IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF PANTHER CREEK OWNERS ASSOCIATION, INC., BY NATHAN EVANS, MEGAN EVANS, MARVIN COX, SANDY DICKENS, STAN DICKENS, KEVIN KANTOR, LEE ANN KANTOR, JOHN LESTER, SHEILA LESTER, KELSEY RUSHING, DIANNE SWITZER, JACK SWITZER, AND JOHN WOOD **PETITIONERS**

FILED
MADISON COUNTY
OCT 15 2021
RONNY LOTT, CHANCERY CLERK
BY Kim Sievers D.C.

CAUSE NO. 2021-1004B

PETITION TO HOLD SPECIAL MEETING OF THE MEMBERS OF THE PANTHER CREEK OWNERS ASSOCIATION, INC.

Nathan Evans, Megan Evans, Marvin Cox, Sandy Dickens, Stan Dickens, Kevin Kantor, Lee Ann Kantor, John Lester, Sheila Lester, Kelsey Rushing, Dianne Switzer, Jack Switzer, and John Wood bring this statutory action under MISS. CODE. ANN. § 79-11-131, petitioning this Honorable Court to order a meeting be called so that the Panther Creek Owners Association, Inc. ("PCOA") members may elect a board of directors and transact other business pursuant to its authority, showing the Court as follows:

INTRODUCTION

1. On September 30, 2021, all members of PCOA's board of directors announced their resignation by email sent to residents of the Panther Creek subdivision. *See* 09/30/2021 Email, **Exhibit "A"** attached. As a result, the residents of Panther Creek have no duly established board for governance of the homeowner's association.

STATUTORY FRAMEWORK

2. The statute provides for relief when it is otherwise impossible to call a meeting:

> **If for any reason it is impractical or impossible for any corporation to call or conduct a meeting of its members**, delegates or directors, or otherwise obtain their consent, in the manner prescribed by its articles, bylaws or Section 79-11-101 et seq., then **upon petition of a** director, officer, delegate, **member** or the Attorney General, the chancery court of the county where the corporation's principal office is

> located … may order that such a meeting be called or that a written ballot or other form of obtaining the vote of members, delegates or directors be authorized in such a manner as the court finds fair and equitable under the circumstances.

MISS. CODE ANN. § 79-11-131 (emphasis added).

PARTIES

3. All Petitioners reside in Madison County, Mississippi and are members of the PCOA.

4. The PCOA is a Mississippi non-profit corporation incorporated on or about August 5, 1999 by the filing of Articles of Incorporation with the Mississippi Secretary of State. The PCOA may be served through its Registered Agent, Samuel S. Goza, at 1062 Highland Colony Parkway, 200 Concourse, Suite 200, Ridgeland, MS 39157; or upon such other authorized officers or agents pursuant to Miss. Code Ann. § 79-35-13, as amended.

JURISDICTION AND VENUE

5. This Court has jurisdiction over the subject matter of the claims asserted herein and personal jurisdiction over all parties hereto by virtue of the terms of Article 6, §159 of the Constitution of the State of Mississippi of 1879, as amended, and pursuant to MISS. CODE. ANN. § 79-11-101, *et seq.*, the "Mississippi Nonprofit Corporation Act."

6. Venue is proper in Madison County, Mississippi, as Panther Creek neighborhood is located in Madison County, Mississippi, the PCOA has historically met and conducted meetings in Madison County, and, on information and belief, the books, records, and files are kept in Madison County.

STATEMENT OF FACTS

7. On September 30, 2021, an email was sent from the Panther Creek board email address, announcing the immediate resignations of three of the current four members of the

PCOA Board of Directors, effective September 29, 2021. *See* 09/30/2021 Email, **Exhibit "A"** attached. The fourth board member, Colleen Wise, also announced her intent to resign. Further, upon request for records, the PCOA has never provided any information showing that Colleen Wise was ever elected or otherwise properly appointed to the PCOA board in the first place. On information and belief, Colleen Wise is attempting to appoint and/or create some form of written member solicitation ballot to form a new board to replace herself and the three other members of the board that resigned.

8. The PCOA's Articles of Incorporation require at least three duly elected or duly appointed members on the board in order to conduct corporate business. Since there is currently only one member on the board, and arguably no duly elected or appointed board members, the PCOA cannot function and a special meeting of the members for the election of a new board of directors is required.

9. The current and past board was not duly appointed nor elected, at least as far back as July 18, 2019, when Sam and Cheryl Carruth resigned from the board, leaving three purported directors: Colleen Wise, Barbara Hicks, and Mike Barnes *See* resignation announcement email, **Exhibit "B"** attached. However, Colleen Wise was not elected at the 2019 annual membership meeting held on April 6, 2019, nor do the corporate meeting minutes from April 2019 to present contain any mention of, much less any board vote on, the appointment of Colleen Wise to the board, nor her election as president of the board. Therefore, when Sam and Cheryl Carruth resigned, there were only at most, two board members remaining, and therefore effectively no board of directors for the PCOA since at least July 18, 2019.

10. The board did not call another annual meeting until August 28, 2021, almost

twenty-nine months after the previous annual meeting. The 51% quorum requirement of the current by-laws was not met at the 2021 annual meeting. *See* By-Laws, **Exhibit "C"** attached. Less than one-third of the membership attended the meeting. However, the board attorney present made a suggestion during the meeting and prompted a previous board president to move to "suspend the rules" and hold a non-ballot voice vote to unduly "re-elect" the entire sitting board in one fell swoop.

11. With no duly elected or duly appointed board currently in place, it is impossible for a special meeting of the PCOA members to be called. The current by-laws do not provide a mechanism for members to call a meeting without involving the board of directors, and the only other statutory mechanism the members could use outside of this Honorable Court requires delivery of written demands to an officer; and currently, no officers exist. Since there is effectively no board of directors, the only avenue to legally call a meeting to elect a board of directors is through the chancery court of the county where the corporation's principal office is located. MISS. CODE. ANN. § 79-11-131.

Prayer for Relief

12. Petitioners respectfully request this Honorable Court order that a meeting of the PCOA's members be called and provide for a method of notice reasonably designed to give actual notice to all members of the PCOA of the time and date of the meeting.

13. Petitioners respectfully request this Honorable Court waive any requirements as to the quorums and percentage of votes needed for approval that would otherwise be imposed by statute or the PCOA's articles, covenants, and by-laws.

14. Petitioners respectfully request this Honorable Court to limit the subject matter of the meeting to the election of a new Board of Directors for the PCOA.

15. Notice of this Petition has been given to the Mississippi Attorney General pursuant to MISS. CODE. ANN. § 79-11-133.

WHEREFORE, premises considered, Petitioners respectfully request this Court to order a meeting of the Panther Creek Owner's Association, Inc. so that a Board of Directors may be duly elected.

THIS, the 15th day of October, 2021.

Respectfully submitted,

NATHAN EVANS, MEGAN EVANS, MARVIN COX, SANDY DICKENS, STAN DICKENS, KEVIN KANTOR, LEE ANN KANTOR, JOHN LESTER, SHEILA LESTER, KELSEY RUSHING, DIANNE SWITZER, JACK SWITZER, AND JOHN WOOD

By: John P. Martin
John P. Martin, their attorney

John P. Martin (MSB #103898)
MARTIN LAW, PLLC
141 West Peace Street
Canton, MS 39046
(601) 667-4746 (direct)
jmartin@johnpmartinlaw.com
Attorney for Petitioners

AFFIDAVIT OF NATHAN EVANS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Nathan Evans, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Nathan Evans, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

NATHAN EVANS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of October, 2021.

NOTARY PUBLIC

STATE OF MISSISSIPPI
NOTARY PUBLIC
ID # 168568
JOHN PRINCE MARTIN
Commission Expires
Oct. 22, 2023
MADISON COUNTY

My commission expires:

AFFIDAVIT OF MEGAN EVANS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Megan Evans, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Megan Evans, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

Megan Evans
MEGAN EVANS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 15th day of October, 2021.

John P. Martin
NOTARY PUBLIC

STATE OF MISSISSIPPI
NOTARY PUBLIC
ID # 158598
JOHN PRINCE MARTIN
Commission Expires
Oct. 22, 2023
MADISON COUNTY

My commission expires:
___

AFFIDAVIT OF MARVIN COX

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Marvin Cox, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Marvin Cox, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

Marvin Cox

MARVIN COX

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12 day of October, 2021.

STATE OF MISSISSIPPI
ANDREAU C. BROWN
ID No. 292827
Com. Exp. 09-14-2025
NOTARY PUBLIC
MADISON COUNTY

Andreau C. Brown

NOTARY PUBLIC

My commission expires:

9/14/2025

AFFIDAVIT OF SANDY DICKENS

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Sandy Dickens, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Sandy Dickens, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

SANDY DICKENS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12 day of October, 2021.

STATE OF MISSISSIPPI
DARQUITA BURRELL
NOTARY PUBLIC
ID No. 118346
Commission Expires
January 4, 2025
HINDS COUNTY

NOTARY PUBLIC

My commission expires:
1/4/25

AFFIDAVIT OF STAN DICKENS

STATE OF MISSISSIPPI

COUNTY OF HINDS

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Stan Dickens, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Stan Dickens, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

Stan Dickens

STAN DICKENS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of OCTOBER, 2021.

STATE OF MISSISSIPPI NOTARY PUBLIC ID # 108155 SHIRLEY M. ANDERSON Commission Expires March 5, 2022 HINDS COUNTY

Shirley M. Anderson

NOTARY PUBLIC

My commission expires:

March 5, 2022

AFFIDAVIT OF KEVIN KANTOR

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Kevin Kantor, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Kevin Kantor, and I am an adult resident of Madison County, Mississippi.

2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

KEVIN KANTOR

SWORN TO AND SUBSCRIBED BEFORE ME, this the 4 day of OCT, 2021.

Dianna L. Hudson
NOTARY PUBLIC

STATE OF MISSISSIPPI NOTARY PUBLIC ID # 109989 DIANNA L. HUDSON Commission Expires Aug. 27, 2022 MADISON COUNTY

My commission expires:

Aug 27, 2022

AFFIDAVIT OF LEE ANN KANTOR

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Lee Ann Kantor, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Lee Ann Kantor, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

Lee Ann Kantor

LEE ANN KANTOR

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of October, 2021.

Dianna L Hudson

NOTARY PUBLIC

My commission expires:

Aug 27, 2022

STATE OF MISSISSIPPI
NOTARY PUBLIC
ID # 109989
DIANNA L. HUDSON
Commission Expires
Aug. 27, 2022
MADISON COUNTY

AFFIDAVIT OF JOHN LESTER

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, John Lester, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is John Lester, and I am an adult resident of Madison County, Mississippi.

2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

STATE OF MISSISSIPPI BELINDA RUIZ NOTARY PUBLIC ID No. 113276 My Comm. Expires Aug. 14, 2023 MADISON COUNTY

JOHN LESTER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13 day of October, 2021.

Belinda Ruiz
NOTARY PUBLIC

My commission expires:
Aug 14, 2023

AFFIDAVIT OF SHEILA LESTER

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Sheila Lester, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Sheila Lester, and I am an adult resident of Madison County, Mississippi.

2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

STATE OF MISSISSIPPI
BELINDA RUIZ
NOTARY PUBLIC
ID No. 113276
My Comm. Expires
Aug. 14, 2023
MADISON COUNTY

Sheila Lester
SHEILA LESTER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13 day of October, 2021.

Belinda Ruiz
NOTARY PUBLIC

My commission expires:

Aug 14, 2023

AFFIDAVIT OF KELSEY RUSHING

STATE OF MISSISSIPPI

COUNTY OF Hinds

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Kelsey Rushing, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Kelsey Rushing, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

KELSEY RUSHING

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of October, 2021.

Karen Kegley
NOTARY PUBLIC

My commission expires:

STATE OF MISSISSIPPI
NOTARY PUBLIC
ID # 23572
KAREN KEGLEY
Commission Expires
Oct. 20, 2021
HINDS COUNTY

AFFIDAVIT OF DIANNE SWITZER

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Dianne Switzer, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Dianne Switzer, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

Dianne Switzer
DIANNE SWITZER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12 day of October, 2021.

Teresa M. Semore
NOTARY PUBLIC

My commission expires:

05/05/2023

STATE OF MISSISSIPPI NOTARY PUBLIC ID # 127703 TERESA M. SEMORE Commission Expires May 5, 2023 MADISON COUNTY

AFFIDAVIT OF JACK SWITZER

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Jack Switzer, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Jack Switzer, and I am an adult resident of Madison County, Mississippi.
2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

Jack Switzer
JACK SWITZER

SWORN TO AND SUBSCRIBED BEFORE ME, this the 11th day of October, 2021.

Tammie Elsen
NOTARY PUBLIC

My commission expires:
May 6, 2022

STATE OF MISSISSIPPI
NOTARY PUBLIC
ID # 112277
TAMMIE ELSEN
Commission Expires May 6, 2022
MADISON COUNTY

AFFIDAVIT OF JOHN WOOD

STATE OF MISSISSIPPI

COUNTY OF Madison

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, John Wood, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is John Wood, and I am an adult resident of Madison County, Mississippi.

2. I am a member of the Panther Creek Owners Association, Inc., and I aver that all statements and allegations in the Petition are true and correct to the best of my knowledge and belief.

FURTHER, AFFIANT SAYETH NOT.

JOHN WOOD

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13th day of October, 2021.

Thomas C Barnette
NOTARY PUBLIC

STATE OF MISSISSIPPI
THOMAS C BARNETTE
NOTARY PUBLIC
ID No. 72776
Comm. Expires
March 4, 2022
MADISON COUNTY

My commission expires:
March 4, 2022

EXHIBIT "A"

Gmail

Nathan Evans <ncevans23@gmail.com>

New Board members needed

Panther Creek <pcreekhoa@gmail.com> Thu, Sep 30, 2021 at 5:36 PM
Bcc: ncevans23@gmail.com

Please find the attached resignation letters. The HOA is in need of new Board members, if you wish to serve on the HOA Board please respond and the Board will be in contact with you.

Thank you,

--

Panther Creek HOA Board

PRIVILEGED NOTICE: This communication and any attachments may contain privileged information for the use of the designated recipients named above. If you are not the intended recipient, you are hereby notified that you have received this communication in error and that any review, disclosure, dissemination, distribution or copying of it or its contents is prohibited. If you have received this communication in error, please notify the sender immediately by email and destroy all copies of this communication and any attachments.

4 attachments

Colleen Wise resignation.pdf
37K

Mike Barnes Resignation from HOA Board.pdf
218K

Amy Wright Resignation from Panther Creek Board.pdf
54K

Deborah Henderson resign.pdf
222K

Colleen Wise
214 Deerwood Crossing
Canton, MS 39046
9/29/2021

To Panther Creek HOA Members

I will be resigning from the HOA Board. The Bylaws give the current Board the power to appoint a new member to the Board when a member of the Board leaves. The Board will be appointing someone in my place. I have enjoyed getting to know everyone in our beautiful neighborhood, and I have worked hard with the rest of the Board to be a good steward of HOA funds. I am proud of the hard work this entire Board has done to get fences fixed and painted, roads paved, security cameras upgraded, and many other improvements to the neighborhood.

