.96 feet, thence along a curve to the left having a radius of 148.11 feet, an arc length of 102.58 feet, and a chord bearing S 20°14'55"W 100.36 feet, thence S 00°28'25"E 697.02 feet, thence along a curve to the right having a radius of 183.59 feet, an arc length of 183.59 feet, and a chord bearing S 26°10'20"W 177.93 feet, thence S 56°49'17"W 73.32 feet, thence along a curve to the left having a radius of 209.24 feet, an arc length of 150.58 feet, and a chord bearing S 36°12'17"W 147.33 feet, thence S 15°33'24"W 163.11 feet, thence along a curve to the right having a radius of 306.30 feet, an arc length of 398.13 feet, and a chord bearing S 32°49'35"W 370.69 feet, thence N 89°56'12"W 615.00 feet, thence along a curve to the right having a radius of 103.73 feet, an arc length of 172.53 feet, and a chord bearing N 44°31'58"W 153.53 feet, thence N 80°19'40"E 360.93 feet, thence along a curve to the left having a radius of 43.91 feet, an arc length of 72.43 feet, and a chord bearing N 47°01'28"W 64.31 feet, thence S 85°42'33"W 280.00 feet, thence along a curve to the left having a radius of 64.10 feet, an arc length of 189.67 feet, and a chord bearing S 77°14'35"W 188.98 feet, thence S 68°46'31"W 101.34 feet, thence along a curve to the right having a radius of 903.70 feet, an arc length of 323.63 feet, and a chord bearing S 63°39'40"W 317.52 feet, thence along a curve to the left having a radius of 30.41 feet, an arc length of 32.66 feet, and a chord bearing S 49°36'28"W 46.32 feet, thence N 00°00'00"E 141.99 feet, thence along a curve to the left having a radius of 33.44 feet, an arc length of 73.33 feet, and a chord bearing S 40°27'36"E 69.26 feet, thence along a curve to the left having a radius of 923.70 feet, an arc length of 491.78 feet, and a chord bearing N 83°59'48"E 496.01 feet, thence N 68°42'31"E 101.34 feet, thence along a curve to the right having a radius of 70.70 feet, an arc length of 207.40 feet, and a chord bearing N 77°14'35"E 206.63 feet, thence N 85°42'33"E 180.00 feet, thence N 09°00'00"E 67.47 feet, thence along a curve to the left having a radius of 597.49 feet, an arc length of 180.33 feet, and a chord bearing N 54°17'07"W 179.64 feet, thence N 62°37'38"W 116.14 feet, thence along a curve to the right having a radius of 283.79 feet, an arc length of 406.01 feet, and a chord bearing N 22°15'31"W 372.72 feet, thence N 18°26'03"E 220.01 feet, thence N 41°58'53"E 162.58 feet, thence S 18°26'06"W 366.41 feet, thence along a curve to the left having a radius of 223.73 feet, an arc length of 320.76 feet, and a chord bearing S 22°15'43"E 294.46 feet, thence S 62°37'38"E 116.14 feet, thence along a curve to the right having a radius of 637.49 feet, an arc length of 304.99 feet, and a chord bearing S 48°45'40"E 302.26 feet, thence along a curve to the right having a radius of 142.29 feet, an arc length of 90.22 feet, and a chord bearing S 17°44'40"E 88.72 feet, thence S 00°19'40"W 604.10 feet, thence along a curve to the left having a radius of 49.73 feet, an arc length of 78.48 feet, and a chord bearing S 44°50'53"E 70.59 feet, thence S 89°36'12"E 615.00 feet, thence along a curve to the left having a radius of 246.30 feet, an arc length of 320.14 feet, and a chord bearing N 32°49'36"E 298.08 feet, thence N 15°33'24"E 163.11 feet, thence along a curve to the right having a radius of 269.24 feet, an arc length of 68.68 feet, and a chord bearing N 22°49'08"E 68.49 feet, thence N 42°22'50"W 278.58 feet, thence along the arc of a cu-de-sac being a curve to the right having a radius of 30.00 feet, an arc length of 249.87 feet, and a chord bearing N 47°47'12"E 60.00 feet, thence S 42°22'50"E 266.52 feet, thence along a curve to the right having a radius of 269.24 feet, an arc length of 43.85 feet, and a chord bearing of N 30°05'07"E 43.70 feet, thence N 36°49'17"E 73.32 feet, thence along a curve to the left having a radius of 123.59 feet, an arc length of 123.59 feet, and a chord bearing N 28°10'28"E 120.42 feet, thence N 00°20'23"W 697.02 feet, thence along a curve to the right having a radius of 201.81 feet, an arc length of 143.98 feet, and a chord bearing N 20°14'36"E 142.82 feet, thence N 40°38'19"E 272.96 feet, thence along a curve to the left having a radius of 273.54 feet, an arc length of 198.14 feet, and a chord bearing N 20°13'22"E 193.03 feet, thence N 00°31'39"W 347.02 feet, thence along a curve to the left having a radius of 316.68 feet, an arc length of 98.11 feet, and a chord bearing N 44°56'04"W 72.33 feet, thence N 89°20'24"W 290.00 feet, thence N 04°02'45"E 64.10 feet, to the Point of Beginning.

Curve Data & Line Call Schedule

	Chord Bearing & Distance	Radius	Arc Length
(1)	N 68°07'22" E 202.43'	229.013'	282.52'
(2)	S 17°19'19" E 254.37'	263.87'	263.23'
(3)	S 86°09'33" W 63.37'	40.18'	73.81'
(4)	S 85°48'26" W 78.71'	50.80'	78.54'
(5)	N 49°11'33" E 70.71'	30.00'	78.54'
(6)	N 49°23'03" E 80.57'	78.25'	84.64'
(7)	N 72°44'30" W 80.88'	98.39'	92.22'
(8)	N 30°05'07" E 43.70'	269.24'	61.85'
(9)	N 22°49'08" E 68.49'	269.24'	68.68'
(10)	N 47°01'28" W 64.31'	43.91'	72.43'
(11)	N 89°08'00" E 67.47'	(no curve)	
(12)	N 54°17'07" W 179.64'	397.49'	180.33'
(13)	N 77°14'35" E 206.63'	70.70'	207.40'
(14)	N 58°12'52" E 50.00'	(no curve)	
(15)	S 62°39'45" E 50.18'	(no curve)	
(16)	N 49°11'34" E 209.98'	949.78'	288.58'
(17)	N 49°36'28" W 46.32'	30.41'	32.66'
(18)	N 40°27'36" E 69.26'	53.44'	73.33'

NOTE: This survey was performed without the benefit of a current title report. Reference material used in conducting this survey included the Official Plat forwarded provided by the shareholders of Regatta Lake Subdivision. This plat conforms to the standards of a Class B Survey as per the Standards of Practice for Surveying in the State of Mississippi. Bearings were based on monuments recovered on the north line of Regatta Lake Subdivision.

a deceler described right-of-way corner established with a 1/2" iron rod a deceler iron pipe found unless otherwise noted.

NOTE: This survey is intended for Right-of-Way purposes only. It should not be used as a subdivision plat or used in the block to sell lots. Any intent of this map other than Right-of-Way use should be referenced to the "original" plat of Regatta Lake Subdivision by Site Studstill and Associates.