

**BYLAWS OF
MOSSY POND HUNTING CLUB, INC.**

Article I

Corporate Office

The office and principal place of business of the corporation shall be located at 825 Main Street, Blackshear, Georgia 31516.

Article II

Members

The Corporation shall not have members as "member" is defined in the Georgia Non-Profit Corporation Code. However, the Corporation will extend hunting privileges to individuals who may be referred to as "members" from time to time. No person, whether referred to as a "member" or not, shall have the right or privilege to vote in the election of directors or otherwise to participate in the governance of the Corporation.

Article III

Board of Directors

Section One. General Powers. Subject to the limitations of the articles of incorporation, these bylaws, and the Georgia Non-Profit Corporation Code, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board.

Section Two. Number, Tenure, Qualifications, and Election. The board of directors shall consist of no more than ten persons. The number of directors may be increased or decreased from time to time by amendment to these bylaws. The initial board of directors shall be determined by the Incorporator(s). Each director on the initial board of directors shall serve either a one, two or three year term as determined by the Incorporator(s). All subsequent director terms shall be for three years.

Election of directors shall be by majority vote of the existing board of directors at a time and place called by the board of directors.

Each director shall serve for his or her duly appointed term or until his or her successor has been elected and qualified, whichever occurs first.

Section Three. Meetings.

(a) Regular meetings of the board of directors shall be held at such times as shall be fixed from time to time by resolution of the board.

(b) Special meetings of the board may be called at any time by the President or a majority of the board of directors.

(c) Notice need not be given of regular meetings of the board, nor need notice be given of adjourned meetings. Notice of special meetings shall be in writing delivered in person or by first-class mail at least five days prior to the date of the meeting. Neither the business to be transacted at nor the purpose of any such meeting need be specified in the notice. Attendance of a director at a meeting shall constitute a waiver of notice and a waiver of all objection to the place, time, and manner of calling the same, except where the director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

(d) Members of the board may participate in a meeting of the board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section Four. Quorum and Voting. A majority of directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of directors present at a meeting at which a quorum is present shall constitute the acts of the board of directors. If, at any meeting of the board of directors, less than a quorum is present, a majority of those present may adjourn the meeting, from time to time, until a quorum is present. In the event vacancies exist on the board of directors, the remaining directors, although less than a quorum, may elect a successor or successors for the unexpired term or terms by a majority vote.

Section Five. Vacancies.

(a) A vacancy in the board of directors shall exist on the happening of any of the following events:

(1) A director dies, resigns, or is removed from office;

(2) The authorized number of directors is increased without the simultaneous election of a director or directors to fill the newly authorized position;

(3) The board of directors declares vacant the office of a director who has been adjudicated of unsound mind or has been finally convicted of a felony

or who, within five days after notice of his or her election to the board, neither accepts the office in writing nor attends a meeting of the board of directors.

(4) A director fails to attend five consecutive director meetings and the director has not gotten authorization or approval from the board of which excuse the absences.

(b) A reduction in the authorized number of directors does not remove any director from office prior to the expiration of his or her term of office.

(c) A vacancy in the board of directors, except a vacancy occurring by the removal of a director, may be filled by the vote of a majority of the remaining directors, even though less than a quorum is present. Each director so elected shall hold office for the unexpired term of his or her predecessor in office.

Section Six. Removal.

(a) At any regular meeting of directors, or at any special meeting called for such a purpose, any director or directors may be removed from office, with or without cause, by the affirmative vote of the majority of the other directors then entitled to vote at an election of directors, except that no director shall be removed at a meeting unless written notice is given to each director stating that a purpose of the meeting is to vote upon removal of one or more directors named in the notice, and then only the named director or directors may be removed at such meeting.

(b) New directors may be elected for the unexpired terms of directors removed from office at the same meetings at which removals are voted.

Section Seven. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. Indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section Eight. Committees.

(a) A majority of the directors may, by resolution, create one or more committees and appoint members of the board to serve on any one or more of such committees. Each committee shall have at least two members who shall serve at the pleasure of the board. A majority of any committee shall constitute a quorum and a majority of a quorum is necessary for committee action. Each committee, to the extent provided by the board in a resolution, shall have and exercise all of the authority of the board of directors in the management of the corporation, except that a committee may not authorize distributions; approve or recommend to members any act required by statute to be approved by members; fill vacancies on the board or on any of its committees; elect or remove officers or fix the compensation of any member of the committee; adopt, amend, or repeal the bylaws; or amend, alter, repeal, or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered, or repealed by action of a committee. Vacancies in the membership of any committee shall be filled by the board of directors.

(b) Any committee shall keep a written record of its proceedings and shall submit the record to the whole board at each regular meeting and at such other times as may be requested by the board. However, failure to submit such a record, or failure of the board to approve any action indicated in the record shall not invalidate such action to the extent it has been carried out by the corporation prior to the time the record was or should have been submitted to the board as provided in these bylaws. A committee may act by unanimous consent in writing without a meeting and, subject to action by the board of directors, each committee, by a majority vote of its members, shall determine the time and place of meetings and the required notice.

Section Nine. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with a person acting as the secretary at the meeting before adjournment of the meeting or forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a director who voted in favor of such action.

Article IV

Officers

Section One. Enumeration of Offices. The corporation shall have as officers a president, a secretary, and a treasurer. The board of directors, in its discretion, may appoint a chairman of the board, one or more additional

vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and other officers as the business of the corporation may require.