I have enjoyed the many thank you's from the neighborhood, and I will treasure them. Unfortunately, because of one member of the association, I can no longer be a productive member of the Board. To move the neighborhood forward in the right direction, I must resign.

Thank you, it has been an honor serving with the current and past Board members that are genuinely transparent and have the integrity to do the right thing. I will stay on until the Board finds a replacement and files have been transferred over.

If there are any questions or clarifications needed, please do not hesitate to ask. I can be reached at 504-717-1102.

Sincerely,

Colleen Wise

Robert M. (Mike) Barnes
129 Lakeshire Parkway
Canton, MS 39046

To Panther Creek HOA Members:

I am writing to inform you of my decision to resign my position of the Panther Creek Homeowners' Association as Vice President, effective 9/29/2021.

I will be available to assist the Board during this transition period.

Thank you. It has been an honor working with past and present Board members.

Sincerely,

Mike Barnes

Amy Wright
354 Stout Rd
Madison, MS 39110
09/29/2021

Recipient Name: Panther Creek HOA Board and Members
Panther Creek HOA Board

Dear Members,

I am writing to inform you of my decision to resign my position on the Homeowners' Association Board as Secretary, effective 09/29/2021.

My line of work has taken me in a different direction, which I have been working hard to achieve for the past several months. My new position comes with added responsibilities that I need to prioritize. As a result, I will no longer have the time to focus on my duties as a board member of the association.

It was an honor to have been a part of the Homeowners' Association Board of Directors. During my time here, I have been able to accomplish many tasks that have benefitted the community. I am proud to have worked alongside the other board members, and I treasure the relationships we have formed as a team.

I am regretful that I must hand over my responsibilities during this time. However, I feel that this is the best decision for everyone involved. I will be available to assist the board during this transition period. You can count on me to interview or orient my replacement.

If there are any questions or clarifications, please do not hesitate to ask. You may contact me at 601-604-0066.

Best Regards,

Amy Wright
Panther Creek Board Secretary

Deborah Henderson
271 Lakeshire Parkway
Canton MS 39046

09/29/2021

Dear Panther Creek HOA Board and Members,

I am writing to inform you of my decision to resign my position on the Homeowners' Association Board as Treasurer, effective 09/29/2021.

I have enjoyed, for the most part, of being a part of this organization. I volunteered to join the board because my husband and I are planning to retire here and this is our 'forever' home and I wanted to give back to the neighborhood. I did not realize that there would be so much harassment from a certain neighbor and I don't see this ever coming to an end.

I am proud to be able to have been able to work with the current HOA board and wish them all the best in the future. I will continue to perform my duties as Treasurer until someone else can be appointed.

If you have any questions you can contact me at 601-209-8282.

Thank you,

Deborah Henderson
Panther Creek Board Treasurer

EXHIBIT "B"

Gmail

Nathan Evans <ncevans23@gmail.com>

Neighborhood update

Panther Creek <pcreekhoa@gmail.com> Thu, Jul 18, 2019 at 5:23 PM
Bcc: ncevans23@gmail.com

The following information is an update of the activities in our neighborhood:

- Cheryl and Sam Curruth have formally resigned from the Panther Creek HOA Board. We would like to thank them for their service for the past 4 years.

- The current HOA Board consists of Mike Barnes, Barbara Hicks and Colleen Wise. The Board will be soliciting new members to replace the members that resigned. For all homeowners that are interested in serving on the HOA Board we would like you to complete a questionnaire. The questionnaire will be sent in a separate email and should be completed and forwarded back to the Board as soon as possible.

- As stated previously, the HOA Board met with the Gluckstadt Fire Department and have marked all the fire hydrants with blue reflectors. If you have a fire hydrant in your yard and you have bushes around it, please groom your bushes so the fire hydrant can be visible to the firefighters.

- Street Signs
    - A street sign has been installed on Wrangler Way.
    - Speed limit signs will be installed inside the gates at Highway 22, Stout Road and Calhoun Station.
    - A "Dead End" sign will be installed at the corner of Lakeshire Circle at Lakeshire Cove.

We are waiting for 811 to mark utilities before the signs are installed. If you see utility flags on the right of way please do not remove them.

- Gate clickers are available for $35.00 each. Please email pcreekhoa@gmail.com if you would like to purchase one.

- C Spire is in the neighborhood and working on getting everyone installed. If you need pricing information or want to sign up please call Tim Temple at 601-278-4628.

- The HOA Board is working on a website for Panther Creek. Our goal is to have Panther Creek information available at the click of a button. We will let you know when it is up and running.

- Year 2019 assessments are now past due and a late fee has been assessed to homeowners that have not paid in full. On August 16th the HOA Board will provide a list of homeowners that are 120 days past due to the members of the association. Please pay your assessment before August 16th!

Thank you,

The Panther Creek HOA Board

EXHIBIT "C"

BY-LAWS OF PANTHER CREEK OWNERS ASSOCIATION, INC.

ARTICLE I. NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Name. The name of this corporation is Panther Creek Owners Association, Inc.

Section 2. Registered Office and Registered Agent. The address of the registered office of this corporation is 315 Tombigbee Street, Jackson, Mississippi. The name of the registered agent of this corporation is William C. Smith, Jr.

The registered office of this corporation required by the Mississippi Business Corporation Act to be maintained in the State of Mississippi may be, but need not be, identical with the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. SEAL AND FISCAL YEAR

Section 1. Seal. The seal of this corporation shall have inscribed on it the name of this corporation, and the words, "Corporate Seal".

Section 2. Fiscal Year. The fiscal year of this corporation shall begin January 1, and end on December 31 of each year.

ARTICLE III. MEMBERSHIP

Section 1. Members. Every person, group of persons, corporation, trust or other legal entity, or any combination thereof, which owns property within Panther Creek shall be a member of the Panther Creek Owners Association, Inc. ("Corporation").

Section 2. Place of Members Meetings. Meetings of the members shall be held at the

Copy To Bobbi
1/28/17 Lonnie

registered office of the corporation or at any other place (within or without the State of Mississippi) the Board of Directors or shareholders may from time to time select.

Section 2. **Annual Meeting**. An annual meeting of the members shall be held on the second Monday in January of each year at 6:00 p.m. and the members shall select a Board of Directors and transact other business. If an annual meeting has not been called and held within six (6) months after the time designated for it, any shareholder may call it.

Section 3. **Special Meetings**. Special meetings of the members may be called by the President, or by any member of the Board of Directors.

Section 4. **Notice of Meeting**. A written or printed notice of each member's meeting, stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes of the meeting, shall be given by the Secretary of the corporation or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be sent at least ten (10) days but no more than sixty (60) days before the date designated for the meeting to each member by United States mail or telegram, charges prepaid, to his address appearing on the books of the corporation.

Section 5. **Waiver of Notice**. A member, either before or after a member's meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Such waiver must be in writing, signed by the member and delivered to the corporation for inclusion in the minutes or filing with the corporate records. Attendance at a members' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objection to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 6. Voting Rights. Subject to the provisions of the laws of the State of Mississippi, each member of the corporation shall be entitled at each members' meeting to one (1) vote for every lot owned; but, transferees of lots that are transferred on the books of the corporation within ten days next preceding the date set for a meeting shall not be entitled to notice of, or to vote at the meeting.

Section 7. Proxies. A member is entitled to vote in person or by proxy executed in writing by the member or by his attorney in fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated in it.

Section 8. Quorum. The presence, in person or by proxy, of the members representing fifty percent (50%) or more of the members of the Association shall constitute a quorum at meetings of members. At a duly organized meeting, members present can continue to do business until adjournment even though enough members withdraw to leave less then a quorum.

Section 9. Adjournments. Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

Section 10. Informal Action by Members. Any action that may be taken at a meeting of members may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the members entitled to vote on the action and shall be filed in the minutes of the corporation. This consent shall have the same effect as a unanimous vote at a members' meeting. In the event the laws of the State of Mississippi require that notice of proposed action be given to nonvoting members and the action is to be taken by unanimous consent of the voting members, the corporation shall give all nonvoting members written notice of the proposed action at least ten (10) days before the action is taken. The notice shall contain or be accompanied by the same material that, under the laws of the State of Mississippi, would have been required to be sent to nonvoting members in a notice of a meeting at which the proposed action would have been submitted to the members for action.

ARTICLE IV.
THE BOARD OF DIRECTORS

Section 1. **General Powers**. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. **Number, Qualifications and Term of Office**. The number of directors of the corporation shall be no less than two (2) no more than ten (10). Except as set forth below, each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Section 3. **Vacancies**. Any vacancies occurring in the Board 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, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election of the Board of Directors for a term of office continuing only until the next election of directors by the members. The other members of the Board of Directors may declare vacant the office of a director who is convicted of a felony or who is declared of unsound mind by an order of court.

Section 4. **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 presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Section 5. Indemnification. The corporation shall indemnify every officer or director of the corporation against any and all expenses, including court costs and reasonable attorney fees, reasonably incurred by or imposed upon any officer or director in connection with any action suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors) to which he may be made a party by reason of being or having been an officer or director at the time such expenses are incurred. The officers and directors shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own willful misconduct or nonfeasance. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the corporation (except to the extent that such officers or directors may also be members of the corporation) and the corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein, shall not be exclusive of any other rights to which any officer or director, or former officer or director, may be entitled.

ARTICLE V.
MEETINGS OF THE BOARD

Section 1. Place of Meetings. The meetings of the Board of Directors may be held at the registered office of the corporation or at any place within or without the State of Mississippi that a majority of the Board of Directors may from time to time by resolution appoint.

Section 2. Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the members at the place that meeting has been held, to elect officers and consider other business.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held once each month without other notice than these By-Laws. The Board of Directors shall set the time and place for each regular meeting which shall be held without written notice.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any member of the Board. No particular form of notice is required.

Section 5. Notice of Meeting. Notice of the annual meeting of the Board of Directors need not be given. Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each director at least forty-eight (48) hours before the meeting. This notice may be given either personally or by sending a copy of the notice through the United States mail or by telegram, charges prepaid, to the address of each director appearing on the books of the corporation.

Section 6. Waiver of Notice. A director may waive in writing notice of a special meeting of the Board either before or after the meeting; and his waiver shall be deemed the equivalent of giving notice. The waiver must be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. Attendance of a director at a meeting shall constitute waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 7. Quorum. At meetings of the Board of Directors, a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the Board. The Board of Directors, by majority vote, may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. Adjournment. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted thereof, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 9. Informal Action by Directors. Any action that may be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the directors and shall be filed in the minutes of the corporation. This consent shall have the same effect as a unanimous vote at a director's meeting. Any action so taken shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE VI. OFFICERS, AGENTS AND EMPLOYEES

Section 1. Officers. The executive officers of the corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer or combined Secretary-Treasurer and the Board of Directors may decide not to elect a Vice-President. Such other officers, assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be elected by the Board or be appointed in a manner prescribed by the Board.

Two or more offices may be held by the same person. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided by in these By-Laws.

Section 2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is chosen and qualified.

Section 3. Salaries. The Board of Directors shall fix the salaries of the officers of the corporation. The salaries of other agents and employees of the corporation may be fixed by the Board of Directors or by an officer to whom that function has been delegated by the Board.

Section 4. Removal of Officers and Agents. An officer or agent of the corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interest of the corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. President: Powers and Duties. The President shall be the principal 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 members and of the Board of Directors. He may sign, for and in behalf of the corporation, certificates for shares of the corporation. He may sign for and in behalf of the corporation, deeds, notes, 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 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 President and such other duties as may be prescribed by the Board of Directors from time to time.

<u>**Section 6**</u>. <u>**Vice-President: Powers and Duties**</u>. During the absence and inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the acts under which this corporation is organized, the same shall be performed and exercised by the Vice-President; and when so acting, he shall have all the powers and be subject to all the responsibilities given to or imposed upon such President. He may sign, for and in behalf of the corporation, deeds, notes, 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 to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

<u>**Section 7**</u>. <u>**Secretary: Powers and Duties**</u>. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws 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 member which shall be furnished to the Secretary by such member; (e) sign with the President certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the

corporation; and (g) in general, perform all duties incident to the office of Secretary and such other duties as from to time may be assigned to him by the President or by the Board of Directors. He may sign, for and in behalf of the corporation, deeds, notes, 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 to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

Section 8. **Treasurer; Powers and Duties**. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any sources whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories; and (c) 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 President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. **Delegation of Duties**. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any directors or directors.

ARTICLE VII. MEMBER CERTIFICATES AND THEIR TRANSFER

Section 1. **Member Certificates**. In the event the Board of Directors considers it necessary or appropriate to issue membership certificates or the like, then each such membership certificate shall state that the corporation is a non-profit, no-stock corporation, the name and address of the registered holder or holders of the membership represented thereby, and shall be in such form as shall be approved by the Board of Directors. Membership certificates shall be consecutively numbered, bound in one (1) or more books, and shall be issued upon certification as to the transfer of title to the property to which such membership is appurtenant. Every membership certificate shall be signed by the President and the Secretary of the Association.

Section 2. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or members entitled to receive payment of any dividend, or in order to make determination of members for any proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, thirty (30) days. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than thirty (30) days and, in case of a meeting of members, not less than thirty (30) days prior to the date on which the particular action, requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of members, or members entitled to receive payment of a dividend, the date of issue, shall be entitled on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 3. **Transfer of Certificates**. Transfer of certificates of the corporation shall be made only on the transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificates. The person in whose name certificates stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

Section 4. **Lost Certificates**. The Board of Directors may direct a new certificate to be issued in place of a certificate alleged to have been destroyed or lost if the owner make an affidavit that it is destroyed or lost. The Board, in its discretion, may as a condition precedent to issuing the new certificate, require the owner to give the corporation a bond as indemnity against any claim that may be made against the corporation on the certificate allegedly destroyed or lost.

ARTICLE VIII.
SPECIAL CORPORATE ACTS

Section 1. **Execution of Written Instruments**. Contracts, deeds, documents, and instruments shall be executed by the President or Vice President unless the Board of Directors shall in a particular situation designate another procedure for their execution.

Section 2. **Signing of Checks and Notes and Other Instruments**. Checks, notes, negotiable instruments, contracts, deeds, drafts, documents, demands for money and other instruments representing a liability to the Corporation shall be signed by the President or any other officer or officers from time to time designated by the Board of Directors.

Section 3. **Loans**. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of

Directors. Such authority may be in general or confined to special instances.

ARTICLE IX.
AMENDMENTS

The power to amend the Corporation's By-Laws or to adopt a new code of the By-Laws is vested in the Board of Directors. Approval by a majority of the members of the Board of Directors is necessary to amend the By-Laws or to adopt a new code of By-Laws.

