

BYLAWS
OF
COASTAL HOUSING DEVELOPMENT, INC.

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of Coastal Housing Development, Inc. (the "Corporation") shall be at a location either within or without the State of South Carolina, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation required by the South Carolina Nonprofit Corporation Act of 1994 to be maintained in the State of South Carolina may be, but need not be, identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Corporation.

ARTICLE I
ORGANIZATION

Coastal Housing Development, Inc., shall be a nonprofit organization (i) established and operated in accordance with the provisions of 26 U.S.C. (the "Internal Revenue Code") Section 501(c)(3) and the regulations thereunder, and Sections 12-6-540 and 12-6-580 of the Code of Laws of South Carolina, 1976, as amended (the "South Carolina Code"); and (ii) incorporated under the South Carolina Nonprofit Corporation Act, Article 1, Chapter 31, Title 33 of the South Carolina Code. The Corporation shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated in accordance with Article XIII, infra.

ARTICLE II PURPOSES

The purposes for which Coastal Housing Development, Inc. is formed are the following:

1. The purposes for which Coastal Housing Development, Inc. is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue law. Such purposes shall include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

2. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 1. of this Article III. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

4. The Corporation is organized and shall operate exclusively as a nonprofit corporation to provide housing and housing assistance to low income persons. In pursuit of its purposes the Corporation shall be authorized to engage in any and all lawful activities necessary or incident to the foregoing purposes, except as limited by the Articles and these Bylaws.

5. The Corporation is organized and shall operate exclusively for the aforesaid purposes, and in connection therewith, its scope of activities shall include accepting, buying, selling, owning, holding, operating, mortgaging, insuring, pledging, assigning, transferring or otherwise receiving or disposing of real and personal property; provided, however, that any activity authorized by this provision shall not be engaged in any manner which would jeopardize the federal income tax exemption of the Corporation under Section 501(c)(3) of the Internal Revenue Code.

6. The Board of Directors may authorize, amend or restate operating guidelines, plans, practices and/or procedures from time to time in order to effectively implement the purposes of the Corporation.

ARTICLE III FINANCES

Section 1. Fund Raising. The Corporation shall raise funds by collection and receipt of gifts of money and property, grants, contributions, donations, bequests, receipts and fees for services; provided, however, all such funds must be accepted by the Board of Directors of the Corporation.

Section 2. Funds Collected and Received. All funds collected and received by the Corporation, together with the income therefrom, shall be held, retained, managed and conserved in a capital fund or funds and administered, used and applied by the Corporation in the sole discretion of the Board of Directors in accordance with the purposes described in Article III of these bylaws and the Corporation's Articles of Incorporation and as provided in Article V. The Board of Directors may accept revenues and properties which are qualified, limited or restricted in their use; provided, however, such qualifications, conditions, limitations and/or restrictions shall not conflict with the purposes of the Corporation set forth in Article III of these bylaws and the Corporation's Articles of Incorporation. Unless otherwise specifically required, such restricted revenues and/or property may be mingled with other funds of the Corporation.

ARTICLE IV APPLICATION AND USE OF FUND

Section 1. Management of Fund. Revenues received by the Corporation shall be held in an account or accounts in the name of the Corporation in such location(s) as may be designated by the Board of Directors or the President. The Corporation shall hold, manage, invest and reinvest its funds in accordance with the investment policies of the Corporation and shall collect and receive the income therefrom. After deducting all necessary expenses incident to the operation and administration of the Corporation, such funds shall be utilized in accordance with the purposes set forth in these bylaws and the Corporation's Articles of Incorporation. The Board of Directors may establish a committee within itself for the purpose of supervising and managing investments. All such revenues received and held by the Corporation shall be distributed to such persons and in such

amounts as the Board of Directors of the Corporation shall deem appropriate, in keeping with the purposes of the Corporation.

Section 2. Autonomy of Coastal Housing Development, Inc. The Corporation shall be the sole entity or person responsible for the application and use of its assets, including payment of its expenses in accordance with such operating guidelines as may be established by the Board of Directors; and it shall operate as an independent and autonomous entity for the purposes of meeting its financial obligations.

