

**BY-LAWS OF
ST. JAMES SERVICE CLUB, INC.**

ARTICLE I

Offices

The initial principal office of the St. James Service Club, Inc. ("Service Club") in the State of North Carolina shall be located in the town of St. James at St. James Plantation, Southport, North Carolina. The Service Club may have such other offices, either within or without the State of North Carolina, as the Board of Directors may determine or as the affairs of the Service Club may require from time to time.

The Service Club shall have and continuously maintain in the State of North Carolina a registered office and a registered agent whose office is identical with such registered office as required by the North Carolina Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of North Carolina, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Members

Section 1: Classes of Members

The Service Club shall have one (1) class of members. The qualifications and rights of the members of such class shall be as follows:

Members shall be those individuals who apply for membership in the Service Club by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Board of Directors.

Section 2: Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3: Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

Section 4: Resignation

Any member may resign by filing a written resignation with the Secretary.

Section 5: Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6: Transfer of Membership

Membership in this Service Club is not transferable or assignable.

ARTICLE III

Meetings of Members

Section 1: Annual Meeting

An annual meeting of the members shall be held on the second Wednesday in November, at the hour of 10:00 a.m. for the purpose of electing the President, Vice President, Secretary and Treasurer both as Officers and as Directors constituting the Board of Directors of the Service Club, and for the transaction of such other business as may come before the meeting. Beginning in 2014, the business year of the Service Club is being changed from January through December to July through June. For the year 2012, the Annual Meeting will be held in November. However, the 2013 elected Board of Directors will serve for a term of 18 months, i.e. from January 2013 through June 2014 for this one time. The 2014 Annual Meeting will be held in May 2014, with the new officers beginning on July 2014.

If the day fixed for the annual meeting shall be a legal holiday in the State of North Carolina, such meeting shall be held on the next succeeding business day. If the election of Officers and Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be scheduled.

Section 2: Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3: Place of Meeting

The Board of Directors may designate any place, either within or without the State of North Carolina, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Service Club in the State of North Carolina but if all of the members shall meet at any time and place, either within or without the State of North Carolina, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4: Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, e-mail or electronic posting, to each member entitled to vote at such meeting, not less than ten nor more than sixty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at the member's address as it appears on the records of the Service Club, the postage thereon prepaid. When sent electronically, the notice of a meeting shall be deemed to be delivered when it is sent to the electronic address provided by the member to the Secretary upon payment of membership dues.

Section 5: Action by Members Without a Meeting

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, including an electronic message, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6: Quorum

The members holding one-tenth (1/10) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7: Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of execution, unless otherwise provided in the proxy.

Section 8: Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

Section 9: Voting by Mail

Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail or electronically in such manner as the Board of Directors shall determine, provided any ballot submitted electronically contains information for a determination that it was authorized by the member or the member's proxy.

ARTICLE IV

Board of Directors

Section 1: General Powers

The affairs of the Service Club shall be managed by its Board of Directors. Directors must be members of the Service Club.

Section 2: Number, Tenure and Qualifications

The officers of the Service Club annually elected by the members shall be the Directors. Each Director shall hold office for the calendar year following election at the annual meeting of members and until that Director's successor shall have been elected and qualified at the next annual meeting of the members. No person shall serve more than four consecutive annual terms as a Director.

Beginning in 2014, the business year of the Service Club is being changed from January through December to July through June. For the year 2012, the Annual Meeting will be held in November. However, the 2013 elected Board of Directors will serve for a term of 18 months, i.e. from January 2013 through June 2014 for this one time. The 2014 Annual Meeting will be held in May 2014, with the new officers beginning on July 2014.

Section 3: Regular Meetings

A regular annual meeting of the Board of Directors shall be held, without other notice than this by-law, at the beginning of the business year following election at the annual meeting of members at a time and place designated by the President. The Board of Directors may provide by resolution the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of North Carolina, as the place for holding any special meeting of the Board.

Section 5: Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or electronic mail at the mail or electronic address as shown by the records of the Service Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when it is sent to the electronic address provided by the member to the Secretary. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said 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 a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8: Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number 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. A Director elected to fill a vacancy shall be elected for the unexpired portion of the term.

Section 9: Compensation

Directors as such shall not receive any stated salaries for their services.