G:\SSG\3644-1 Panther Creek\By-Laws - Owners Assoc.wpd\480

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF PANTHER CREEK OWNERS ASSOCIATION, INC., BY NATHAN EVANS, MEGAN EVANS, MARVIN COX, SANDY DICKENS, STAN DICKENS, KEVIN KANTOR, LEE ANN KANTOR, JOHN LESTER, SHEILA LESTER, KELSEY RUSHING, DIANNE SWITZER, JACK SWITZER, AND JOHN WOOD — PETITIONERS

CAUSE NO. 2021-1004 B

RESPONSE OF PANTHER CREEK OWNERS ASSOCIATION, INC. TO THE PETITION TO HOLD SPECIAL MEETING

COMES NOW Panther Creek Owners Association, Inc. and responds to the Petition to Hold Special Meeting, as follows:

INTRODUCTION

1. Denied. Only three directors resigned that day. Colleen Wise announced intention to resign once another board was in place. The current By-Laws of the HOA provide for the continuation of business, including notice and the election of board members, when board members resign.

STATUTORY FRAMEWORK

2. Admitted.

PARTIES

3. Admitted.

4. Admitted.

JURISDICTION AND VENUE

5. Admitted.

6. Admitted.

STATEMENT OF FACTS

7. Denied.

8. Denied.

9. Denied.

10. Denied.

11. Denied.

PRAYER FOR RELIEF

12. Agreed. Alternatively, the current By-Laws of the HOA provide for the continuation of business, including notice and the election of board members, when board members resign.

13. Agreed. Alternatively, the current By-Laws of the HOA provide for the continuation of business, including notice and the election of board members, when board members resign.

14. Agreed.

15. Agreed.

16. Agreed.

RESPECTFULLY SUBMITTED, this the 12th day of November, 2021.

PANTHER CREEK OWNERS ASSOCIATION, INC.

By: *<u>/s/ Amanda B. Heard</u>*
AMANDA B. HEARD

OF COUNSEL:

MICHAEL J. WOLF – MSB# 99406
AMANDA B. HEARD – (MSB# 10055)
RESNICK & LOUIS, P.C.
101 Highpointe Court, Suite C
Brandon, MS 39042
Telephone: (601) 213-4636
Direct Tel/Fax: (601) 914-4843
Email: mwolf@rlattorneys.com
aheard@rlattorneys.com

CERTIFICATE OF SERVICE

This is to certify that I have filed a true and correct copy of the above and foregoing document to the Clerk of Court using the MEC electronic filing system which sent notification to all counsel of record.

This the 12th day of November, 2021.

/s/ Amanda B. Heard
AMANDA B. HEARD

FILED
MADISON COUNTY
NOV 29 2021
RONNY LOTT, CHANCERY CLERK
BY: Rita Carpenter D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF PANTHER CREEK OWNERS ASSOCIATION, INC., BY NATHAN EVANS, MEGAN EVANS, MARVIN COX, SANDY DICKENS, STAN DICKENS, KEVIN KANTOR, LEE ANN KANTOR, JOHN LESTER, SHEILA LESTER, KELSEY RUSHING, DIANNE SWITZER, JACK SWITZER, AND JOHN WOOD — PETITIONERS

CAUSE NO. 2021-1004-B

ORDER SETTING SPECIAL MEETING OF MEMBERS

THIS DAY this cause came on for hearing on the Petition for Special Meeting of Members, PANTHER CREEK OWNERS ASSOCIATION, INC. ("PCOA"), a Mississippi corporation, and the Court having considered the matter, FINDS AND ORDERS AS FOLLOWS:

1. That on September 30, 2021, three members of PCOA's board of directors announced their resignation by email, and Colleen Wise announced her intent to resign once a new board was in place. This communication was sent to residents of the Panther Creek subdivision. *See* 09/30/2021 Email, **Exhibit "A"** attached to Petition. As a result, the residents of Panther Creek have filed a Petition for Election pursuant to Mississippi Code Annotated § 79-11-131.

2. That all Petitioners reside in Madison County, Mississippi and are members of the PCOA.

3. That this Court has jurisdiction over the subject matter of the claims asserted herein and personal jurisdiction over all parties hereto by virtue of the terms of Article 6, §159 of the Constitution of the State of Mississippi of 1879, as amended, and pursuant to MISS. CODE. ANN. § 79-11-101, *et seq.*, the "Mississippi Nonprofit Corporation Act."

4. That venue is proper in Madison County, Mississippi.

5. That a special meeting of the general membership of the Association should be called in order to ensure that the Association can continue operating in the manner required by law.

6. That the special meeting be called for the sole purpose of electing a new Board of Directors of the corporation, and that actual notice be given to all members of the PCOA of the time and date of the meeting.

7. That any requirements as to the quorum and percentage of votes needed for approval that would otherwise be imposed by statute or by the PCOA articles, covenants, and by-laws be waived as to this meeting.

8. That, upon *ore tenus* motion, petitioners and attorneys Nathan Evans and Kelsey Rushing are appointed as special meeting officers for the purposes of chairing the special meeting and facilitating the election of the PCOA board of directors.

9. That for the purposes of the annual election of the board of directors required by the current PCOA by-laws, this special meeting and election shall satisfy the annual board election requirement.

10. That the petitioners submit a report of the special meeting to this Court for review and approval once held.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that a special meeting of the general membership of PANTHER CREEK OWNERS ASSOCIATION, INC., shall be held at Vertical Church located on 521 Gluckstadt Rd, Madison, Mississippi 39110, on Thursday, January 13, 2022, at 6:00 p.m.; that the said special meeting shall be solely for the purpose of electing a new Board of Directors.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that all persons having an ownership interest in lots in all phases of the PCOA as of the date of this order shall be given notice of the special meeting; that the owners of each lot shall have one vote at the meeting; that the notice for the special meeting shall be in substantially the form attached heretoas **Exhibit "A."**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the votes represented at the meeting shall constitute a quorum for action on the matters of business.

SO ORDERED, ADJUDGED AND DECREED on this 29th day of November, 2021.

Cynthia Brewer
CHANCELLOR

PRESENTED BY:

John P. Martin
John P. Martin (MSB #103898)
MARTIN LAW, PLLC
141 West Peace Street
Canton, MS 39046
(601) 667-4746 (direct)
jmartin@johnpmartinlaw.com
Attorney for Petitioners

AGREED TO:

Amanda Heard
MICHAEL J. WOLF – MSB# 99406
AMANDA B. HEARD – (MSB# 10055)
RESNICK & LOUIS, P.C.
101 Highpointe Court, Suite C
Brandon, MS 39042
Telephone: (601) 213-4636
Direct Tel/Fax: (601) 914-4843
Email: mwolf@rlattorneys.com
aheard@rlattorneys.com
Attorneys for Panther Creek Owners Association, Inc.

EXHIBIT "A"

NOTICE OF SPECIAL MEETING OF PANTHER CREEK OWNERS ASSOCIATION

A special meeting of the Panther Creek Owners Association ("Association") will be held on Thursday, January 13, 2022, at 6:00 p.m. at Vertical Church located at 521 Gluckstadt Road, Madison, Mississippi 39110, and as an owner of one or more lots in the neighborhood, you are invited to attend and participate.

This meeting is duly authorized and is being held pursuant to an Order issued by the Chancery Court of Madison County, Mississippi on or about November 29, 2021, as prescribed in Mississippi Code Annotated § 79-11-131.

The sole purpose of this meeting is to duly elect a new Board of Directors for the Association. No other items of business can be considered at this meeting. Once the election has been completed, the Association will be able to operate normally, we will be able to schedule regular and special meetings of the Association, and the Court will have no further involvement in the Association. Enclosed is a copy of the Chancery Court's Order as filed.

We look forward to seeing you on January 13, 2022.

____

Nathan C. Evans, Esq, Member and Special Meeting Officer

____

Kelsey L. Rushing, Esq, Member and Special Meeting Officer

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Thursday, January 20, 2022 12:40 PM
To:	Megan Mawhorter
Subject:	Fwd: Petition for Panther Creek HOA Board Election
Attachments:	Panther Creek HOA Board Petition.docx

Sent from my iPhone

Begin forwarded message:

> **From:** psarullo@bellsouth.net
> **Date:** January 20, 2022 at 9:31:15 AM CST
> **To:** Judge Cindy Brewer <CBrewer@madison-co.com>
> **Subject: Petition for Panther Creek HOA Board Election**
>
> ***CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.***
>
> Hello Judge Brewer,
> I hope this finds you well.
> Please find the attached request emailed to Mr. Nathans on January 20.
>
> Thank you for your time.
>
> Phil Sarullo
> 601 503 6868
> www.sarullowoodworks.com

Megan Mawhorter

From: Judge Cindy Brewer
Sent: Tuesday, January 18, 2022 10:03 AM
To: Megan Mawhorter
Subject: FW: Panther Creek special meeting
Attachments: Case 45CH121-cv-01004.pdf; ATT00001.htm; image0.jpeg; ATT00002.htm

These are the most recent attempts to continue exparte communications on a case.

From: Colleen Wise <colleenosc@gmail.com>
Sent: Tuesday, January 18, 2022 9:38 AM
To: Judge Cindy Brewer <CBrewer@madison-co.com>
Subject: Panther Creek special meeting

CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.

Honorable Judge Brewer,
I informed the officers of the special meeting and their attorney that the solicitation process for nominations was violating our governing documents and they did nothing to correct this error.
I pray you do not sign off on an election that was in clear violations of our governing documents.
Thank you for your consideration of this information.

Respectfully,
Colleen Wise

Sent from my iPhone

Begin forwarded message:

> **From:** Colleen Wise <colleenosc@gmail.com>
> **Date:** January 5, 2022 at 4:09:20 PM CST
> **To:** John Martin <jmartin@johnpmartinlaw.com>, KELSIE & YUMEKA RUSHING <krushesq@aol.com>
> **Subject: Fwd: Solicitation for nominations violates bylaws and covenants**
>
> Have these issues that clearly violate our governing documents been cleared up?
> Colleen Wise
>
> Sent from my iPhone
>
> Begin forwarded message:

From: Colleen Wise <colleenose@gmail.com>
Date: December 20, 2021 at 3:09:02 PM CST
To: John Martin <jmartin@johnpmartinlaw.com>
Subject: Solicitation for nominations violates bylaws and covenants

John Martin, your petitioners are clearly violating the bylaws and covenants in their election process. These matters need to be cleared up before the election to not cause any further delays in the neighborhood moving forward. The neighborhood has been held hostage since October 15th when your petitioners sent the neighborhood a cease and desist.

The letter says they are not taking floor nominations and you have to own property to be on the board. That is wrong. Nominations have to be taken from the floor. The articles of incorporation state you don't have to be a member of the corporation to be on the Board. We also can have up to 10 board members not just the 5 they have limited it to. Also the letter states a member can't be more than 30 days past due. That contradicts the covenants that state you cannot vote after 120 days but neither address being past due as a reason for not being able to run for the Board. This letter clearly is trying to eliminate candidates that have a right to run. Asking members what their occupation is and if they reside at the property in Panther Creek is an abuse of power and no where is this information required to be given for running for the Board nor a requirement for being on the Board. Members also need to be able to nominate others not just themselves. These matters need to be cleared up if the election is going to be signed off on as legal. Never has anyone had to sign a statement at the bottom of the application for running for the Board.

Let this serve as my official request for the FULL report with all supporting documents that your petitioners will file with the courts after the election.

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Tuesday, January 18, 2022 10:03 AM
To:	Megan Mawhorter
Subject:	FW: Panther Creek HOA
Attachments:	Nathan Evans documents requested and provided.pdf; List of communication from Nathan Evans to Panther Creek Board between October 15, 2021 and July 18, 2019.pdf; PC Current ByLaws.pdf; Amanda Heard Nominations will be taken from the floor.pdf
Importance:	High

From: Amy Wright <AmyWright@infinityinfusionnursing.com>
Sent: Tuesday, January 18, 2022 8:22 AM
To: Judge Cindy Brewer <CBrewer@madison-co.com>
Subject: Panther Creek HOA
Importance: High

CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.

Judge Brewer,

I am writing this email to plead with the court to overturn the Panther Creek HOA Board's election on January 13, 2022. The entire debacle was a farce from the very start of the meeting, with Mr. Evans telling the association that he was appointed as the special meetings person and made the rules for the forum. The meeting was a ploy for Mr. Evans, and he made up the rules to bait his presidency of the association. One member of the association physically charged Colleen Wise with the intent to harm her, and she was removed by force from the meeting by the Madison County Sheriff's Office, along with her husband, Gordie Wise. Shortly after, Nathan requested the removal of Mike Barnes, another prior board member, who had not spoken a word at all in the meeting. Mr. Evan allowed the member who charged Colleen back in the special meeting as he supported his cause. I strongly feel that Mr. Evans had her (Colleen) removed solely to keep the truth from being said to the association members.

Several factors contributed to the resignation of the entire HOA board. The countless harassment finally forced the whole board to resign in hopes that the harassment would subside, and the new board would be able to continue the association's business. We had just been re-elected as the board at our annual meeting and had no desire to resign; however, the endless request for documentation, along with the vial behavior towards the HOA President Colleen Wise, was too insanely grueling to bear and watch. In all my years of living, I never have run across a human being that is so narcissistic and power-hungry than Nathan Evans. I am attaching a timeline of events and a documentation request from

Mr. Evans to help paint the bleak picture of what we had to deal with daily. We have all had our names slandered, harassed, and name-calling (Karen), which I genuinely consider a blessing because his conception of Karen is all wrong. He truly feels like he is the victim (most narcissists do), and I can assure you that the association members are the actual victims of the matter. Mr. Evans has one agenda: to remove Colleen Wise from the neighborhood. Your Honor, we are past the point of mild frustration and ask that you overturn the results of the special meeting and allow us to elect a board without prejudice.

God Bless,

Amy (Former HOA Secretary)

Amy Wright, RN, IgCN | Infinity Infusion Nursing
Senior Vice President, Infinity Infusion Nursing
5717 Hwy 43, Suite B, Satsuma, AL 36572
O: 844-204-3862, Ext. 107
C: 251-656-6693
F: 844-546-1496
www.infinityinfusionnursing.com

Megan Mawhorter

From: Judge Cindy Brewer
Sent: Monday, January 17, 2022 6:04 PM
To: Megan Mawhorter
Subject: Fwd: Panther Creek Special Meeting
Attachments: Amanda Heard Nominations will be taken from the floor.pdf; PC Current ByLaws.pdf; List of communication from Nathan Evans to Panther Creek Board between October 15, 2021 and July 18, 2019.pdf; Nathan Evans documents requested and provided.pdf

Sent from my iPhone

Begin forwarded message:

From: Gordon Wise Jr <gordonwisejr@gmail.com>
Date: January 17, 2022 at 5:56:01 PM CST
To: Judge Cindy Brewer <CBrewer@madison-co.com>
Subject: Panther Creek Special Meeting

CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.

