

BY-LAWS
OF
WOODGATE COMMUNITY ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is Woodgate Community Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at Landmark Communities, 4609 Pinecrest Office Park Drive, Suite F, Alexandria, Virginia 22312, but meetings of members and directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Woodgate Community Association, its successors and assigns.

Section 2. "Common Area" means, at any given time, all of the Property, other than Lots, then owned or leased by Association or otherwise available to the Association for the benefit, use and enjoyment of the Owners; provided, however, that real estate within the Property is not Common Area solely because it is burdened by an easement for utilities, landscaping or signage or dedicated as a public street or roadway.

Section 3. "Original Declarant" shall mean and refer to Woodgate III Corporation, a Virginia corporation and developer of

the Property. The Original Declarant shall cease to exist and shall be relieved of all rights, liabilities, or responsibilities under the Declaration when it is no longer an Owner of any Lot or Parcel within the Property, or earlier as otherwise specified in the Declaration.

Section 4. "Successor Declarant" shall mean and refer to the Original Declarant's successor(s) or assign(s) pursuant to Article X, Section 4, of the Declaration who have acquired one or more Parcel(s) or Lot(s) for the purpose of development, except for Class A Builder Members of the Association. If the Successor Declarant consists of more than one person or entity, the rights and obligations of the Successor Declarant(s) shall be several and shall be based upon and proportioned in accordance with the number of votes to which each Successor Declarant is entitled pursuant to Article III, Section 2 of the Declaration.

Section 5. "Declarant" shall herein collectively mean and refer to the Original Declarant and/or any Successor Declarant.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for the Association applicable to the Property recorded in the Office of the Clerk of Circuit Court, Fairfax County, Virginia, and any amendments thereto.

Section 7. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Property, with the exception of the Common Areas, recreations areas (if any) and areas dedicated as public streets.

Section 8. "Member" shall mean and refer to every person or entity who holds membership in the Association as provided in the Declaration.

Section 9. "Parcel" shall mean a portion of the Property or additions thereto within which it is contemplated that one or more Lots and Common Areas, if any, are to be created by one or more recorded subdivision plats.

Section 10. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Parcel or Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 11. "Property" shall mean and refer to that certain real property described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 12. Other terms set forth herein shall bear the meanings set forth for such terms in the Declaration or, if not defined therein, in the applicable provisions of the Code of Virginia.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, at an hour and place to be determined by the Board of Directors and included in the notice

for such meetings, and each subsequent regular annual meeting of the Members shall be held within 375 days of the date of the previous annual meeting at an hour, date and place to be determined by the Board of Directors. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of one-fourth (¼) of all the votes outstanding in either class of membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of each notice, postage prepaid, at least fifteen (15) days, and no more than sixty (60) days, before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to vote or of proxies entitled to vote, of one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If,

however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Once a Member is present at a meeting the Member is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

Section 5. Proxies. A vote may be cast in person or by proxy. A proxy may be instructed (directing the proxy how to vote) or uninstructed (leaving how to vote to the proxy's discretion). Only instructed proxies may be granted by any Member to the managing agent. No person other than the Declarant, a Mortgagee, the managing agent or an Officer shall cast votes as a proxy for more than one Lot not owned by such person. Proxies shall be in writing, shall be dated, shall be signed by the Member or a person authorized by the Member (or in cases where the Member is more than one person by or on behalf of all such persons), shall be valid for eleven months unless a longer time period is provided in the proxy and shall be filed with the Secretary. Such proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of notice of revocation from the Member.

Section 6. Members' List.

(a) The secretary shall make, at least ten days before each meeting, a complete list of the Members, with the address of

each. Where Members are entitled to vote the list shall be arranged by voting group.

(b) For a period of ten days prior to the meeting, the list of Members shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting for the purposes thereof, subject to the limitations set forth by law.

(c) If the requirements of this Section 6 have not been substantially met, the meeting shall, on the demand of any Member in person or by proxy, be adjourned until the requirements have been met. Refusal or failure to prepare or make available the Members' list does not affect the validity of action taken at the meeting prior to the making of any such demand, but any action taken by the members after the meeting of any such demand, except adjournment, shall be invalid and of no effect.

ARTICLE IV

BOARD OF DIRECTORS: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed initially by such number of Directors as the Declarant may direct, until the first annual meeting. From and after the first annual meeting the affairs of this Association shall be managed by a Board of five (5) Directors, who shall be Members or designees of the Declarant.

