

BYLAWS

BYLAWS
OF
BRIDLEWOOD COMMUNITY ASSOCIATION

ARTICLE I
Definitions

The words in these Bylaws which begin with capital letters (other than words which would normally be capitalized) shall have the meanings assigned to them by the "Declaration" and the "Articles of Incorporation" unless such a meaning would be manifestly improper or unreasonable in the context in which such capitalized word is used. "Declaration" means the Bridlewood Community Association Declaration of Covenants, Conditions and Restrictions, which is recorded in the land records of Prince William County, Virginia. "Articles of Incorporation" means the Bridlewood Community Association Articles of Incorporation.

ARTICLE II

Offices

Section 2.01. The registered office of the Bridlewood Community Association (the "Association") shall be located at 14914 Jefferson Davis Highway, Woodbridge, Virginia 22191.

Section 2.02. The principal office of the Association shall be located at 410 East Jericho Turnpike, Mineola, New York 11501.

Section 2.03. The Association may also have offices at such other places within the Commonwealth of Virginia as the Association Board may from time to time determine or the business of the Association may require.

ARTICLE III

Members

Section 3.01. Voting Rights of Members. The Association shall have three classes of members in accordance with the provisions of Section 6.02 of the Articles of Incorporation. The rights, privileges and qualifications of each class of members shall be as set out in the Articles of Incorporation, the Declaration and these Bylaws.

Section 3.02. Annual Meetings. The Association shall hold an annual meeting of the Members for election of directors, and the transaction of any business within the powers of the Association. The first annual meeting shall be held within one hundred eighty (180) days after the conveyance of the first lot to an Owner. Annual meetings shall be held on the first day of June which is not a Sunday or legal holiday. 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.

Section 3.03. Special Meetings. At any time in the interval between annual meetings and from time to time, special meetings of the Members may be called by the Chairman of the Association Board, by the President, by the Manager of the Association, or by a majority of the Association Board. In addition, the Manager of the Association, in his capacity as Secretary, shall call a special meeting of the Members upon the written request of Members entitled to cast at least twenty-five percent (25%) of the votes entitled to be cast at the meeting.

Section 3.04. Place of Meetings. All meetings shall be held at such place or places within the Commonwealth of Virginia as may from time to time be designated by the Association Board.

Section 3.05. Notice of Meetings.

(a) Written notice stating the place, day and hour of the annual meeting of the Member and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by the Manager to each Member entitled to vote at the meeting, personally or by mail, not less than ten (10) days nor more than ninety (90) days before the date of the meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his last known address as it appears on the records of the Association, with postage prepaid.

(b) Notwithstanding subsection (a) above, a waiver of notice in writing, signed by a Member entitled to such notice, whether prior to, at or after the holding of the meeting, shall be equivalent to the giving of such notice to that Member. A Member who actually attends a meeting, in person or by proxy, shall also be deemed to have waived notice of the meeting unless he attends for the express purpose of objecting because the meeting is not lawfully called or convened.

Section 3.06. Quorum.

(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 thirty percent (30%) of all of 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.

(c) If a quorum is not present at any meeting of Members, a majority of the Members present may, by majority vote, adjourn the meeting and call a further meeting of Members in accordance with applicable Virginia law. At such further meeting, the Members, present in person or by proxy, entitled to cast fifteen percent (15%) of all the votes entitled to be cast shall constitute a quorum and may, by a majority of votes actually cast, approve or authorize any proposed action and take any other action including, without limitation, the election of directors which might have been taken at the original meeting had a sufficient number of Members been present.

Section 3.07. Votes Required. On each matter submitted to the Members for a vote, a majority of the votes cast at a meeting duly called at which a quorum is present shall be sufficient for passage or approval, unless otherwise provided in the Declaration, the Articles of Incorporation, these Bylaws or Virginia law.

Section 3.08. Manner of Casting Votes. On any matter submitted to the Members for a vote, a Member may cast his vote by any of the following means:

(a) By personally attending the meeting and casting his vote (in the case of a Member who is an individual).

(b) By written proxy.

(c) In the case of a Member that is a corporation or partnership, by having an officer, joint venturer or a general partner or, if a joint venturer or a general partner is a corporation, an officer of a joint venturer or general partner, attend the meeting in person and cast the corporation's or partnership's votes.

(d) By mail, if the Association Board has prescribed rules and regulations under which that vote may be taken of Members by mail.

Section 3.09. Number of Votes. The qualifications for membership and the number of votes to which each Member is entitled shall be as provided in the Articles of Incorporation. The Association Board may by resolution adopt regulations for any or all meetings of the Members, consistent with the Declaration, the Articles of Incorporation and these Bylaws, in regard to proof of membership in the Association, evidence of the right to vote, determination of the number of votes to which each Member is entitled, appointment and duties of inspectors of votes, registration of Members for voting purposes, and other matters concerning the conduct of meetings and voting. Such regulations and any amendments to them shall (a) be distributed to Members with the notice of the first meeting of Members following their adoption and (b) be available for inspection by any Member (i) at the principal office of the Association during regular business hours and (ii) at each meeting of Members.