Honorable Judge Brewer,

I am Gordon Wise and reside in Panther Creek.

I was present at the November 29, 2021 court date along with approximately 20 concerned residents of Panther Creek when the attorneys, John Martin and Amanda Heard, exited your chambers informing the group that a special meeting had been granted. They informed us that Nathan Evans and Kelsey Rushing would be the officers of the meeting and that **"Nominations for the board would be taken from the floor at the meeting."**

In an email sent by Nathan Evans to some of the neighborhood after the hearing, that I have attached, Nathan urges all residents to attend "So your voices can be heard and vote counted." In that same email Nathan said there would be a written ballot. That prompted a slew of questions from residents of the neighborhood and Colleen Wise emailed(attached) Amanda Heard who responded "There won't be a written ballot because nominations will be coming from the floor."

Attached is where Colleen Wise emailed Nathan, Kelsey and their attorney John Martin 5 nominations for the Board, none of which were placed on the ballot.

At the special meeting on January 13, nominations weren't taken from the floor. A motion was made by a member of the association to take nominations from the floor, seconded, and Nathan Evans and Kelsey Rushing ignored it. They said they only received the 4 nominations on their ballot of Nathan Evans, Kelsey Rushing, John Lester and Mike Kinsley.

When they were asked what happens if we all vote no? Nathan's response was it didn't matter if they received only 1 vote they were on the Board. None of them received even a simple majority and Nathan only received a 1/4 vote of the members in attendance.

This was not an election but a hostile takeover and a waste of the neighborhood and the court's time.

The Current By-Laws give the neighborhood 2 methods to hold a special meeting without Nathan filing a lawsuit against the neighborhood. 1. The President, who had not given a resignation date, could have called for a special meeting, which she was in the process of doing when served with a Cease and Desist by John Martin. 2. Any member of the association can call a special meeting with a petition signed by 20 members of the association in good standing. Nathan Evans couldn't get 20 signatures of members in the association for his petition, in good standing or not. That is also evident by his only 13 votes out of 134 total property owners he received.

The entire HOA Board quit because of the constant, belligerent, name calling, harassing emails to the Board and the HOA attorney, Mike MacInnis, from Nathan Evans. Most of them call out Colleen Wise specifically. Things such as "Karen, Gestapo Rule, Boomer, and Go Pound Sand" just to name a few from the over 70 emails to the Board alone in a 2 year period. This doesn't include all the emails to the HOA attorney. I am sure Mike MacInnis, the HOA attorney can provide you with more information if you would like, 601-898-1180. The neighborhood had to spend almost $9,000 in a 6 month period because of Nathan Evans' threats of legal action. The Board only received a small break after Nathan was given a Cease and Desist in October of 2020 but the harassment began again in February of 2021. The last straw for everyone was when Nathan's wife, Megan Evans, threatened physical harm against Colleen Wise. (Cause no: MIS 00-033936)

I pray that you recognize that all nominations were not presented to the association and nominations were not taken from the floor as has been done since this neighborhood was formed and not validate this sham of an election .

I humbly respect and thank you for your time in reviewing these facts of this matter.

Respectfully,
Gordon Wise

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Monday, January 17, 2022 3:44 PM
To:	Megan Mawhorter
Subject:	Fwd: Panther Creek Special Meeting held January 13, 2022

Just got this one

Sent from my iPhone

Begin forwarded message:

> **From:** Connie Barnes <barnesconnie103@gmail.com>
> **Date:** January 17, 2022 at 3:34:29 PM CST
> **To:** Judge Cindy Brewer <CBrewer@madison-co.com>
> **Subject: Panther Creek Special Meeting held January 13, 2022**
>
> ***CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.***
>
> Dear Judge Brewer,
>
> We wish to advise you of the disturbing ongoing events and outcome of the Special Meeting of the Panther Creek Owners Association (HOA) held on January 13, 2022. First and foremost, this is an HOA that has never had problems of this magnitude in the past. For two years and again at this meeting, it is abundantly clear that Mr. Nathan Evans has caused the disarray of the HOA Board and its members due to a personal issue he has with the previous board president, Mrs. Colleen Wise.
>
> Upon moving into Panther Creek in 2019, and within the two years prior to the special meeting, Mr. Evans has succeeded in

bullying, threatening, harassing, and demanding with arbitrary deadlines enormous amounts of documentation (including the first document he demanded three months after moving into Panther Creek, but not limited to, **the HOA liability insurance policy that he claimed he had to have for his mortgage**), all of which the HOA board members spent countless hours and energy to combine the demanded documents and deliver to him, all with advisement of legal counsel, and all while maintaining their jobs and families outside of HOA board business. Mr. Evans made it clear that he did not agree with the board seeking legal counsel to deal with him and using HOA funds to do so. However, it was necessary to be transparent and protect the HOA. After continued and endless demands and the delivery thereof, Mr. Evans continued to harass the HOA board members to the point of resignation and/or intent of resignation in September of 2021. Resignation was not their desire, nor the desire of any other member of this association. Upon written statements of their intent to resign which included their plans and intentions to continue performing HOA business until a new board was appointed to protect the integrity of this neighborhood, Mr. Evans placed a Cease and Desist of any further action of the board until a new board was appointed. This has caused the neighborhood to suffer damages, i.e., no legal counsel, broken gates due to lack of funding, unpaid bills, unrepaired streets and potholes, no landscaping/lawn service, no architectural review committee communication, etc. All of the above actions by Mr. Evans have severely damaged the integrity of this neighborhood.

At the beginning of this special meeting, Mr. Evans thanked everyone for coming and asked everyone to review the ballot sheet which included himself and three other nominees, to mark our vote, and stated that it would be that simple and a short meeting. The ballot did not include five nominations which were emailed to Mr. Evans prior to the meeting. Mr. Evans claimed he only received the nominations which were on the ballot. Mr. Evans also stated that if no one voted and those on the ballot simply voted for themselves (being one vote each), they would win the election. Voters were concerned and had sincere questions about why this election was different from elections in the past as is slated in the neighborhood by-laws. Mr. Evans stated that he, himself, made the rules for this special meeting. That action is not the precedent of our wonderful neighborhood and its bylaws.

Then from the floor a motion was made and seconded to have nominations from the floor as the practice and precedence of the neighborhood. The motion was ignored by Mr. Evans. When voters started speaking out and asking to be heard, Mr. Evans responded, "We're not doing this," even though his prior email to the neighborhood dated November 29, 2021, asked everyone to come to this special meeting and have their voices heard. Also, there was nothing in the Order Setting Special Meeting of Members filed on November 29, 2021, that said floor nominations were not going to be allowed. The meeting turned into complete chaos while voters were simply trying to get answers they deserve as concerned members of the HOA. Mr. Evans received less votes than the others on the ballot, was then quickly appointed President by them, and the "majority" of the voters exited the meeting without casting a vote at all.

Your Honor, this Panther Creek Homeowners Association needs your help. This wonderful neighborhood has never had to endure a situation such as this. Knowing what the HOA members have learned and witnessed regarding the years of harassment by Mr. Nathan Evans and for that reason causing the resignation intentions of the prior board, it is believed that Mr. Nathan Evans has an ulterior motive, and is not deserving of serving in any capacity on our HOA board. On behalf of this homeowners association, we pray the special meeting election of January 13, 2022, is not deemed as legal. We also pray for a re-election of new board members issuing election rules according to our Panther Creek by-laws and not by Mr. Evans' rules.

Thank you for your consideration.

Sincerely,
Robert M. Barnes and Connie W. Barnes

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Monday, January 17, 2022 12:23 PM
To:	Megan Mawhorter
Subject:	Fwd: Panther Creek HOA Ruling

And, now another email just now

Sent from my iPhone

Begin forwarded message:

> **From:** Cheryl Freeman <cfreemanco@att.net>
> **Date:** January 17, 2022 at 12:18:19 PM CST
> **To:** Judge Cindy Brewer <CBrewer@madison-co.com>
> **Cc:** Colleen Wise <colleenosc@gmail.com>, Mike Barnes <mike@barnessurvey.com>
> **Subject: Panther Creek HOA Ruling**
>
> CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.
>
> Honorable Judge, mr Nathan Evans partitioned your court and was awarded permission for a special meeting of panther creek homeowners to be held last Wednesday, January 13th in order to elect a new HOA Board of Director's.
> However... non of the homeowners who had volunteered to serve in these positions were even on the Ballot!!
> Our only options were for Nathan Evans and his selection of three other people to be our Board.
> Plus he would not allow anyone to oppose .
> My husband and I left when it appeared there would be physical violence over our not being allowed a voice as to who would represent us on the Board.
> Mr. Evans has not been truthful with your court nor do the majority of the over 130 homeowners in our neighborhood want him on the Board.
> He is using your ruling to force us into a rather contentious situation without full homeowner support.
>
> In appreciation for your fairness.
> Cheryl and Sam Carruth
> 131 East Ridge Rd
> Canton, Ms
>
> Sent from my iPhone

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Monday, January 17, 2022 12:03 PM
To:	Megan Mawhorter
Subject:	Fwd: Panther Creek - Nathan Evans harassment

Forwarding as this may be Exparte communications

Sent from my iPhone

Begin forwarded message:

> **From:** Mike Barnes <mike@barnessurvey.com>
> **Date:** January 17, 2022 at 12:01:57 PM CST
> **To:** Judge Cindy Brewer <CBrewer@madison-co.com>
> **Subject: Panther Creek - Nathan Evans harassment**
>
> ***CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.***
>
> Dear Judge Brewer,
>
> Are you aware of the persistent harassment the Panther Creek HOA has received from Nathan Evans since he moved into the neighborhood?
>
> Are you aware that now that the home owners have been made aware of his actions and now know more facts that the overwhelming majority of the owners are extremely dissatisfied with his past and present behavior and are very dissatisfied with the meeting procedures from last Thursday, 1-13-2022?
>
> Thank you for your time.
>
> **Mike Barnes**
> Barnes Surveying, LLC
> 272 S Perkins Street, Suite 400
> Ridgeland, MS 39157
> Office 601-353-7878
> Mobile 601-594-6555

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF PANTHER CREEK OWNERS ASSOCIATION, INC., BY NATHAN EVANS, MEGAN EVANS, MARVIN COX, SANDY DICKENS, STAN DICKENS, KEVIN KANTOR, LEE ANN KANTOR, JOHN LESTER, SHEILA LESTER, KELSEY RUSHING, DIANNE SWITZER, JACK SWITZER, AND JOHN WOOD — **PETITIONERS**

CAUSE NO. <u>2021-1004-B</u>

PETITIONERS' RESPONSE TO PROHIBITED THIRD PARTY COMMUNICATIONS <u>AND RENEWED MOTION TO CLOSE CASE</u>

Petitioners[1] file the following *Response to Prohibited Third Party Communications and Renewed Motion to Close Case*, showing the Court as follows:

1. Petitioners commenced this action under Miss. Code Ann. § 79-11-131 to obtain an order for a special meeting for the sole purpose of electing a Board of Directors of the Panther Creek Owners Association, Inc. ("PCOA"). The Court entered such an order, and an election was duly held on January 13, 2022. The matter should thus be closed.

2. As required by the PCOA Covenants, Conditions, and Restrictions ("CCRs") and By-Laws, as well as the Court's Order of November 29, 2021, Petitioners mailed by U.S. Mail signed Notices of the Special Meeting ("Notice") in the form attached to the Court's Order, and copies of the Court's Order, to all one hundred thirty-four (134) known owners of lots in the Panther Creek neighborhood on December 16, 2021, <u>twenty-eight (28) days in advance</u> of the special meeting. *See* Affidavit of Nathan Evans, ¶ 2, **Exhibit "A"** attached.

3. The Notice set out election rules and an application process to be included on

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[1] Nathan Evans, Megan Evans, Marvin Cox, Sandy Dickens, Stan Dickens, Kevin Kantor, Lee Ann Kantor, John Lester, Sheila Lester, Kelsey Rushing, Dianne Switzer, Jack Switzer, and John Wood (collectively, "Petitioners").

the written ballot at the upcoming special meeting. *Id.* ¶ 5.[2] The deadline for application submission was twenty-six (26) days from the date of the mailing of the Notice. *Id.* The election went forward and four PCOA members were elected at the meeting. *Id.* ¶ 6.

4. Apparently dissatisfied with the outcome of the election, however, certain non-parties took it upon themselves to begin emailing the Hon. Judge Cynthia Brewer—*without copy* to Petitioners—beginning on or about January 17, 2022 and continuing through various times of the day through on or about January 20, 2022. *See* Emails from Colleen Wise et al. to Judge Brewer (Doc. 14).

5. The non-parties' emails violate Uniform Chancery Court Rule 3.10, which provides that:

> No person shall undertake to discuss with or in the presence or hearing of the Chancellor the law or the facts or alleged facts of any litigated action then pending in the Court or likely to be instituted therein, except in the orderly progress of the trial, and arguments or briefs connected therewith. *No attempt in any manner, except as above stated, to influence the Chancellor's decision shall be made.* ***No person shall send any written communication to the Chancellor concerning a pending action in the Court without delivering or mailing a copy of that communication to the opposing party.*** The Chancellor shall file in the court file all such written communications received by him. ***Any person who shall violate this rule, knowing that such conduct is prohibited, shall be guilty of a contempt.***

UCCR 3.10 (emphasis added).

6. Since these inappropriate emails are now a matter of public record, Petitioners have attached a detailed response correcting various misstatements by the non-parties regarding the special meeting and election. *See Affidavit of Nathan Evans*, **Exhibit "A"**

[2] Under current PCOA By-Laws, there is only one section that mentions the election of the board of directors, and it only references that the board shall be elected at the annual meeting. *See* Article III., Section 2 "Annual Meeting" in the PCOA By-Laws, **Ex. "C"** to *Petition* (Doc. 3). Since the By-Laws are silent as to board election rules, and the Court ordered the special meeting officers to facilitate the election, the special meeting officers complied with the By-Laws of PCOA and the Court's Order of November 29, 2021 by sending the Notice and election rules to all members well in advance of the special meeting.

attached.[3]

7. Factual misstatements of the non-parties notwithstanding, Petitioners maintain that this case should be closed because—the election now having occurred—no further purpose exists for it to remain an active case on the Court's docket. *See Petitioners' Report of Special Meeting and Motion to Close Case* (Doc. 13).

8. Given the inappropriate nature of the third-parties' communications, Petitioners leave it to the Court's discretion to determine whether to cite the non-parties to show cause as to why they should not be held in contempt of court as provided for in UCCR 3.10.[4] From the Petitioners' perspective, however, the matter should be finally closed.

WHEREFORE, PREMISES CONSIDERED, Petitioners renew their *Motion to Close Case* and ask the Court to grant any further relief to which they may be entitled in the premises.

THIS, the 7th day of February, 2022.