Section 10: Action by Directors Without a Meeting

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and included in the minutes or filed with the corporate records reflecting the action taken. Such consent to action without a meeting may be in electronic form and delivered by electronic means.

ARTICLE V

Officers

Section 1: Officers

The officers of the Service Club shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President, Vice President, Secretary, and Treasurer.

Section 2: Election and Term of Office

The officers of the Service Club shall be elected annually by the members at the regular annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board of Directors, but such new officer shall not become a Director until and unless elected by the members. Each officer shall hold office for the calendar year following election at the annual meeting of members and until that officer's successor shall have been elected and qualified at the next annual meeting of the members. No person shall serve more than four consecutive annual terms in any combination of Officer Positions.

Because the Service Club is changing its business year from January through December to July through June effective in 2014, the term of office for the 2013 Board of Directors, for this one time, is changed from a term of 12 months to 18 months. The Board of Directors term will return to a 12 month period for the 2014 Board of Directors.

Section 3: Removal

Any officer elected by the members or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Service Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: President

The President shall be the principal executive officer of the Service Club and shall in general supervise and control all of the business and affairs of the Service Club. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Service Club authorized by the Board of Directors, 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 by-laws or by statute to some other officer or agent of the Service Club ; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Service Club; receive and give receipts for moneys due and payable to the Service Club from any source whatsoever, and deposit all such moneys in the name of the Service Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each

member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9: Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

Committees

Section 1: Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Service Club, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or officer of the Service Club; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Service Club; authorizing the voluntary dissolution of the Service Club or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Service Club; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the individual Director by law.

Section 2: Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Service Club may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Service Club, and the President of the Service Club shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Service Club shall be served by such removal.

Section 3: Term of Office

Each member of a committee shall continue as such until the end of the calendar year in which appointed and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Because the Service Club is changing its business year from January through December to July through June effective in 2014, the term of office for the 2013 Executive Committee, for this one time, is changed from a term of 12 months to 18 months. The Executive Committee members' term will return to a 12 month period in July 2014. Executive Committee members appointed in 2013 will be authorized to serve for a term of 18 months with the option to serve an additional 12 month term.

Section 4: Chairperson

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: Rules

Committees of Directors and their members are subject to the same rules which govern meetings, action without meeting, notice and waiver of notice, quorum and voting requirements applicable to Boards and Directors. For other committees, each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits, and Funds

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Service Club, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Service Club, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Service Club, shall be signed by such officer or officers, agent or agents of the Service Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Service Club.

Section 3: Deposits

All funds of the Service Club shall be deposited from time to time to the credit of the Service Club in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept on behalf of the Service Club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Service Club.

ARTICLE VIII

Books and Records

The Service Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Service Club may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

Business Year

The business year of the Service Club shall begin on January 1 and end on December 31 in each year. Beginning 2014, the business year of the Service Club will begin on July 1 and end on June 30.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the by-laws of the Service Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Amendments to By-laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

ARTICLE XII

Adoption of By-laws

The foregoing Initial By-laws of this Service Club are hereby adopted by the undersigned, being all the Directors of such Service Club named in the Articles of Incorporation on August 5, 2002.

Dana Erbe
Karen Anderson
Dawn Hazlett
Barbara Walker

ARTICLE XIII

Amendment of By-laws

The foregoing amended By-laws of this Service Club are hereby adopted by the undersigned, being all the Directors of such Service Club on August 8, 2007.

Patricia Powderly-Accordino

Elizabeth A. Lewis

Frances K. Martin

Deborah A. Parker

ARTICLE XIV

The foregoing amended By-laws of this Service Club are hereby adopted by the undersigned, being all the Directors of such Service Club on January 3, 2008.

Elizabeth A. Lewis

Michelle Rose Keenan

Frances K. Martin

Deborah A. Parker

ARTICLE XV

The foregoing amended By-laws of this Service Club are hereby adopted by the undersigned, being all the Directors of such Service Club on November 17, 2009.

Deborah A. Parker

Mary Page

Frances K. Martin

Mary Jane Corn

ARTICLE XVI

The foregoing amended By-laws of this Service Club are hereby adopted by the undersigned, being all the Directors of such Service Club on September 3, 2012.

Susan Flynn

Carol Szot

Patricia Campagnone

Debora Lipsen