Section 3.10. Rules of Procedure. The rules of order and all other matters or procedure at any meeting of Members shall be determined in accordance with Robert's Rules of Order.

ARTICLE IV

Association Board

Section 4.01. Powers. The business and affairs of the Association shall be managed by a Board of Directors (the

"Association Board"). The Association Board may exercise all of the powers of the Association, except those which are, by the laws of Virginia, the Articles of Incorporation, the Declaration or these Bylaws, conferred upon or reserved to the Members. The Association Board may employ such consultants, professional advisors or independent contractors as it deems necessary, and may prescribe their duties. The Association Board may appoint whatever committees it deems appropriate in carrying out its duties.

The Association Board shall also have the power to suspend the voting rights and right to use the 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.

Section 4.02. Duties. The Association Board shall perform all of the following duties:

(a) Cause to be kept at its principal office a complete record of all its actions and proceedings and of all actions and proceedings of each of its committees, which shall be available for inspection and (at a reasonable charge) copying by any Member during normal business hours.

(b) Supervise all officers, agents and employees of the Association, and see that their duties are properly performed.

(c) As more fully provided in the Declaration:

(1) fix the amount of the Annual Assessment and any Special Assessments levied on each Lot;

(2) send written notice of such Assessments to every Owner by whom they are payable; and

(3) foreclose the lien against any Lot for which Assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not Assessments on a specified Lot have been paid. A reasonable charge may be made by the Association Board of the issuance of these certificates. If a certificate states an Assessment has been paid, the certificate shall be conclusive evidence of such payment.

(e) Procure and maintain adequate bonding and liability, hazard and other insurance as required by the Declaration and these Bylaws.

(f) Draft, revise, adopt and amend rules and regulations relating to the government of the Association and regarding the administration, interpretation and enforcement of the provisions of the Declaration, consistent with the best interests of the Members, and the laws of the Commonwealth of Virginia, the Articles of Incorporation and the high quality of the community.

(g) Perform all other duties assigned to it by the Declaration and the Articles of Incorporation.

Section 4.03: Number, Election and Removal of Directors.

(a) Initial Board. The initial Association Board shall consist of three (3) directors, named in the Articles of Incorporation, who shall hold office until the election and qualification of their successors.

(b) Subsequent Board. At the first annual meeting of Members, the Members shall elect five (5) directors. Two (2) of such directors shall be elected for a term of three (3) years, two (2) shall be elected for a term of two (2) years and one (1) shall be elected for a term of one (1) year.

Thereafter, directors shall be elected at the annual meeting and each director shall serve for a term of two (2) years or until his successor is elected and qualified, unless such term shall have earlier terminated by such director's resignation, death, removal or otherwise. The Association Board shall not be classified and each director shall be elected by a majority of the votes cast in person or by proxy by Members of both classes at a duly called meeting at which a quorum is present. A director need not be a Member of the Association.

(c) Nominations. Nomination for election to the Association Board may be made by any of the following methods:

- (1) By a Nominating Committee.
- (2) By petition, according to written procedures which the Association Board or Nominating Committee shall establish and announce at least ninety (90) days before each annual meeting of the Members.
- (3) From the floor at each annual meeting.

The Nominating Committee shall consist of a Chairman, who shall be a sitting director, and two or more Members of the Association. The Nominating Committee shall be appointed by the Association Board before each annual meeting of Members, the appointments shall be announced at that annual meeting and

those appointees shall serve from the close of that annual meeting until the close of the annual meeting at which the appointments of their respective successors are announced. The Nominating Committee shall make as many nominations as it deems appropriate, but shall in any case make enough nominations that the total number of Persons nominated by all three of the above methods is at least equal to the number of directors to be elected.

(d) Removal. Any director may be removed with or without cause, by a majority vote of the Members of the Association at any meeting of Members duly called and at which a quorum is present, and the Members may elect a successor to fill any resulting vacancy for the unexpired term of the removed director.

(e) Vacancies. In the event of the death or resignation of a director, his successor shall be selected by a majority vote of the remaining directors and shall serve for the unexpired term of his predecessor, subject to removal, however, by vote of the Members of the Association.

Section 4.04. Compensation. No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4.05. Action by the Association Board.

(a) Regular Meetings. Except as permitted by this Section 4.05, any approval or disapproval of actions or resolutions by the Association Board shall be by vote of the directors taken at a regular meeting. Regular meetings of the Association Board may be called by the President of the Association or by a majority of the directors.

(b) Conference Telephone. The Association Board or any of its committees may meet by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear and speak to each other and participation by such means shall constitute presence in person at the meeting. Such meetings may be called by the President of the Association or by a majority of the directors. One or more persons may also participate in a regular or special meeting of the Association Board or any of its committees by such means.