Respectfully submitted,

NATHAN EVANS, MEGAN EVANS,
MARVIN COX, SANDY DICKENS,
STAN DICKENS, KEVIN KANTOR,
LEE ANN KANTOR, JOHN LESTER,
SHEILA LESTER, KELSEY RUSHING,
DIANNE SWITZER, JACK SWITZER,
AND JOHN WOOD

By: */s John P. Martin*
John P. Martin, their attorney

[3] Petitioners Nathan Evans and Megan Evans, individually, have chosen to refrain from responding to the targeted libelous personal attacks and allegations at this time, while reserving their right to do so in future legal actions.
[4] "Any person who shall violate this rule, knowing that such conduct is prohibited, shall be guilty of a contempt."

John P. Martin (MSB #103898)
MARTIN LAW, PLLC
141 West Peace Street
Canton, MS 39046
(601) 667-4746 (direct)
jmartin@johnpmartinlaw.com
Attorney for Petitioners

CERTIFICATE OF SERVICE

I, John P. Martin, do hereby certify that I have this day electronically filed a true and correct copy of the above and foregoing **RESPONSE TO PROHIBITED THIRD PARTY COMMUNICATIONS AND RENEWED MOTION TO CLOSE CASE** with the Clerk of this Court using the MEC system, which sent notification of such filing to all counsel of record.

SO CERTIFIED, this the 7th day of February, 2022.

/s John P. Martin
John P. Martin

EXHIBIT "A"

AFFIDAVIT OF NATHAN EVANS

STATE OF MISSISSIPPI

COUNTY OF MADISON

THIS DAY PERSONALLY APPEARED BEFORE ME, the undersigned authority at law in and for the state and county aforesaid, Nathan Evans, who after being by me first duly sworn, stated, and deposed upon his oath as follows:

1. My name is Nathan Evans, and I am an adult resident of Madison County, Mississippi.

2. As required by the Panther Creek Owners Association ("PCOA") Covenants, Conditions, and Restrictions ("CCRs") and By-Laws, as well as the Court's Order of November 29, 2021, Petitioners mailed by U.S. Mail signed Notices of the Special Meeting ("Notice")[1] in the form attached to the Court's Order of November 29, 2021, and copies of the Court's Order to all of the one hundred thirty-four (134) known owners of lots in the Panther Creek neighborhood on December 16, 2021, twenty-eight (28) days in advance of the special meeting.

3. Members residing in the Panther Creek neighborhood received the Notice via U.S. Mail the following day, December 17, 2021, with approximately thirty-five (35) members residing outside of the neighborhood receiving the Notice several days later.

4. Under current PCOA By-Laws, only one section mentions the election of the board of directors, and it only states that the board shall be elected at the annual meeting. *See* Article III., Section 2 "Annual Meeting" in the PCOA By-Laws attached to Petition in this action. Since the By-Laws are silent as to board election rules, and the Court ordered the special meeting officers to facilitate the election, the special meeting officers complied with the By-Laws of PCOA and the

[1] Attached hereto as **Exhibit "A-1."**

Court's Order of November 29, 2021 by sending the Notice and election rules via U.S. Mail to all members well in advance of the special meeting.

5. In the Notice, the special meeting officers set out election rules and an application process for members to be placed on the written ballot at the special meeting. The deadline for application submission was twenty-six (26) days from the date of the mailing of the Notice. No members were excluded from this election process, and everyone was informed of the rules well in advance of the special meeting.

6. Four (4) members submitted applications in advance of the meeting to be placed on the written ballot in accordance with the election rules. As a result, these four members were elected unopposed at the special meeting, much to the apparent dismay of prior acting board members. However, the election process was fair and open to all members, and not one person was "picked" or "selected" for the ballot. All persons on the ballot at the special meeting applied to serve on the board in accordance with the election rules set out by the special meeting officers far in advance of the meeting.

FURTHER, AFFIANT SAYETH NOT.

NATHAN EVANS

SWORN TO AND SUBSCRIBED BEFORE ME, this the 7th day of February, 2022.

John P. Martin
NOTARY PUBLIC

My commission expires:

STATE OF MISSISSIPPI
NOTARY PUBLIC
ID # 158598
JOHN PRINCE MARTIN
Commission Expires
Oct. 22, 2023
MADISON COUNTY

Exhibit "A-1"

NOTICE OF SPECIAL MEETING OF
PANTHER CREEK OWNERS ASSOCIATION

A special meeting of the Panther Creek Owners Association ("Association") will be held on Thursday, January 13, 2022, at 6:00 p.m. at Vertical Church located at 521 Gluckstadt Road, Madison, Mississippi 39110, and as an owner of one or more lots in the neighborhood, you are invited to attend and participate.

This meeting is duly authorized and is being held pursuant to an Order issued by the Chancery Court of Madison County, Mississippi on or about November 29, 2021, as prescribed in Mississippi Code Annotated § 79-11-131.

The sole purpose of this meeting is to duly elect a new Board of Directors for the Association. No other items of business can be considered at this meeting. Once the election has been completed, the Association will be able to operate normally, we will be able to schedule regular and special meetings of the Association, and the Court will have no further involvement in the Association. Enclosed is a copy of the Chancery Court's Order as filed.

We look forward to seeing you on January 13, 2022.

Nathan C. Evans, Esq, Member and Special Meeting Officer

Kelsey L. Rushing, Esq, Member and Special Meeting Officer

NOTICE DATE: DECEMBER 17, 2021

Special Meeting of Members – Date: Thursday, January 13, 2022

Location: Vertical Church – 521 Gluckstadt Road, Madison Mississippi 39110

Registration & Call to Order: 6:00 P.M. CST

Board Candidate Solicitation

The court appointed special meeting officers are soliciting candidates for the upcoming 2022 Panther Creek Owners Association, Inc. Board of Directors election to be held on Thursday, January 13, 2022. Candidate applications must be received by the special meeting officers by Tuesday, January 11, 2022 to be nominated and listed on the printed election ballot that will be available to members at the meeting. To ensure an efficient and orderly election process, floor nominations will not be taken. If you are interested in serving, please apply prior to the deadline.

Candidates will be asked to speak in front of the members at the meeting to state why they are a good candidate for the board and why they would like to serve. Each candidate will be given five minutes. All candidate application forms will be available for review by members at the meeting.

Five director seats will be up for election at the special meeting. Once the votes are counted and certified, the newly elected members of the board will hold a board meeting to elect officers.

Candidate Qualifications

All Candidates for the Board must meet the following qualifications:

1. The Candidate must be an Owner of record of the fee title to a Lot. If title to a separate interest is held by a legal entity, such entity may appoint a natural person to serve or vote on such entity's behalf by delivering evidence of an appropriate written appointment to the special meeting officers;
2. The Candidate must be current in the payment of all regular and special assessments. For the purposes of this election, "current" means no regular or special assessment is past due by more than one (30) days, or such period of time as is specifically defined in the Association's collection policy;
3. The Candidate may not hold a joint ownership interest in the same separate interest as any other candidate; and
4. The Candidate is not eligible to run if the Association is aware or becomes aware of a past criminal conviction that would, if the Candidate were elected, prevent the Association from purchasing fidelity bond coverage.

Application Submission:

Applications must be received by the special meeting officers by Tuesday, January 11, 2022. Applications may be mailed to Nathan Evans, 190 Deerwood Crossing, Canton, MS 39046 or emailed to ncevans23@gmail.com and krushesq@aol.com

Panther Creek

Panther Creek Owners Association, Inc.
2022 Board of Directors Candidate Nomination Application

The court appointed special meeting officers are soliciting candidates for the upcoming 2022 Board of Directors election to be held on Thursday, January 13, 2022. Candidate applications must be received by the special meeting officers by Tuesday, January 11, 2022 in order to be nominated and listed on the election ballot at the special meeting.

If you are interested in serving, please complete and return this application by mail to Nathan Evans, 190 Deerwood Crossing, Canton, MS 39046 or by emailing the special meeting officers at ncevans23@gmail.com and krushesq@aol.com. If you would like an electronic fillable PDF version of this form, please email ncevans23@gmail.com with your request.

Candidate / Owner's Name: ______________________________

Property Physical Address: ______________________________

Owner Since: ______________ (month/year) Currently Reside on Property? Yes / No (select one)

Current Occupation or Occupation at time of Retirement: ______________________________

Biographical Information (150 words or less): ______________________________

____

____

____

Statement – Why do you want to serve on the Board, and what skills/expertise do you have to offer the neighborhood? (250 words or less): ______________________________

____

____

____

____

____

____

If elected I pledge to do my best for the benefit of the neighborhood Association as a whole and will abide by and enforce the Association's Articles of Incorporation, Bylaws, CC&R's, Architectural Guidelines, published policies, and all applicable Mississippi federal and state laws, including, but not limited to, Miss. Code Ann. § 79–11–101 through § 79–11–759.

Signature: ______________________________ Date: ______________

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF PANTHER CREEK OWNERS ASSOCIATION, INC., BY NATHAN EVANS, MEGAN EVANS, MARVIN COX, SANDY DICKENS, STAN DICKENS, KEVIN KANTOR, LEE ANN KANTOR, JOHN LESTER, SHEILA LESTER, KELSEY RUSHING, DIANNE SWITZER, JACK SWITZER, AND JOHN WOOD **PETITIONERS**

CAUSE NO. 2021-1004-B

ORDER SETTING SPECIAL MEETING OF MEMBERS

THIS DAY this cause came on for hearing on the Petition for Special Meeting of Members, PANTHER CREEK OWNERS ASSOCIATION, INC. ("PCOA"), a Mississippi corporation, and the Court having considered the matter, FINDS AND ORDERS AS FOLLOWS:

1. That on September 30, 2021, three members of PCOA's board of directors announced their resignation by email, and Colleen Wise announced her intent to resign once a new board was in place. This communication was sent to residents of the Panther Creek subdivision. *See* 09/30/2021 Email, **Exhibit "A"** attached to Petition. As a result, the residents of Panther Creek have filed a Petition for Election pursuant to Mississippi Code Annotated § 79-11-131.

2. That all Petitioners reside in Madison County, Mississippi and are members of the PCOA.

3. That this Court has jurisdiction over the subject matter of the claims asserted herein and personal jurisdiction over all parties hereto by virtue of the terms of Article 6, §159 of the Constitution of the State of Mississippi of 1879, as amended, and pursuant to MISS. CODE. ANN. § 79-11-101, *et seq*., the "Mississippi Nonprofit Corporation Act."

4. That venue is proper in Madison County, Mississippi.

5. That a special meeting of the general membership of the Association should be called in order to ensure that the Association can continue operating in the manner required by law.

6. That the special meeting be called for the sole purpose of electing a new Board of Directors of the corporation, and that actual notice be given to all members of the PCOA of the time and date of the meeting.

7. That any requirements as to the quorum and percentage of votes needed for approval that would otherwise be imposed by statute or by the PCOA articles, covenants, and by-laws be waived as to this meeting.

8. That, upon *ore tenus* motion, petitioners and attorneys Nathan Evans and Kelsey Rushing are appointed as special meeting officers for the purposes of chairing the special meeting and facilitating the election of the PCOA board of directors.

9. That for the purposes of the annual election of the board of directors required by the current PCOA by-laws, this special meeting and election shall satisfy the annual board election requirement.

10. That the petitioners submit a report of the special meeting to this Court for review and approval once held.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED that a special meeting of the general membership of PANTHER CREEK OWNERS ASSOCIATION, INC., shall be held at Vertical Church located on 521 Gluckstadt Rd, Madison, Mississippi 39110, on Thursday, January 13, 2022, at 6:00 p.m.; that the said special meeting shall be solely for the purpose of electing a new Board of Directors.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that all persons having an ownership interest in lots in all phases of the PCOA as of the date of this order shall be given notice of the special meeting; that the owners of each lot shall have one vote at the meeting; that the notice for the special meeting shall be in substantially the form attached heretoas **Exhibit "A."**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the votes represented at the meeting shall constitute a quorum for action on the matters of business.

SO ORDERED, ADJUDGED AND DECREED on this 29th day of November, 2021.

Cynthia Brewer
CHANCELLOR

PRESENTED BY:

John P. Martin
John P. Martin (MSB #103898)
MARTIN LAW, PLLC
141 West Peace Street
Canton, MS 39046
(601) 667-4746 (direct)
jmartin@johnpmartinlaw.com
Attorney for Petitioners

AGREED TO:

Amanda Heard
MICHAEL J. WOLF – MSB# 99406
AMANDA B. HEARD – (MSB# 10055)
RESNICK & LOUIS, P.C.
101 Highpointe Court, Suite C
Brandon, MS 39042
Telephone: (601) 213-4636
Direct Tel/Fax: (601) 914-4843
Email: mwolf@rlattorneys.com
aheard@rlattorneys.com
Attorneys for Panther Creek Owners Association, Inc.

EXHIBIT "A"

Megan Mawhorter

2021 -1004

From:	Judge Cindy Brewer
Sent:	Thursday, January 20, 2022 12:40 PM
To:	Megan Mawhorter
Subject:	Fwd: Petition for Panther Creek HOA Board Election
Attachments:	Panther Creek HOA Board Petition.docx

Sent from my iPhone

Begin forwarded message:

From: psarullo@bellsouth.net
Date: January 20, 2022 at 9:31:15 AM CST
To: Judge Cindy Brewer <CBrewer@madison-co.com>
Subject: Petition for Panther Creek HOA Board Election

CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.

Hello Judge Brewer,
I hope this finds you well.
Please find the attached request emailed to Mr. Nathans on January 20.

Thank you for your time.

Phil Sarullo
601 503 6868
www.sarullowoodworks.com

January 20, 2021

Re: Petition for Panther Creek Subdivision
HOA Board Member Nomination and Election

Dear Mr. Evans,

In response to the proceedings held on January 13 to elect board members to the Panther Creek Subdivision HOA, we would like to petition for another meeting to allow the association members the opportunity to nominate candidates for positions on the board. Some members did not receive notice of the proceedings and other nominees that were submitted were discarded due to formalities. Notice of the dismissal of these nominees was not provided prior to the meeting. The vast majority of the members present during the meeting assumed additional candidates would be eligible for vote, or they would have the opportunity to nominate candidates from the floor.

Being presented a ballot with only four members eligible for vote and the conditions allowing only one vote to secure those members to the board, we feel that we were not given the opportunity to nominate and vote on candidates of our choosing and that these proceedings did not reflect the best interest of the majority of the neighborhood members.

We are requesting another meeting be held to elect members to the HOA board that allows candidates to be nominated from the floor during that meeting. We feel this would provide a fair representation of the neighborhood and allow the members an opportunity to nominate candidates of their choice. We do not feel we were given this opportunity during the proceedings on January 13.

We welcome all candidates and are asking for a fair and transparent election process that better reflects our community as a whole.

