

ADOPTED MAY 14, 1980

BY-LAWS of LAKEWINDS CLUSTER ASSOCIATION

ARTICLE I
OFFICES

The principal office of the corporation in the Commonwealth of Virginia shall be located in the County of Fairfax. The corporation may have such other offices, either within or without the Commonwealth of Virginia, as the directors may from time to time determine.

The corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Virginia Non-Stock Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the directors and the registered office may be, but need not be, identical with the principal office of the corporation in the Commonwealth of Virginia.

ARTICLE II
MEMBERS

Section 1 . Membership in the Corporation.

All persons owning of record any dwelling unit on the property shown within Lakewinds Cluster on the plat attached to the Deed of Dedication, or on any subsequent plat filed pursuant to the Deed of Dedication (hereinafter referred to as the "Property"), except a person taking title as security for the payment of money or the performance of an obligation, shall be members of the corporation.

No person shall be a member of the corporation after he ceases to be the owner of record of any dwelling unit on the Property.

The directors of the corporation may, after affording the member an opportunity to be heard, suspend any person from membership in the corporation during any period of time when there exists a violation of any of the provisions of the Deed of Dedication (including, but not limited to, the failure to make any payment to the corporation when due and payable under the terms of the Deed of Dedication) with respect to the dwelling unit he owns or when he is in violation of any rule or regulation adopted by the corporation with respect to the Property.

Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under the Deed of Dedication with respect to the dwelling unit he owns and for compliance by himself, his family, guests, and invitees, with the provisions of the said Deed and the rules and regulations adopted by the corporation with respect to the Property.

The qualifications set forth herein for membership in the corporation shall be the only qualifications for such membership.

Section 2. Voting Rights.

Each member of the corporation shall have one vote at any regular or special meeting, except that:

(A) When any dwelling unit on the Property is owned of record in joint tenancy or tenancy-in-common, or in any other manner of joint or common ownership, such owners shall collectively be entitled to only one vote. Such vote shall be

exercised only by the unanimous action or consent of those of the owners of record of such dwelling unit that are entitled to vote and are present at the meeting or voting by proxy.

(B) Only a member of the corporation residing in the dwelling unit with respect to which he is entitled to vote, shall have the right to vote.

(C) Voting by proxy is permitted, subject to the following restrictions:

(1) Any member of the corporation wishing to vote by proxy shall issue such authority in writing which shall be signed and presented to the Secretary of the corporation at the meeting at which it is to be exercised.

(2) No authorized voter may exercise more than one proxy vote at any meeting of the corporation.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting.

The regular annual meeting of the members shall be held on the second Tuesday in May at the hour of 8 p.m. for the purpose of electing directors and/or for the transaction of such other business as may come before the meeting. If the date fixed for the annual meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for the annual meeting or at any adjournment thereof, or pursuant to Section 5 hereof, the Board of Directors shall cause the election to be held at a special meeting of the members held as soon thereafter as conveniently may be.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors, or members of the corporation holding not less than one-fifth of the votes.

Section 3. Place of Meeting.

The Board of Directors may designate any place within the area known as Reston, Virginia, for any annual or special meeting called by the Board of Directors and the President may designate any place within the area known as Reston, Virginia, for any special meeting called by him. If no designation is made or if a special meeting be called by the members of the corporation, the place of meeting shall be the principal office of the corporation.

Section 4. Notice of Meetings.

The corporation shall publish notice of any annual or special meeting of members in the manner provided by law. Written notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called shall also be mailed or delivered not less than ten or more than fifty days before the date of the meeting, except as otherwise specified by law, either personally or by mail, by or at the direction of the President or the Secretary or the person calling the meeting, to each member of the corporation at his address as shown on the records of the corporation. A member may, in a writing signed by him, waive notice of any meeting before or after the date of meeting stated therein. Failure to mail or deliver any notice to any member shall not affect the validity of the published notice.

Section 5. Informal Action by Members.

Any action required or permitted by law to be taken at a meeting of the members of the corporation may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the members of the corporation.

Section 6. Quorum and Manner of Acting.

Members holding one-third of the total votes shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these By-Laws.

Section 7. Conduct of Meetings.