Section 3. 501(c)(3) Status. Notwithstanding any other provision of these bylaws, no expenditure shall be made in any manner or for any purpose whatsoever (i) which may jeopardize the status of the Corporation as an organization under Section 501(c)(3) of the Internal Revenue Code, and Section 12-6-580 of the South Carolina Code and the regulations thereunder; or (ii) which may jeopardize the status of contributions or payments by any person insofar as concerns deductions which are allowed under the provisions of Sections 170, 2055, 2106 and 2522 of the Internal Revenue Code and the regulations thereunder.

Section 4. Private Foundation Status. The Corporation is a Private Foundation under the provisions of Section 509 of the Internal Revenue Code and therefore, (i) it shall distribute income for each taxable year at such time and in such manner as not to incur a tax on undistributed income imposed by Section 4942 and related sections of the Internal Revenue Code and the regulations thereunder, and (ii) it shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code and the regulations thereunder; or retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code and the regulations thereunder; or make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code

and the regulations thereunder; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code and the regulations thereunder.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board shall consist of _____ () individuals appointed by the Housing Authority of Myrtle Beach.

Except as otherwise provided herein, each Director shall hold office until a new Director is elected and qualified or until his or her earlier resignation, removal from office, death or incapacity.

Section 3. Regular Meetings. An annual meeting of the Board of Directors shall be held, at a time and place to be designated, within six months following the end of the Corporation's fiscal year for the purpose of electing Directors and for the transaction of such other business as may come before the Board of Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of South Carolina, for the holding of additional regular meetings.

Section 4. Special Meetings. Special meetings of the Board of Directors may be held at any time and place upon the call of the President or any Director.

Section 5. Notice. Notice of the time, date and place of the annual meeting, or any regular or special meeting shall be given at least five days previously thereto. Such notice shall be given in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication or by mail or private carrier or any other lawful means. A Director's attendance at or participation in a meeting

waives any required notice of the meeting, unless the Director upon arriving at the meeting (or prior to the vote on a matter not properly noticed under these bylaws) objects to and does not thereafter vote for or assent to the objected to action. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning.

Section 6. Quorum. A majority of the number of shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in this Section.

The creation of a committee and the appointment of members to it must be approved by the greater of (i) a majority of all the Directors in office when the action is taken or (ii) the majority of the number of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by appointment by the Housing Authority of Myrtle Beach

Section 9. Informal Action by Directors. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is assented to by all members of the Board of Directors.

Section 10. Order of Business. The regular order of business at the meeting of the Board of Directors shall be as follows:

1. Reading and disposal of any unapproved minutes.
2. Reports of officers.

3. Unfinished business.
4. New business.
5. Adjournment.

Section 11. Committees. The Board of Directors then in office may create one or more committees of the Board of Directors and appoint members of the Board of Directors to serve on them. Each committee must have two or more members. To the extent specified by the Board of Directors, between meetings of the Board of Directors and subject to such limitations as may be required by law, the Corporation's Articles of Incorporation, these bylaws or imposed by resolution of the Board of Directors, such committees may exercise all of the authority of the Board of Directors in the management of the Corporation. The creation of, delegation of authority to or action by a committee shall not alone constitute compliance by a Director with the standards of conduct prescribed by the South Carolina Business Nonprofit Corporation Act of 1994.

Meetings of the committees may be held at any time on call of the Chairman of the Board or of any member of the committee. A majority of the members of the committee shall constitute a quorum for all meetings. Committees shall keep minutes of their proceedings and submit them to the next succeeding meeting of the Board of Directors for approval.

Section 12. Compensation. The Board of Directors shall serve without compensation. The Board of Directors may authorize the payment of, or reimbursement for, all expenses of each Director related to such Director's attendance at meetings.

Section 13. Removal. A Director may be removed by the Housing Authority of Myrtle Beach with or without cause.

ARTICLE VI

OFFICERS

Section 1. (a) General. The officers of the Corporation shall be vested with authority to administer and implement duties, responsibilities and directives in conformity with their respective offices in furtherance of the purposes set forth in the bylaws and the Corporation's Articles of Incorporation.

(b) Number. The officers of the Corporation shall consist of a Chairman, a Treasurer, a Secretary and such other officers and assistant officers as the Board of Directors shall deem necessary or desirable. Any two or more offices may be held by the same person, and an officer may act in more than one capacity where action of two or more officers is required. An officer may also be a Director of the Corporation.