Respectfully Submitted,

Phil Sarullo
212 Lakeshire Parkway

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Tuesday, January 18, 2022 10:03 AM
To:	Megan Mawhorter
Subject:	FW: Panther Creek special meeting
Attachments:	Case 45CH121-cv-01004.pdf; ATT00001.htm; image0.jpeg; ATT00002.htm

These are the most recent attempts to continue exparte communications on a case.

From: Colleen Wise <colleenosc@gmail.com>
Sent: Tuesday, January 18, 2022 9:38 AM
To: Judge Cindy Brewer <CBrewer@madison-co.com>
Subject: Panther Creek special meeting

CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.

Honorable Judge Brewer,
I informed the officers of the special meeting and their attorney that the solicitation process for nominations was violating our governing documents and they did nothing to correct this error.
I pray you do not sign off on an election that was in clear violations of our governing documents.
Thank you for your consideration of this information.

Respectfully,
Colleen Wise

Sent from my iPhone

Begin forwarded message:

> **From:** Colleen Wise <colleenosc@gmail.com>
> **Date:** January 5, 2022 at 4:09:20 PM CST
> **To:** John Martin <jmartin@johnpmartinlaw.com>, KELSIE & YUMEKA RUSHING <krushesq@aol.com>
> **Subject: Fwd: Solicitation for nominations violates bylaws and covenants**
>
> Have these issues that clearly violate our governing documents been cleared up?
> Colleen Wise
>
> Sent from my iPhone
>
> Begin forwarded message:

From: Colleen Wise <colleenosc@gmail.com>
Date: December 20, 2021 at 3:09:02 PM CST
To: John Martin <jmartin@johnpmartinlaw.com>
Subject: Solicitation for nominations violates bylaws and covenants

John Martin, your petitioners are clearly violating the bylaws and covenants in their election process. These matters need to be cleared up before the election to not cause any further delays in the neighborhood moving forward. The neighborhood has been held hostage since October 15th when your petitioners sent the neighborhood a cease and desist.

The letter says they are not taking floor nominations and you have to own property to be on the board. That is wrong. Nominations have to be taken from the floor. The articles of incorporation state you don't have to be a member of the corporation to be on the Board. We also can have up to 10 board members not just the 5 they have limited it to. Also the letter states a member can't be more than 30 days past due. That contradicts the covenants that state you cannot vote after 120 days but neither address being past due as a reason for not being able to run for the Board. This letter clearly is trying to eliminate candidates that have a right to run. Asking members what their occupation is and if they reside at the property in Panther Creek is an abuse of power and no where is this information required to be given for running for the Board nor a requirement for being on the Board. Members also need to be able to nominate others not just themselves. These matters need to be cleared up if the election is going to be signed off on as legal. Never has anyone had to sign a statement at the bottom of the application for running for the Board.

Let this serve as my official request for the FULL report with all supporting documents that your petitioners will file with the courts after the election.

NOTICE OF SPECIAL MEETING OF
PANTHER CREEK OWNERS ASSOCIATION

A special meeting of the Panther Creek Owners Association ("Association") will be held on Thursday, January 13, 2022, at 6:00 p.m. at Vertical Church located at 521 Gluckstadt Road, Madison, Mississippi 39110, and as an owner of one or more lots in the neighborhood, you are invited to attend and participate.

This meeting is duly authorized and is being held pursuant to an Order issued by the Chancery Court of Madison County, Mississippi on or about November 29, 2021, as prescribed in Mississippi Code Annotated § 79-11-131.

The sole purpose of this meeting is to duly elect a new Board of Directors for the Association. No other items of business can be considered at this meeting. Once the election has been completed, the Association will be able to operate normally, we will be able to schedule regular and special meetings of the Association, and the Court will have no further involvement in the Association. Enclosed is a copy of the Chancery Court's Order as filed.

We look forward to seeing you on January 13, 2022.

Nathan C. Evans, Esq, Member and Special Meeting Officer

Kelsey L. Rushing, Esq, Member and Special Meeting Officer

NOTICE DATE: DECEMBER 17, 2021

Special Meeting of Members – Date: Thursday, January 13, 2022

Location: Vertical Church – 521 Gluckstadt Road, Madison Mississippi 39110

Registration & Call to Order: 6:00 P.M. CST

Board Candidate Solicitation

The court appointed special meeting officers are soliciting candidates for the upcoming 2022 Panther Creek Owners Association, Inc. Board of Directors election to be held on Thursday, January 13, 2022. Candidate applications must be received by the special meeting officers by Tuesday, January 11, 2022 to be nominated and listed on the printed election ballot that will be available to members at the meeting. To ensure an efficient and orderly election process, floor nominations will not be taken. If you are interested in serving, please apply prior to the deadline.

Candidates will be asked to speak in front of the members at the meeting to state why they are a good candidate for the board and why they would like to serve. Each candidate will be given five minutes. All candidate application forms will be available for review by members at the meeting.

Five director seats will be up for election at the special meeting. Once the votes are counted and certified, the newly elected members of the board will hold a board meeting to elect officers.

Candidate Qualifications

All Candidates for the Board must meet the following qualifications:

1. The Candidate must be an Owner of record of the fee title to a Lot. If title to a separate interest is held by a legal entity, such entity may appoint a natural person to serve or vote on such entity's behalf by delivering evidence of an appropriate written appointment to the special meeting officers;
2. The Candidate must be current in the payment of all regular and special assessments. For the purposes of this election, "current" means no regular or special assessment is past due by more than one (30) days, or such period of time as is specifically defined in the Association's collection policy;
3. The Candidate may not hold a joint ownership interest in the same separate interest as any other candidate; and
4. The Candidate is not eligible to run if the Association is aware or becomes aware of a past criminal conviction that would, if the Candidate were elected, prevent the Association from purchasing fidelity bond coverage.

Application Submission:

Applications must be received by the special meeting officers by Tuesday, January 11, 2022. Applications may be mailed to Nathan Evans, 190 Deerwood Crossing, Canton, MS 39046 or emailed to ncevans23@gmail.com and krushesq@aol.com

Panther Creek Owners Association, Inc.
2022 Board of Directors Candidate Nomination Application

The court appointed special meeting officers are soliciting candidates for the upcoming 2022 Board of Directors election to be held on Thursday, January 13, 2022. Candidate applications must be received by the special meeting officers by Tuesday, January 11, 2022 in order to be nominated and listed on the election ballot at the special meeting.

If you are interested in serving, please complete and return this application by mail to Nathan Evans, 190 Deerwood Crossing, Canton, MS 39046 or by emailing the special meeting officers at ncevans23@gmail.com and krushesq@aol.com. If you would like an electronic fillable PDF version of this form, please email ncevans23@gmail.com with your request.

Candidate / Owner's Name: ______________________________

Property Physical Address: ______________________________

Owner Since: ______________ (month/year) Currently Reside on Property? Yes / No (select one)

Current Occupation or Occupation at time of Retirement: ______________________________

Biographical Information (150 words or less): ______________________________

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Statement – Why do you want to serve on the Board, and what skills/expertise do you have to offer the neighborhood? (250 words or less): ______________________________

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If elected I pledge to do my best for the benefit of the neighborhood Association as a whole and will abide by and enforce the Association's Articles of Incorporation, Bylaws, CC&R's, Architectural Guidelines, published policies, and all applicable Mississippi federal and state laws, including, but not limited to, Miss. Code Ann. § 79-11-101 through § 79-11-759.

Signature: ______________________________ Date: ______________

no shares of stock, shall divide no dividends or profits among its members, shall be authori liens for nonpayment of an assessment; shall vest in each Member the right to vote in the elec directors; shall make the loss of membership, by death or otherwise, the termination of all inte h members in the corporate assets; and there shall be no individual liabilities against the meml rporate debts, but the entire corporate property shall be liable for the claims of creditors.

3. Change paragraph 7(F) as follows:

The affairs of the corporation shall be managed and controlled by a Board of Direc sting of the number of individuals from time to time prescribed by the By-Laws, which num ver, shall not be less than three nor more than ten. Directors need not be members of ration.

Directors shall be elected by the members at annual members' meetings and shall serve u successors shall be elected and qualified in accordance with the By-Laws. The initial Boar tors who shall serve until the first annual members' meeting of the corporation, is comprise

Louis B. Gideon
274 Commerce Park Drive, Suite A
Ridgeland, MS 391 57

William C. Smith, Jr.
315 Tombigbee Street
Jackson, MS 39201

Charles A. Lott

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Tuesday, January 18, 2022 10:03 AM
To:	Megan Mawhorter
Subject:	FW: Panther Creek HOA
Attachments:	Nathan Evans documents requested and provided.pdf; List of communication from Nathan Evans to Panther Creek Board between October 15, 2021 and July 18, 2019.pdf; PC Current ByLaws.pdf; Amanda Heard Nominations will be taken from the floor.pdf
Importance:	High

From: Amy Wright <AmyWright@infinityinfusionnursing.com>
Sent: Tuesday, January 18, 2022 8:22 AM
To: Judge Cindy Brewer <CBrewer@madison-co.com>
Subject: Panther Creek HOA
Importance: High

CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.

Judge Brewer,

I am writing this email to plead with the court to overturn the Panther Creek HOA Board's election on January 13, 2022. The entire debacle was a farce from the very start of the meeting, with Mr. Evans telling the association that he was appointed as the special meetings person and made the rules for the forum. The meeting was a ploy for Mr. Evans, and he made up the rules to bait his presidency of the association. One member of the association physically charged Colleen Wise with the intent to harm her, and she was removed by force from the meeting by the Madison County Sheriff's Office, along with her husband, Gordie Wise. Shortly after, Nathan requested the removal of Mike Barnes, another prior board member, who had not spoken a word at all in the meeting. Mr. Evan allowed the member who charged Colleen back in the special meeting as he supported his cause. I strongly feel that Mr. Evans had her (Colleen) removed solely to keep the truth from being said to the association members.

Several factors contributed to the resignation of the entire HOA board. The countless harassment finally forced the whole board to resign in hopes that the harassment would subside, and the new board would be able to continue the association's business. We had just been re-elected as the board at our annual meeting and had no desire to resign; however, the endless request for documentation, along with the vial behavior towards the HOA President Colleen Wise, was too insanely grueling to bear and watch. In all my years of living, I never have run across a human being that is so narcissistic and power-hungry than Nathan Evans. I am attaching a timeline of events and a documentation request from

Mr. Evans to help paint the bleak picture of what we had to deal with daily. We have all had our names slandered, harassed, and name-calling (Karen), which I genuinely consider a blessing because his conception of Karen is all wrong. He truly feels like he is the victim (most narcissists do), and I can assure you that the association members are the actual victims of the matter. Mr. Evans has one agenda: to remove Colleen Wise from the neighborhood. Your Honor, we are past the point of mild frustration and ask that you overturn the results of the special meeting and allow us to elect a board without prejudice.

God Bless,

Amy (Former HOA Secretary)

Amy Wright, RN, IgCN | Infinity Infusion Nursing
Senior Vice President, Infinity Infusion Nursing
5717 Hwy 43, Suite B, Satsuma, AL 36572
O: 844-204-3862, Ext. 107
C: 251-656-6693
F: 844-546-1496
www.infinityinfusionnursing.com

Infinity Infusion Nursing

Nathan Evans record demands:

1.) August 2019 – Copy of General Liability Insurance Policy for Neighborhood - Provided

2.) June 2020 – Original documents provided for his review:

1. All invoices from April 2019 – June 2020
2. All Bank statements from April 2019 – May 30, 2020
3. Detailed GL from April 1-2019 to June 17, 2020 (25 pages)

Copy of documents provided

1. Copy of Member list
2. Copy of By-Laws
3. Copy of Rule and Regulation (1 page)
4. Architectural review Committee documents (5 pages)
5. Copy of Board meeting minutes from April 2019 – June 2020
6. Copy of CD information (Reserve account)

3.) October 2020 – Denied found not to be in good faith or proper purpose, M M (HOA Attorney) sent a Cease and Desist

1.) Demand: Inspection of all written member communications, electronic or otherwise, from the Panther Creek Homeowners Association board of directors, and/or any board hired attorney(s), to all members relating to <u>any</u> CC&R violations from 7/15/2020 to 10/13/2020

2.) Demand: Inspection of accounting records, specifically the Panther Creek HOA General Ledger, from 1/1/2020 to the current date (GL provided 3 months ago that went from 4-1-19 to 6-17-20)

3.) Demand: Inspection of all accounting records from 6/1/2020 to the current date

4.) Demand: Inspection of the minutes of all meetings of the association members and meetings of the board of directors, and records of all actions taken by the members or directors without a meeting between 7/14/2020 and the current day

4.) July 2021 – Provided, Emailed to everyone

1. Updated membership list with names and address and vote counts with as of date.
2. Copy of Board meeting from July 2020 – July 2021
3. Bank statements from June 1, 2020 to June 30, 2021
4. Origins Bank account information form 1-1-2019 – 6-30-21
5. Profit and loss for 2020 and 1-1-2021 to 6-30-21
6. Detail receipts for Attorney 7-1-2020 – 12-31-2020
7. Receipts for Bank charges 1-1-2020 to 6-30-21
8. Receipts Bush hogging from May, June, July and August-2020 there are none for 2021 ,
9. Receipts Cameras 1-1-2020 to 6-30-2021
10. Receipts for Grass cutting 1-1-2020 to 6-30-2021,
11. Management fees from 1-1-2020 to 6-30-21,
12. Road repairs receipts from 1-1-2020 to 6-30-2021

5.) October 2021 – Nathan and petitioners still were claiming we were not a Board in lawsuit and wouldn't let us pay even the accountant.