The directors may make such regulations as they deem advisable for any meeting of members, in regard to proof of membership in the corporation, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit. Such regulations shall be binding upon the corporation and its members. In the absence of such regulations, Roberts Rules of Order shall apply.

ARTICLE IV DIRECTORS

Section 1. General Powers.

The affairs of the corporation shall be managed by its directors.

Section 2. Number and Tenure.

The number of directors shall be five. The directors elected by the members shall be elected for a term of three years, except as provided below, and until their respective successors are elected. Any vacancy occurring in the Board of Directors for any reason other than the normal expiration of the term may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, (or by a sole remaining director) and if not so filled, shall be filled at the next succeeding meeting of the members of the corporation. A director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill. Only voting members of the corporation may be elected directors.

Section 3. Removal from Office.

Any director may be removed from office at any regular or special meeting of the corporation by a majority of the total voting membership whenever, in the Judgment of the membership, the interests of the corporation will be served thereby. The members may, at that same meeting, elect a director to fill the remainder of the term of the 'director so removed.

Section 4. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held within five business days following the annual meeting of members at such time and place, within the area known as Reston, Virginia, as may be specified in the notice thereof. The Board of Directors may provide by resolution the time and place, within the area known as Reston, Virginia, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meeting of the Board may fix any place, within the area known as Reston, Virginia, for holding any special meeting of the Board called by them.

Section 6. Notice.

Notice of any meeting of the Board of Directors for the holding of which notice is required shall be given at least two days previous thereto by written notice delivered personally or sent by mail or telegram to each director at his address

as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may, in a writing signed by him, before or after the time of meeting stated therein, waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation of the corporation, or by these By-Laws.

Section 7. Quorum.

Except as otherwise provided by law or by the Articles of Incorporation of the corporation, or by these By-Laws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Action.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act' of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these By-Laws.

Section 9. Notice of Action.

The proceedings of all regular and special meetings of the Board of Directors, recorded in a manner prescribed by the directors, shall be mailed or delivered to all members of the corporation in a timely manner.

Section 10. Compensation.

Directors as such shall not receive any stated salaries or other compensation for their services, but may be reimbursed for expenses incurred on behalf. of the corporation. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor, provided such compensation be generally accorded and not represent any real or apparent conflict of interest.

Section 11. Informal Action by Directors.

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

ARTICLE V OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, excepting the offices of President and Secretary. The President shall be a director of the corporation. Other officers may be, but need not be, directors of the corporation.

Section 2. Election, Term of Office and Vacancies.

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal.

Any officer may be removed by majority vote of the entire Board of Directors in office whenever, in its judgment, the best interests of the corporation will be served thereby.

Section 4. Powers and Duties.

The officers of the corporation shall, except as otherwise provided by law, by the Articles of Incorporation, by these By-Laws, or by the Board of Directors, each have such powers and duties as 'generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the corporation.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation, provided, however, that no such committee shall have the authority of the Board of Directors to approve an amendment to the Articles of Incorporation of the corporation or a plan of merger or consolidation.

Section 2. Other Committees.

Other committees, consisting of two or more members of the corporation, not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation, may be designated by a resolution adopted by the Board of Directors to perform such duties and to have such powers as may be provided in the resolution.

Section 3. Rules.

Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

Section 4. Reporting.

All committees shall report orally or in writing to the Board of Directors and a summary of their actions shall be included in the minutes of the next regular or special meeting of the Board of Directors.

ARTICLE VII

LAW ENFORCEMENT

Federal, state or local officials are authorized to enter or pass through the property to enforce any laws or ordinances, or for any other purpose, on complaint of any resident of the Property, or in the normal course of their official duties.

ARTICLE VIII SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Corporate Seal-Virginia".

ARTICLE IX
AMENDMENTS

Amendments to the By-Laws shall be made in the 'following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it shall be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. The Board of Directors shall also transmit in the same manner any proposed amendment submitted to it by any five voting members of the corporation.

(b) Written or printed notice setting forth the proposed amendment and a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in the By-Laws for the giving of notice of meetings to members. If the meeting be an annual meeting, the proposed amendment and such summary shall be included in the notice of such annual meeting.

(c) The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

(d) Any number of amendments may be submitted and voted upon at any one meeting.