

**FIRST AMENDMENT TO THE BYLAWS
OF
BRIDLEWOOD COMMUNITY ASSOCIATION, INC.**

BRIDLEWOOD COMMUNITY ASSOCIATION, INC. ("Association") makes this First Amendment to its Bylaws this 17 day of July, 2007.

WITNESSETH:

WHEREAS, Article IX, Section 9.03 of the Bylaws provides that the Bylaws "may be altered or repealed and new Bylaws adopted by a majority vote of the Members entitled to vote who are present at any annual meeting"; and,

WHEREAS, the Section 3.01 of the Amended and Restated Declaration of Covenants, Conditions and Restrictions ("Declaration") recorded by Birchwood at Gainesville Corporation, a Virginia Corporation, against the Property among the land records of Prince William County, Virginia ("Land Records") in Deed Book 2083 at page 1370 provides that there are two (2) classes of membership; and,

WHEREAS, the Class B membership of the Declarant ceased in accordance with provisions of Section 2.03 of the Declaration in 1998; and,

WHEREAS, the Association desires to amend the Bylaws as set forth below to modify the manner in which the annual meeting is conducted; and

WHEREAS, not less than the majority of the votes entitled to be cast by Members present, in person or by proxy, at a duly called meeting of the Membership approved this Amendment.

AMENDMENT:

I, the undersigned, President of Bridlewood Community Association, Inc. (the "Association"), a corporation organized and existing under the laws of the Commonwealth of Virginia, pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended, does hereby submit the following Bylaw Amendment pursuant to Section 13.1-886 of the Code.

1. The name of the corporation is Bridlewood Community Association, Inc. ("Association").
2. The above-recitals are incorporated herein and made a part hereof.
3. The text of the amendments adopted is as follows:

Article III, Section 3.02. Annual Meeting is deleted in its entirety and replaced with the following:

The Association shall hold an annual meeting of the Members for the election of directors, and transaction of any business within the power of the Association. Annual meetings shall be held in the month of June. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence, terminate the tenure of any director before his successor is elected and qualified or otherwise affect valid corporate acts. Any business of the Association may be transacted at any annual meeting without being specially designated in the notice of such meeting, except such business as is specifically required by statute, the Articles of Incorporation or the Declaration to be stated in the notice.

Article III, Section 3.06. Quorum is deleted in its entirety and replaced with the following:

- (a) At any meeting of Members, the presence in person or by proxy or (in the case of any Member which is a corporation or partnership) through designated representatives of Members entitled to cast fifteen percent (15%) of all the votes entitled to be cast shall constitute a quorum.
- (b) Section 3.06(a) shall not affect any requirement under statute, the Declaration or under the Articles of Incorporation as to the vote necessary for the adoption of any measure.

4. In accordance with Article 11, Chapter 10, Title 13.1 of the Code of Virginia 1950, as amended, the amendments set forth above were found to be in the best interests of the corporation and were directed to be submitted to a vote at a meeting of the Class Members by unanimous consent of the Board of Directors on this 15th day of May, 2007.

5. The amendment was proposed by the Board of Directors and submitted to the Class A Members, in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the Class A Members at which a quorum was present:

- (a) The total number of votes cast for and against the amendment by the Class A Members entitled to vote separately on the amendment was:

Total Vote	Total Number of Votes Cast FOR AMENDMENT	Total Number of Votes Cast AGAINST AMENDMENT
<u>94</u>	<u>94</u>	<u>0</u>

- (b) And the number of votes cast for the Amendment constitutes a majority of the votes cast by the Class A Members present, in person or by proxy, and is sufficient for approval of the Amendment.

IN WITNESS WHEREOF, the undersigned hereby declares that the facts herein stated are true as of this 17 day of July, 2007.

**BRIDLEWOOD COMMUNITY
ASSOCIATION, INC.**

By: Steve LaFroth
Steve LaFroth, President