1. General Ledger January 2020 to current
2. All receipts and invoices

List of communications from Nathan Evans to Panther Creek Board between September 25, 2021 and August 6, 2019

1. September 25, 2021, Saturday Hand delivered - Member response to Board "Cover Letter to Members Regarding Covenants"
2. September 23, 2021, Thursday 9:38 PM – Request for approval of riprap bed and seawall – south lake, west inlet.
3. September 23, 2021, Thursday 9:14 AM - Request for approval of riprap bed and seawall – south lake, west inlet.
4. September 22, 2021, Wednesday 11:35 AM - Request for approval of riprap bed and seawall – south lake, west inlet.
5. September 21, 2021, Tuesday 10:03 AM - Request for approval of riprap bed and seawall – south lake, west inlet.
6. September 17, 2021, Friday 6:52 AM – Record Demand
7. September 15, 2021, Wednesday 10:50 PM – Covenants, Ballot and Cover letter.
8. September 13, 2021, Monday 10:54 PM – Members Present at Meeting (in Person and by Proxy) 8/28/21
9. September 13, 2021, Monday 6:50 AM - Members Present at Meeting (in Person and by Proxy) 8/28/21
10. September 12, 2021, Sunday 1:04 PM - Members Present at Meeting (in Person and by Proxy) 8/28/21
11. September 12, 2021, Sunday 12:23 PM - Members Present at Meeting (in Person and by Proxy) 8/28/21
12. September 8, 2021, Wednesday 3:11 PM - Members Present at Meeting (in Person and by Proxy) 8/28/21
13. August 28, 2021, Saturday 2:00 PM - Members Present at Meeting (in Person and by Proxy) 8/28/21
14. August 17, 2021, Tuesday 11:17 AM – Records Demand (3rd email)
15. August 2, 2021, Thursday 8:15 AM – Annual Meeting 8/28 9AM
16. July 26, 2021, Monday 7:37 PM – Notice of Member Demand for Records
17. July 20, 2021, Tuesday 9:15 PM – Notice of Member Demand for Records
18. July 12, 2021, Monday 8:43 PM – Happy New Year
19. June 23, 2021, Wednesday 1:34 PM – Happy New Year
20. June 22, 2021, Tuesday 12:07 PM – Happy New Year
21. May 3, 2021, Monday 9:48 PM – Neighborhood Gate Remote Request
22. April 30, 2021, Friday 2:28 PM - Neighborhood Gate Remote Request
23. April 20, 2021, Tuesday 8:23 AM - Neighborhood Gate Remote Request
24. February 5, 2021, Friday 12:57 PM – Happy New Year
25. October 14, 2020, Wednesday 11:33 PM – Neighborhood Update (10-23-21 Nathan was told by HOA Attorney ***Cease and desist sending emails to the Board and harassing them. If you continue to do so, the Board will consider blocking your email address.)***
26. October 13, 2020, Tuesday 7:55 AM – Panther Creek HOA Board Meeting – October 2020
27. October 6, 2020, Tuesday 8:43 PM - Panther Creek HOA Board Meeting – October 2020
28. October 2, 2020, Friday 1:29 PM – If you requested a new gate code it should be updated now.
29. September 18, 2020, Friday 6:10 PM – Panther Creek

30. September 18, 2020, Friday 5:30 PM – Panther Creek
31. September 17, 2020, Thursday 9:52 AM – Panther Creek
32. September 8, 2020 Tuesday 7:38 AM – Panther Creek HOA Board Meeting – September 2020
33. September 1, 2020 Tuesday 1:34 PM - Panther Creek HOA Board Meeting – September 2020
34. August 9, 2020, Sunday 3:09 PM - Panther Creek HOA Board Meeting – August 2020
35. August 4, 2020, Tuesday 12:34 PM - Panther Creek HOA Board Meeting – August 2020
36. July 24, 2020, Friday 1:20 PM – Gate Code Update and Ins Policy
37. July 6, 2020, Monday 10:07 PM - Gate Code Update and Ins Policy
38. June 30, 2020, Tuesday 8:49 PM - Gate Code Update and Ins Policy
39. June 24, 2020, Wednesday 12:22 PM - Gate Code Update and Ins Policy
40. June 18, 2020, Thursday 2:50 PM - Gate Code Update and Ins Policy
41. July 14, 2020, Tuesday 4:40 PM – Panther Creek: Your additional demands to the Board and me.
42. July 13, 2020, Monday 9:47 PM – Your email of this morning
43. July 12, 2020, Sunday 8:20 PM – July 14 Board Meeting
44. July 8, 2020, Wednesday 8:34 AM – July 14 Board Meeting
45. July 7, 2020, Tuesday 12:19 PM – July 14 Board Meeting
46. July 2, 2020, Thursday 10:42 PM – Panther Creek
47. July 1, 2020, Wednesday 11:43 PM – Panther Creek
48. June 27, 2020, Saturday 2:15 PM – Panther Creek
49. June 27, 2020, Saturday 12:33 PM - Final Records Demand
50. June 27, 2020, Saturday 10:07 AM – Finial Records Demand
51. June 27, 2020, Saturday 10:22 AM – Rawling & MacInnis, P.A. – Legal Malpractice Lawsuit (For Internal Use only document attached from MEC)
52. June 22, 2020, Monday 8:14 AM – Records Demand
53. June 22, 2020, Monday 8:14 AM – Panther Creek
54. June 17, 2020, Wednesday 12:46 AM – Today's Board Meeting
55. June 15, 2020, Monday 12:52 PM – Today's Board Meeting
56. June 10, 2020, Wednesday 9:24 AM - Today's Board Meeting
57. June 9, 2020, Tuesday 9:31 PM - Today's Board Meeting
58. June 9, 2020, Tuesday 12:33 PM - Today's Board Meeting
59. June 9, 2020, Tuesday 9:40 AM - Today's Board Meeting
60. April 13, 2020, Monday 11:12 AM – Drainage Issues – Arial Images
61. April 13, 2020, Monday 10:49 AM – Drainage Issue – additional video from 4/12/20
62. April 13, 2020, Monday 10:19 AM – Drainage Issues
63. March 14, 2020, Saturday 8:30 AM – March 28th annual Meeting
64. March 6, 2020, Friday 10:55 AM – Backup Generator Question
65. March 5, 2020, Thursday 2:15 PM – Backup Generator Question
66. December 9, 2019, Thursday – Letter to Panther Creek about covenant violation carport, RE: Invoice for Attorney's Fee
67. November 18, 2019, Monday 10:14 PM – Panther Creek / Carport
68. November 17, 2019, Sunday 5:58 PM – Panther Creek / Carport
69. November 3, 2019, Sunday 4:29 PM – Carport @ 190 Deerwood Crossing
70. August 6, 2019, Tuesday 9:19 PM - Gate Code Update and Ins Policy

By-Laws
Of
Panther Creek Owners Association, Inc.

Article I
NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Name. The name of this corporation is Panther Creek Owners Association, Inc.

Section 2. Registered Office and Registered Agent. The address of the registered office of this corporation is 1296 Highway 51 North, Madison, MS 39110. The mailing address of the registered agent is P.O. Box. 1789, Madison, Mississippi 39130. The name of the registered agent of this corporation is Michael S. MacInnis. The registered office of this corporation required by the Mississippi Business Corporation Act to be maintained in the State of Mississippi may be, but need not be, identical with the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II
SEAL AND FISCAL YEAR

Section 1. Seal. The seal of this corporation shall have inscribed on it the name of this corporation, and the words, "Corporate Seal".

Section 2. Fiscal Year. The fiscal year of this corporations shall begin January 1, and end on December 31 of each year.

Article III
MEMBERSHIP

Section 1. Members. Every person, group or persons, corporation, trust or other legal entity, or any combination thereof, which owns property within Panther Creek shall be a member of the Panther Creek Owners Association, Inc. ("Corporation").

Section 2. Place of Members Meetings. Meetings of the members shall be held at the registered office of the corporation or at any other place (within or without the State of Mississippi) the Board of Directors or shareholders may from time to time select.

Section 3. Annual Meeting. An Annual meeting of the members shall be held on the second Monday in January of each year at 6:00 p.m. and the members shall select a Board of Directors and transact other business. If an annual meeting has not been called and held within six (6) months after the time designated for it, any shareholder may call it written petition with the confirmed signatures of at least 20 of the members in good standing.

Section 4. Special Meetings. Special meetings of the members may be called by the President, by any member of the Board of Directors, or written petition with the conformed signatures of at least 20 of the members in good standing.

Section 5. Notice of Meeting. A written or printed notice of each member's meeting, stating the place, day and hour of meeting, and in case of special meeting, the purpose or purposes of the meeting, shall be given by the Secretary of the corporation or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be sent at least ten (10) days but no more than sixty (60) days before the date designated for the meeting to each member by United States mail or email to the address appearing on the books of the corporation.

Section 6. Waiver of Notice. A member, either before or after a member's meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Such waiver must be in writing, signed by the member and delivered to the corporation for inclusion in the minutes or filing with the corporate records. Attendance at the members' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objection to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 7. Voting Rights. Subject to the provisions of the laws of the State of Mississippi, each Member who is or who hereafter becomes an Owner of a Lot shall be entitled to one (1) vote for each Lot owned, except that when any Lots are contiguous and owned by the same Owner, said contiguous Lots shall be entitled only to a total of one (1) vote by the Lots' Owner; but transferee of Lots that are transferred on the books of the corporation within ten days next preceding the date set for a meeting shall not be entitled to notice of, or to vote at the meeting.

Section 8. Proxies. A member is entitled to vote in person or by proxy executed in writing by the member or by his attorney in fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly state in it.

Section 9. Quorum. The presence, in person or by proxy, of the members representing fifty percent (50%) or more of the members of the Association shall constitute a quorum at a meeting of members. At a duly organized meeting, members present can continue to do business until adjournment even though enough members withdraw to leave less than a quorum.

Section 10. Adjournments. Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

Section 11. Informal Action by Members. Any action that may be taken at a meeting of members may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the members entitled to vote on the action and shall be filed in the minutes of the corporation. This consent shall have the same effect as a unanimous vote at a members' meeting. In the event the laws of the State of Mississippi require that notice of proposed action be given to nonvoting members and the action is to be taken by unanimous consent of the voting members, the corporation shall give all nonvoting members written notice of the proposed action at least ten (10) days before the action is taken. The notice shall contain or be accompanied by the same material that, under the laws of the State of Mississippi, would have been required to be sent to nonvoting members in a notice of a meeting at which the proposed action would have been submitted to the members for action.

Article IV
THE BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Qualifications and Term of Office. The number of directors of the corporation shall be no less than two (2) nor more than ten (10). Except as set forth below, each director shall hold office until the next annual meeting of members and until his successor shall haven been elected and qualified.

Section 3. Vacancies. Any vacancies occurring in the Board 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, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election of the Board of Directors for a term of office continuing only until the next election of directors by the members. The other members of the Board of Directors may declare vacant the of office of a director who is convicted of a felony or who is declared of unsound mind by an order of court.

Section 4. Presumption of Assent. A director of the corporation who's is present at a meeting of the Board of Directors at which action on any corporate matter s taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Section 5. Indemnification. The Corporation shall indemnify every officer or director of the corporation against any and all expenses, including court cost and reasonable attorney fees, reasonably incurred y or imposed upon any officer or director in connection with any action suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors) to which he may be made a party by reason of being or having be an officer or director at the time such expenses are incurred. The officers and directors shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own willful misconduct or nonfeasance. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the corporation (except to the extent that such officers or directions may also be members of the corporation) and the corporation shall indemnify and forever help each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein, shall not be exclusive of any other rights to which any officer or director, or former officer or director, may be entitled.

Article V.
MEETINGS OF THE BOARD

Section 1. Place of Meeting. The meetings of the Board of Directors may be held at the registered office of the corporation or at any place within or without the State of Mississippi that a majority of the Board of Directors may from time to time by resolution appoint.

Section 2. Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the members at the place the meeting has been help, to elect officers and consider other business.

Section 3. Regular Meetings. A Regular meeting of the Board of Directors shall be held once each month without other notice than these By-Laws. The Board of Directors shall set the time and place for each regular meeting which hall be held without written notice.

Section 4. Special Meetings. Special meetings of the Board of Directors may be call at any time by the President or any member of the Board. No particular form of notice is required.

Section 5. Notice of Meeting. Notice of the annual meeting of the Board of Directors need not be given. Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each director at least forty-eight (48) hours before the meeting. This notice may be given either personally or by sending a copy of the notice through the US mail or email address on file on the books of the corporations.

Section 6. Waiver of Notice. A director may waive in writing notice of a special meeting of the Board either before or after the meeting; and his waiver shall be deemed the equivalent of giving notice. The waiver must be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. Attendance of a director at the meeting shall constitute waiver of notice of that meeting unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 7. Quorum. At meeting of the Board of Directors, a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the Board. The Board of Directors, by majority vote, may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting in person.

Section 8. Adjournment. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted thereof, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 9. Informal Action by Directors. Any action that may be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the directors and shall be filed in the minutes of the corporation. This consent shall have the same affect as a unanimous vote at a directors meeting. Any action so taken shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE VI
OFFICER, AGENTS AND EMPLOYEES

Section 1. Officer. The executive officers of the corporation shall be chosen by the Board of the Directors and shall consist of a President, Vice President, Secretary and Treasure or combined Secretary - Treasurer and the Board of Directors may decide not to elect a Vice - President. Such other officers, assistant officers, agents and employees, that of the Board of Directors from time to time may deem necessary may be elected by the Board or be appointed in a manner described by the Board. Two or more offices may be held by the same person. Officers shall hold the office until the successors are chosen and have qualified, unless they are sooner removed from office as provided by these By-Laws. No more than one person of a membership shall hold office at one time.

Section 2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The Officer so selected shall hold office until their successor is chosen and qualified.

Section 3. Salaries. The Board of Directors shall fix the salaries of the officers of the corporation. The Salaries of other agents and employees of the corporation may be fixed by the Board of Directors or by an officer to who that function has been delegated by the Board. Notwithstanding anything herein to the contrary, the Salary of the Officers be no more than the amount of one annual assessment for a Lot and shall be paid in the form of a credit for the billed assessment.

Section 4. Removal of Officers and Agents. An officer or agent of the corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interest of the corporation will be served by their removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. President: Powers and Duties. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors shall in general, supervisor and control all of the business and affairs of the corporation. The President shall when present, preside at all meetings of members and of the Board of Directors; may sign for and on behalf of the corporation, certificates for shares of the corporation; may sign for an on behalf of the corporation, deeds, notes, 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 to some other officer or agent of the corporation, shall be required by law to be otherwise signed or executed; and, in general, shall preform 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: Powers and Duties. During the absents and inability of the President to render and perform their duties or exercise their powers, as set forth in these By-Laws or in the acts under which this corporation is organized the same shall be performed and exercised by the Vice-President; and when so acting, they shall have all the powers and be subject to all the responsibilities given to or imposed upon such President. The Vice-President may sign for and on behalf of the corporation, deeds, notes, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution there of shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by to be otherwise signed or executed.

Section 7. Secretary: Powers and Duties. The Secretary shall: (a) keep the minutes of the preceding of the shareholders and the Board of Directors in one or more books provided for purpose; (b) see that all notices are dully given in accordance with the provisions of these By-Laws 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 Dudley authorized; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such members; (e) sign with the President certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general, perform all duties incident to the office Secretary and such other duties from time to time may be assigned to them by the President or by the Board of Directors. The Secretary may sign for and on behalf of the corporation deeds, notes, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, accept in cases where the signing and execution there of shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

Section 8. Treasurer: Powers and Duties. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories; and

(c) 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 them by the President or the Board of Directors if required by the Board of Directors, the Treasure shall give a bond for the faithful discharged of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VII
MEMEBER CERTIFICATES AND THEIR TRANSFER

Section 1. Member Certificates. In the even the Board of Directors considers it necessary or appropriate to issue members certificates or the like, then each such member certificate shall state that the corporation is a non-profit, no-stock corporation, the name and address of the registered holder or holders of the membership represented thereby, and shall be in such form as shall be approved by the Board of Directors. Membership certificates shall be consecutively numbered, bound in one (1) or more books, and shall be issued upon certification as to the transfer of title to the property to which such membership is appurtenant. Every membership certificate shall be signed by the President and the Secretary of the Association.