Section 2. Appointment of Officers. The officers of the Corporation shall be appointed annually by the Board of Directors at the annual meeting of the Board of Directors or at such time or times as the Board of Directors shall determine.

Section 3. Removal. Any officer or agent (regardless of how elected or appointed) may be removed by the Board of Directors at any time with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by a person designated by the Board of Directors.

Section 5. Chairman. The Chairman shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and

control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of Directors. He may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; (e) authenticate records of the Corporation when such authentication is required; and (f) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chairman or the Board of Directors.

Section 7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VIII of these bylaws; and (b) in general perform all of the

duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or the Board of Directors.

Section 8. Compensation. The compensation of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving compensation by reason of the fact that he is also a Director of the Corporation.

Section 9. Bonds. Any or all officers and agents shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instruments in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. Except for loans which are incurred in the ordinary course of business, no loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by the Chairman or by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors or the Chairman may select.

ARTICLE VIII INDEMNIFICATION

Section 1. Authority. The Corporation shall, to the fullest extent permitted by the South Carolina Business Nonprofit Corporation Act of 1994, indemnify all persons whom it may indemnify pursuant thereto so long as such persons have conducted themselves in good faith and reasonably believed their conduct not to be opposed to the Corporation's best interests.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by him in that capacity or arising from his status as such, whether or not the Corporation would have the power to indemnify him against the same liability under Sections 33-31-851 and 33-31-852 of the South Carolina Nonprofit Corporation Act of 1994.

ARTICLE IX AMENDMENTS

Section 1. Amendment. These bylaws may be amended or repealed and new bylaws may be adopted by a majority vote of the Directors in office at the time of the amendment or repeal and adoption of new bylaws; provided nevertheless, any such action shall not be effective until approved by the Housing Authority of Myrtle Beach.

Section 2. Notice of Amendment. Any notice of a meeting of the Board of Directors at which these bylaws are to be amended or repealed, or new bylaws adopted, must be given at least seven days previously thereto. The notice also must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by a majority of the Directors in office at the time the amendment is adopted.

ARTICLE X REGULATION

The regulation of the business and conduct of the affairs of the Corporation shall conform to federal and state income tax laws and any other applicable federal and state law, and such regulation shall be determined by these bylaws, as they may be amended from time to time. In the interpretation of these bylaws, wherever reference is made to the United States Code (U.S.C.), the Internal Revenue Code, the South Carolina Code or any other statute, or to any section thereof, such reference shall be construed to mean such Code, statute or section thereof, and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws covering equivalent subject matter.

ARTICLE XI SEAL

The Corporation may have a corporate seal as determined by the Board of Directors, including an inscription thereon of the name of the Corporation, the year of its incorporation, and the name of South Carolina pursuant to the laws of which the Corporation was organized.

ARTICLE XII DISSOLUTION

Section 1. Dissolution. The Corporation may be dissolved and its business and affairs terminated upon a vote of a majority of the Directors in office at the time the dissolution is approved at a meeting of which written notice mailed to each Director shall be given at least seven days previously thereto. The notice also must state that the purpose or one of the purposes, of the meeting is to consider dissolution of the Corporation and contain or be accompanied by a copy or summary of the plan of dissolution. After dissolution is approved, Articles of Dissolution shall be filed with the Secretary of State.

Section 2. Distribution of Assets. Upon dissolution of the Corporation and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed in conformity with these bylaws and for the purposes set forth herein and in the Corporation's Articles of Incorporation. All remaining assets of the Corporation shall be turned over and distributed to the Housing Authority of Myrtle Beach, its successor or assign as long as such organization is exempt organizations described in Sections 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law. Otherwise the assets of the Corporation shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c) of the Internal Revenue Code or corresponding sections of any prior or future law, as determined by the Board of Directors.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each calendar year, unless otherwise determined by the Board of Directors.

**ARTICLE XIV
WAIVER OF NOTICE**

Except as otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of the South Carolina Code, or under the provisions of the Articles of Incorporation or bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the Corporation for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.

**ARTICLE XV
MISCELLANEOUS**

Any male noun or pronoun that may appear in these bylaws shall be understood to refer to persons of either sex.

I certify that these By-Laws of the Corporation were duly adopted by the Board of Directors of the Corporation.

Dated: 5/12/08

Anne Tattrell, Secretary

APPROVED:

John Star, Chairman