

right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member.

13. Whenever the vote of members at a meeting is required or permitted by any provisions of statutes or of the Articles of Incorporation or of these by-laws to be taken in connection with any corporation action, the meeting and the vote of members may be dispensed with, if all the members who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such corporation action being taken.

#### DIRECTORS

14. The number of directors which shall constitute the whole board shall be not less than three nor more than five. The initial board of directors and the manner of filling vacancies of the initial board of directors shall be as set forth in Article VII of the Articles of Incorporation of the corporation and they shall serve as provided for therein until the first annual meeting of the members in 1978 or until their respective successors are chosen and shall qualify. The directors shall be elected at the annual meeting of the members, and each director shall be elected to serve until the next annual meeting of the members and/or until his successor shall be elected and shall qualify. Directors must be members or nominees of corporate members, except as otherwise provided for in the Articles of Incorporation.

15. The directors may hold their meetings and keep the books of the corporation at the office of the corporation in Greenville, South Carolina, or at such other place within Greenville County, South Carolina, as they may from time to time determine.

16. If the office of one or more directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred. Vacancies in the initial board of directors shall be filled as provided for in the Articles of Incorporation.

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