Section Two. Election and Term of Office. The principal officers of the corporation shall be appointed by the Incorporator, but if the Incorporator fails to appoint principal officers they shall be elected by the board of directors at its organizational meeting or as soon thereafter as is reasonably possible. Subordinate officers may be elected from time to time as the board may see fit. Each officer shall hold office until his or her successor is elected and qualified, or until his or her resignation, death, or removal.

Section Three. Removal. Any officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the board of directors. Removal shall be without prejudice to any contract rights of the officer removed.

Section Four. Vacancies. Vacancies in offices, however occasioned, may be filled by election by the board of directors at any time for the unexpired terms of such offices.

Section Five. President; Powers and Duties. Subject to any supervisory duties that may be given by the board of directors to any chairman of the board, the president shall be the principle executive officer of the corporation. Subject to the control of the board of directors, the president shall supervise and direct generally all the business and affairs of the corporation. The president shall preside at all meetings of members at which he or she is present. In the absence of the chairman of the board, or if there is no such chairman, the president shall preside at all meetings of the board of directors at which he or she is present. The president may sign, with the secretary or any other officer of the corporation so authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized for execution, except when the signing and execution has been expressly delegated by the board of directors to some other officer or agent of the corporation or is required by law to be otherwise signed or executed. The president shall also make reports to the board of directors and members and in general shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Section Six. Vice-President; Powers and Duties. In the absence of the president of the corporation or in the event of his or her death or inability or refusal to act, the vice-president shall perform the duties of the president and, when so acting, shall act with all of the powers of and be subject to all the restrictions on the president. In the event more than one vice-president is elected, the vice-presidents shall serve in the capacity of the president in the order designated at the time of their election, or, in the absence of any such designation, in the order of their election. The vice-president or vice-presidents

shall also perform such other duties as may be assigned, from time to time, by the president or the board of directors.

Section Seven. Treasurer; Powers and Duties. The treasurer of the corporation shall have the following powers and duties:

(a) To be custodian and take charge of and be responsible for all funds and securities of the corporation;

(b) To receive and give receipts for money due and paid to the corporation from any source whatsoever;

(c) To deposit all monies paid to the corporation in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws;

(d) To perform all of the duties incidental to the office of treasurer and such other duties as may be assigned to the treasurer, from time to time, by the president or the board of directors;

(e) To give a bond for faithful discharge of his or her duties when required to do so by the board of directors.

Section Eight. Secretary; Powers and Duties. The secretary of the corporation shall have the following powers and duties:

(a) To keep the minutes for the meetings of members and of the board of directors, in one or more books provided for that purpose;

(b) To see that all notices are duly given, in accordance with these bylaws or as required by law;

(c) To be custodian of the corporate records and the seal of the corporation;

(d) To see that the seal of the corporation is affixed to all documents duly authorized for execution under seal on behalf of the corporation;

(e) To certify the bylaws, resolutions of the members and board of directors and committees, and other documents of the corporation as true and correct copies;

(f) To perform all duties incidental to the office of secretary and such other duties as may be assigned to the secretary, from time to time, by the president or the board of directors.

Section Nine. Subordinate Officers. Other subordinate officers, including without limitation an assistant treasurer or treasurers and an assistant secretary or secretaries may be appointed by the board of directors from time to time, and shall exercise powers and perform duties as may be delegated to them by the resolutions appointing them, or by subsequent resolutions adopted by the board of directors from time to time.

Section Ten. Absence or Disability of Officers. In the case of the absence or disability of any officer of the corporation and of any person authorized to act in his or her place during such absence or disability, the board of directors may be resolution delegate the powers and duties of that officer to any other officer, or to any director, or to any other person whom it may select.

Article V

Corporate Actions

Section One. Contracts. The board of directors may authorize any officer or officers, or any agent or agents of the corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section Two. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money by or to the corporation, and all notes and other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section Three. Bank 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 depositories as the board of directors may select.

Article VI

Miscellaneous

Section One. Reports. The board of directors shall cause an annual report to be prepared and sent to the board of directors of the corporation, not later than four months after the close of the fiscal year of the corporation. This report shall include a balance sheet as of the close of the fiscal year of the corporation. The financial statements shall be prepared from and in accordance with the books of the corporation, in conformity with generally accepted accounting principles applied on a consistent basis, and shall be certified by an independent certified public accountant.

Section Two. Inspection of Corporate Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of all meetings of members and directors.

Section Three. Inspection of Articles of Incorporation and Bylaws. The original or a copy of the articles of incorporation and bylaws of the corporation, as amended or otherwise altered to date, and certified by the secretary of the corporation shall, at all times, be kept at the office of the Corporation or such other place as designated by resolution of the board of directors. Such articles and bylaws shall be open to inspection by all members of record at all reasonable times during the business hours of the corporation.

Section Four. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section Five. Corporate Seal. The board of directors shall adopt an official seal for the corporation, which shall be circular in form and be inscribed with the name of the corporation, and the words "Incorporated in Georgia" and "Corporate Seal." The corporate seal may be altered by the board of directors at the pleasure of a majority of the board.

Article VII

Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the board of directors at a regular or special meeting of the members at which a quorum is present and at which notice of the proposed bylaw amendment has been provided to each director on the board of directors at least five days prior to the meeting.

Certified this 31st day of May, 2011 to be a true and accurate copy of the Bylaws of the Corporation.



James L. Roberts, IV, Secretary