Section 2. Closing of Transfer Books or fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or members entitled to receive payment of any dividend, or in order to make determination of members for any purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case thirty (30) days. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as record date for any such determination of members, such date in any case to be not more than thirty (30) days and, in case of a meeting of members, not less than thirty (30) day s prior to the date on which particular action, requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to the notice of or to vote at a meeting of members, or members entitled to receive payment of a dividend, the date of issue, shall be entitled on the stock transfer books of corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until for the former certificate for a like number of shares shall have been surrendered and canceled, except that in a case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such term and indemnity to the corporation as the Board of Directors may prescribe.

Section 3. Transfer of Certificates. Transfer of certificates of the corporation shall be made only on the transfer books of the corporation by the holder of record thereof or by their legal representative, who shall furnish proper evidence of authority to transfer to or by their attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancelation of the certificates. The person in whose name certificates stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

Section 4. Lost Certificates. The Board of Directors may direct a new certificate to be issued in place of certificate allege to have been destroyed or lost if the owner makes an affidavit that it is destroyed or lost. The Board, in its digression, may as a condition precedent to issuing the new certificate, require the owner to give the corporation a bond as indemnity against any claim that may be made against the corporation on the certificate allegedly destroyed or lost.

ARTICLE VIII
SPECIAL CORPORATE ACTS

Section 1. Execution of Written Instruments. Contracts, deeds, documents, and instruments shall be executed by the President or Vice President unless the Board of Directors shall in a particular situation designate another procedure for their execution.

Section 2. Signing of Check and Notes and Other Instruments. Checks, notes, negotiable instruments, contracts, deeds, drafts, documents, demand for money and other instruments representing a liability to Corporation shall be signed by the President or any other officer or officers from time to time designated by the Board of Directors.

Section 3. Loans. No loans shall be contracted on behalf of the corporation and not evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be in general or confined to special instances.

ARTICLE IX
AMENDMENTS

The power to amend the Corporation's By-Laws or to adopt a new code of the By-Laws is vested in the membership. Approval by a majority of at least fifty-one percent (51%) of the members of the Association is necessary to amend the By-Laws or to adopt a new code of By-Laws.

Adopted by a majority of the Board of Directors effective August 27, 2021 at a meeting duly held at ________ ______________________________ on the same date.

SECRETARY'S ACKNOWLEDGEMENT ON NEXT PAGE

SECRETARY'S ACKNOWLEDGMENT

I HEREBY CERTIFY that the foregoing is a true and correct copy of a Bylaws regularly presented to and adopted by the Board of Directors following or at meetings and a vote duly called and held as and when described above by all directors who were present either in person, by proxy, or via email as described above and voted, and that such resolution is duly recorded in the minute book of this corporation; that the directors have been duly elected or appointed to, and are the present incumbents of, their respective offices.

SECRETARY:

PANTHER CREEK OWNERS ASSOCIATION, INC.

By: Amy Wright
Name: Amy Wright
Its: **Secretary**

Gmail

colleen wise <colleenosc@gmail.com>

Chancery Court Hearing Today 112921 - Re: Special Meeting of Association

Amanda Heard <aheard@rlattorneys.com>
To: colleen wise <colleenosc@gmail.com>

Tue, Nov 30, 2021 at 9:33 AM

Good morning, needless to say my phone blew up from his email last night. Main questions:

1. Can I send a proxy vote for the meeting? I don't know, I can ask. No proxy votes. Have to be there in person. If they are interested in outcome, they need to be there.

2. How do we nominate people for the written ballot if they are taking nominations from the floor? I don't know, I have to ask. There won't be a written ballot because nominations will be coming from the floor.

3. Why didn't my neighbor get the email? I can only assume it's because he only has some email addresses he got from some old filing he found in an old case file. I don't know. That is probably correct. He is not official and doesn't have access to the official list.

Thanks, Colleen

[Quoted text hidden]

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Monday, January 17, 2022 6:04 PM
To:	Megan Mawhorter
Subject:	Fwd: Panther Creek Special Meeting
Attachments:	Amanda Heard Nominations will be taken from the floor.pdf; PC Current ByLaws.pdf; List of communication from Nathan Evans to Panther Creek Board between October 15, 2021 and July 18, 2019.pdf; Nathan Evans documents requested and provided.pdf

Sent from my iPhone

Begin forwarded message:

> **From:** Gordon Wise Jr <gordonwisejr@gmail.com>
> **Date:** January 17, 2022 at 5:56:01 PM CST
> **To:** Judge Cindy Brewer <CBrewer@madison-co.com>
> **Subject: Panther Creek Special Meeting**
>
> ***CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.***
>
> Honorable Judge Brewer,
>
> I am Gordon Wise and reside in Panther Creek.
>
> I was present at the November 29, 2021 court date along with approximately 20 concerned residents of Panther Creek when the attorneys, John Martin and Amanda Heard, exited your chambers informing the group that a special meeting had been granted. They informed us that Nathan Evans and Kelsey Rushing would be the officers of the meeting and that **"Nominations for the board would be taken from the floor at the meeting."**
>
> In an email sent by Nathan Evans to some of the neighborhood after the hearing, that I have attached, Nathan urges all residents to attend "So your voices can be heard and vote counted." In that same email Nathan said there would be a written ballot. That prompted a slew of questions from residents of the neighborhood and Colleen Wise emailed(attached) Amanda Heard who responded "There won't be a written ballot because nominations will be coming from the floor."
>
> Attached is where Colleen Wise emailed Nathan, Kelsey and their attorney John Martin 5 nominations for the Board, none of which were placed on the ballot.

At the special meeting on January 13, nominations weren't taken from the floor. A motion was made by a member of the association to take nominations from the floor, seconded, and Nathan Evans and Kelsey Rushing ignored it. They said they only received the 4 nominations on their ballot of Nathan Evans, Kelsey Rushing, John Lester and Mike Kinsley.

When they were asked what happens if we all vote no? Nathan's response was it didn't matter if they received only 1 vote they were on the Board. None of them received even a simple majority and Nathan only received a 1/4 vote of the members in attendance.

This was not an election but a hostile takeover and a waste of the neighborhood and the court's time.

The Current By-Laws give the neighborhood 2 methods to hold a special meeting without Nathan filing a lawsuit against the neighborhood. 1. The President, who had not given a resignation date, could have called for a special meeting, which she was in the process of doing when served with a Cease and Desist by John Martin. 2. Any member of the association can call a special meeting with a petition signed by 20 members of the association in good standing. Nathan Evans couldn't get 20 signatures of members in the association for his petition, in good standing or not. That is also evident by his only 13 votes out of 134 total property owners he received.

The entire HOA Board quit because of the constant, belligerent, name calling, harassing emails to the Board and the HOA attorney, Mike MacInnis, from Nathan Evans. Most of them call out Colleen Wise specifically. Things such as "Karen, Gestapo Rule, Boomer, and Go Pound Sand" just to name a few from the over 70 emails to the Board alone in a 2 year period. This doesn't include all the emails to the HOA attorney. I am sure Mike MacInnis, the HOA attorney can provide you with more information if you would like, 601-898-1180. The neighborhood had to spend almost $9,000 in a 6 month period because of Nathan Evans' threats of legal action. The Board only received a small break after Nathan was given a Cease and Desist in October of 2020 but the harassment began again in February of 2021. The last straw for everyone was when Nathan's wife, Megan Evans, threatened physical harm against Colleen Wise. (Cause no: MIS 00-033936)

I pray that you recognize that all nominations were not presented to the association and nominations were not taken from the floor as has been done since this neighborhood was formed and not validate this sham of an election .

I humbly respect and thank you for your time in reviewing these facts of this matter.

Respectfully,
Gordon Wise

Megan Mawhorter

From: Judge Cindy Brewer
Sent: Monday, January 17, 2022 3:44 PM
To: Megan Mawhorter
Subject: Fwd: Panther Creek Special Meeting held January 13, 2022

Just got this one

Sent from my iPhone

Begin forwarded message:

> **From:** Connie Barnes <barnesconnie103@gmail.com>
> **Date:** January 17, 2022 at 3:34:29 PM CST
> **To:** Judge Cindy Brewer <CBrewer@madison-co.com>
> **Subject: Panther Creek Special Meeting held January 13, 2022**
>
> ***CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.***
>
> Dear Judge Brewer,
>
> We wish to advise you of the disturbing ongoing events and outcome of the Special Meeting of the Panther Creek Owners Association (HOA) held on January 13, 2022. First and foremost, this is an HOA that has never had problems of this magnitude in the past. For two years and again at this meeting, it is abundantly clear that Mr. Nathan Evans has caused the disarray of the HOA Board and its members due to a personal issue he has with the previous board president, Mrs. Colleen Wise.
>
> Upon moving into Panther Creek in 2019, and within the two years prior to the special meeting, Mr. Evans has succeeded in

bullying, threatening, harassing, and demanding with arbitrary deadlines enormous amounts of documentation (including the first document he demanded three months after moving into Panther Creek, but not limited to, **the HOA liability insurance policy that he claimed he had to have for his mortgage**), all of which the HOA board members spent countless hours and energy to combine the demanded documents and deliver to him, all with advisement of legal counsel, and all while maintaining their jobs and families outside of HOA board business. Mr. Evans made it clear that he did not agree with the board seeking legal counsel to deal with him and using HOA funds to do so. However, it was necessary to be transparent and protect the HOA. After continued and endless demands and the delivery thereof, Mr. Evans continued to harass the HOA board members to the point of resignation and/or intent of resignation in September of 2021. Resignation was not their desire, nor the desire of any other member of this association. Upon written statements of their intent to resign which included their plans and intentions to continue performing HOA business until a new board was appointed to protect the integrity of this neighborhood, Mr. Evans placed a Cease and Desist of any further action of the board until a new board was appointed. This has caused the neighborhood to suffer damages, i.e., no legal counsel, broken gates due to lack of funding, unpaid bills, unrepaired streets and potholes, no landscaping/lawn service, no architectural review committee communication, etc. All of the above actions by Mr. Evans have severely damaged the integrity of this neighborhood.

At the beginning of this special meeting, Mr. Evans thanked everyone for coming and asked everyone to review the ballot sheet which included himself and three other nominees, to mark our vote, and stated that it would be that simple and a short meeting. The ballot did not include five nominations which were emailed to Mr. Evans prior to the meeting. Mr. Evans claimed he only received the nominations which were on the ballot. Mr. Evans also stated that if no one voted and those on the ballot simply voted for themselves (being one vote each), they would win the election. Voters were concerned and had sincere questions about why this election was different from elections in the past as is slated in the neighborhood by-laws. Mr. Evans stated that he, himself, made the rules for this special meeting. That action is not the precedent of our wonderful neighborhood and its bylaws.

Then from the floor a motion was made and seconded to have nominations from the floor as the practice and precedence of the neighborhood. The motion was ignored by Mr. Evans. When voters started speaking out and asking to be heard, Mr. Evans responded, "We're not doing this," even though his prior email to the neighborhood dated November 29, 2021, asked everyone to come to this special meeting and have their voices heard. Also, there was nothing in the Order Setting Special Meeting of Members filed on November 29, 2021, that said floor nominations were not going to be allowed. The meeting turned into complete chaos while voters were simply trying to get answers they deserve as concerned members of the HOA. Mr. Evans received less votes than the others on the ballot, was then quickly appointed President by them, and the "majority" of the voters exited the meeting without casting a vote at all.

Your Honor, this Panther Creek Homeowners Association needs your help. This wonderful neighborhood has never had to

Megan Mawhorter

From: Judge Cindy Brewer
Sent: Monday, January 17, 2022 12:23 PM
To: Megan Mawhorter
Subject: Fwd: Panther Creek HOA Ruling

And, now another email just now

Sent from my iPhone

Begin forwarded message:

> **From:** Cheryl Freeman <cfreemanco@att.net>
> **Date:** January 17, 2022 at 12:18:19 PM CST
> **To:** Judge Cindy Brewer <CBrewer@madison-co.com>
> **Cc:** Colleen Wise <colleenosc@gmail.com>, Mike Barnes <mike@barnessurvey.com>
> **Subject: Panther Creek HOA Ruling**
>
> CAUTION! External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.
>
> Honorable Judge, mr Nathan Evans partitioned your court and was awarded permission for a special meeting of panther creek homeowners to be held last Wednesday, January 13th in order to elect a new HOA Board of Director's.
> However... non of the homeowners who had volunteered to serve in these positions were even on the Ballot!!
> Our only options were for Nathan Evans and his selection of three other people to be our Board.
> Plus he would not allow anyone to oppose .
> My husband and I left when it appeared there would be physical violence over our not being allowed a voice as to who would represent us on the Board.
> Mr. Evans has not been truthful with your court nor do the majority of the over 130 homeowners in our neighborhood want him on the Board.
> He is using your ruling to force us into a rather contentious situation without full homeowner support.
>
> In appreciation for your fairness.
> Cheryl and Sam Carruth
> 131 East Ridge Rd
> Canton, Ms
>
> Sent from my iPhone

endure a situation such as this. Knowing what the HOA members have learned and witnessed regarding the years of harassment by Mr. Nathan Evans and for that reason causing the resignation intentions of the prior board, it is believed that Mr. Nathan Evans has an ulterior motive, and is not deserving of serving in any capacity on our HOA board. On behalf of this homeowners association, we pray the special meeting election of January 13, 2022, is not deemed as legal. We also pray for a re-election of new board members issuing election rules according to our Panther Creek by-laws and not by Mr. Evans' rules.

Thank you for your consideration.

Sincerely,
Robert M. Barnes and Connie W. Barnes

Megan Mawhorter

From:	Judge Cindy Brewer
Sent:	Monday, January 17, 2022 12:03 PM
To:	Megan Mawhorter
Subject:	Fwd: Panther Creek - Nathan Evans harassment

Forwarding as this may be Exparte communications

Sent from my iPhone

Begin forwarded message:

> **From:** Mike Barnes <mike@barnessurvey.com>
> **Date:** January 17, 2022 at 12:01:57 PM CST
> **To:** Judge Cindy Brewer <CBrewer@madison-co.com>
> **Subject: Panther Creek - Nathan Evans harassment**
>
> ***CAUTION!* *External Content. Please use caution when opening attachments and links. Do not provide your username and password if requested.***
>
> Dear Judge Brewer,
>
> Are you aware of the persistent harassment the Panther Creek HOA has received from Nathan Evans since he moved into the neighborhood?
>
> Are you aware that now that the home owners have been made aware of his actions and now know more facts that the overwhelming majority of the owners are extremely dissatisfied with his past and present behavior and are very dissatisfied with the meeting procedures from last Thursday, 1-13-2022?
>
> Thank you for your time.
>
> **Mike Barnes**
> Barnes Surveying, LLC
> 272 S Perkins Street, Suite 400
> Ridgeland, MS 39157
> Office 601-353-7878
> Mobile 601-594-6555