Section 2. Term of Office. The Board of Directors beginning at the first annual meeting shall be divided into three (3) classes of membership as near equal in number as possible, with the term of office of one class expiring each year. The Directors shall be determined as provided in the Articles of Incorporation. There shall be no cumulative voting in any election of Directors.

Section 3. Resignation or Removal. A Director may resign at any time by delivering written notice to the Board of Directors, its Chairman, if any, the President or the Secretary. The resignation is effective upon delivery of the notice unless the notice specifies a later date. Any director may be removed from the Board, with or without cause, by a majority of the votes of the members of the Association. In the event of death, resignation or removal of a single Director, the Director's successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor. If more than one vacancy occurs at the same time, successor Directors shall be selected through Special Election by the Members of the corporation to serve for the unexpired term of their predecessors. A vacancy that is to occur at a later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Section 4. Compensation. No Director shall receive compensation for any service the Director may render to the Association in his or her capacity as such, but the fact that a person is a Director shall not disqualify that person from

receiving compensation for services actually rendered to the corporation at its request. Furthermore, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting subject to procedural rules adopted by the Board. Such rules shall not be established so as to exclude any Member desiring to be a candidate or desiring to submit the name of a candidate from so doing. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many

votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the plurality of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, without notices, at such place and hour as may be fixed from time to time at least one (1) week in advance by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved

shall have the same effect as though taken at a meeting of the Directors.

Section 5. Notice. Notice shall be in writing except that oral notice of any meeting of the Board may be given if communicated directly to the Director(s) to whom it is to be given.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities (including the Association's recreation facilities), and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Association's recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in, delegated to, or available by law to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and all corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (¼) of the Class A Members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of failure to pay an assessment to every Owner subject thereto within thirty (30) days after due date, and thereafter to bring an action at law against the Owner personally obligated to pay the same or to foreclose the lien against the Lot(s) affected, subject to rights of Mortgagees as provided in the Declaration.

(d) issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association, unless not economically feasible;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be reasonably maintained;

(h) approve an annual budget.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, who shall at all times be a member of the Board of Directors, and a secretary. The Board may also choose to elect a vice president, who shall at all times be a member of the Board of Directors, and a treasurer.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one

(1) year unless the officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of president and secretary, secretary and treasurer, or vice president and treasurer may be held by the same person while there remain Class B Members. Upon the expiration of the Class B Membership, only the offices of secretary and treasurer may be held by the same person. During both periods referenced herein, no person shall simultaneously hold more than one of any of the other offices

other than those specified herein except in the case of special offices created pursuant to Section 4 of this Article:

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes, and checks from such accounts as the Board may from time to time determine. The president shall make appointments of Committee Chairman of all Standing Committees.

Vice-President (if any)

(b) The vice-president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer (if any)

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall be the chief officer responsible for the preparation of an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Section 9. Liability of Officers, Directors and Architectural Control Committee Members. The officers and directors, and members of the Architectural Control Committee when acting or having acted in their capacities as members of said Committee, shall not be liable to any Owner or the Association for any good faith mistake of judgment or negligence. The Association shall indemnify and hold harmless said officers and directors as set forth in the initial Articles of Incorporation. The Association shall indemnify and hold harmless each of the members of the Architectural Control Committee from and against all liability to others arising out of the due exercise of their responsibilities.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint a Nominating Committee as provided in these By-Laws and an Architectural Control Committee as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Class A Non-Builder Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. The due date for each assessment shall be the first day of each month (or

the first day of each assessment period, if assessments are paid on other than a monthly basis). Any assessment not paid within ten (10) days after the due date shall be delinquent and shall accrue a late charge in the amount of \$10.00, or such other amount as may be established by the Board from time to time; and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property (subject to the rights of Mortgagees as provided in the Declaration), and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of the Member's Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Woodgate Community Association.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, only by a vote of two-thirds (2/3) of the votes of each class of Members present in person or by proxy, provided, however, that so long as there are Class A Builder Members and/or Class B Members, and if VA and/or FHA have

issued or guaranteed mortgage loans outstanding, such amendment shall require the approval of such agency. Notwithstanding anything contained herein to the contrary, the Class B Member may unilaterally amend these By-Laws for any reason, at any time prior to the conveyance of any Common Area to the Association, and, thereafter, to correct any defects required to be corrected by Fairfax County, Virginia, FHA or VA.

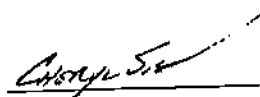
Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall end on the 31st day of December.

IN WITNESS WHEREOF, being the sole Director of Woodgate Community Association has hereunto set my hand this 25th day of March, 1989.



Cheryl Siskin
Director

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3/15/89