(c) Written Action Without a Meeting. To the extent permitted by Virginia law, any action required or permitted to be taken at a meeting of the Association Board or of one of its committees may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each director, or, in the case of committee action,

by each member of the committee, and is filed with the minutes of proceedings of the Association Board or the committee.

(d) Time and Place of Meeting. Each meeting of the Association Board shall be held at such time and at such place within the Commonwealth of Virginia or at the Association's principal office as the person or persons calling the meeting may designate or at such other place inside or outside the Commonwealth of Virginia as may be agreed upon by all of the directors.

Section 4.06. Notice of Meetings to Directors.

(a) Written Notice. Written notice of the place, day and hour of every regular and special meeting of the Association Board shall be delivered to each director at least two (2) days before the meeting (five (5) days in the case of notice given by mail), either personally or by mail. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the Association, with postage prepaid. Unless required by these Bylaws or by resolution of the Association Board, no notice of any meeting of the Association Board need state the business to be transacted at the meeting.

(b) Written Waiver. No notice of any meeting of the Association Board need be given to any director who, either before, during or after the holding of the meeting, waives such notice in writing.

(c) Waiver by Attendance. Attendance of a director at any meeting shall constitute waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(d) Adjournment. Any meeting of the Association Board, regular or special, may be adjourned from time to time and reconvened at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 4.07. Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business. Except as otherwise provided in Section 4.05(c) above, the action of a majority of all directors present at a meeting at which a quorum is present shall be the action of the Association Board.

ARTICLE V

Officers and Their Duties

Section 5.01. Chairman. The Association Board shall in each year elect a Chairman of the Board from among the directors. The Chairman shall preside at all meetings of the Association Board and meetings of members at which he shall be present and shall and may exercise such additional powers and duties as are from time to time assigned to him by the Association Board.

Section 5.02. Manager. The Association Board shall in each year elect one person (who need not be a Member of the Association) to serve as the Manager of the Association. The Manager of the Association shall, ex officio, be the Secretary and the Treasurer of the Association. The Manager shall generally advise the Association in the conduct and operation of its affairs. In the absence of the Chairman of the Board, the Manager shall preside at all meetings of the Members and of the Association Board at which he shall be present; he shall have general charge and supervision of the business of the Association; he may sign and execute bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated by the Members or the Association Board or express provision of the Article of Incorporation or of these Bylaws to some other officer or agent of the Association; and he shall perform such

other duties as from time to time may be assigned to him by the Association Board.

As Secretary of the Association, the Manager shall keep the minutes of meetings of the Members and of the Association Board in books provided for such purpose; he shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; he shall be custodian of the records of the Association; he shall see that the corporate seal of the Association is affixed to all documents, the execution of which on behalf of the Association, under its seal, is duly authorized and when the corporate seal is so affixed, he may attest the same; and he shall, in general, perform all duties incident to the office of secretary of a corporation.

As Treasurer of the Association, the Manager shall have charge of and be responsible for all funds, receipts and disbursements of the Association and shall deposit or cause to be deposited, in the name of the Association, all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be selected by the Association Board; he shall render to the Association Board whenever requested an account of the financial condition of the Association and in general he shall perform all the duties incident to the office of treasurer of a corporation.

The Manager shall serve at the pleasure of the Association Board and any vacancy in such office by reason of death, removal, resignation or otherwise shall be filled by the Association Board.

Section 5.03. Additional Executive Officers. The Association Board shall choose a President and one or more Vice Presidents (who shall perform such duties and have such responsibilities as (a) are expressly assigned to them by these Bylaws or (b) are customary for the president or vice president of a corporation and are not expressly delegated by these Bylaws or by the Members or by resolution of the Association Board to the Chairman or Manager or some other officer) and may choose one or more assistant managers, one or more assistant secretaries and one or more assistant treasurers, none of whom need be a director, but all of whom shall be Members of the Association. Any two or more of the offices mentioned in this Article may be held by the same Person; but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by statute, by the Articles of Incorporation, by these Bylaws or by resolution of the Association Board to be executed, acknowledged or verified by any two or more officers. In the event of a vacancy in any office provided for in this Section 5.03, by reason of death, removal, resignation or otherwise, the Association Board may either fill the vacancy or except for the office of President, abolish such office.

The assistant officers, if any, described in this Section shall have such duties as may from time to time be assigned to them by the Association Board or by the Manager.

Section 5.04. Committees. The Association Board may by resolution provide for an executive committee and for such other standing or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall consist of two or more directors and shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Association Board, except that only the full Association Board shall have the power to recommend to the Members any action which requires membership approval.

Section 5.05. Compensation. None of the officers of the Association (other than the Manager or assistant managers) shall be compensated by the Association for services rendered in the capacity of such office. Any such officers (other than the Manager or assistant managers) who serve the Association in any other capacity, however, may receive compensation therefor. The Manager and any assistant managers may receive such compensation as may be determined from time to time by resolution of the Association Board. Any management agreement entered into by the Association and the Manager shall be for a term not to exceed one year, but renewable by mutual agreement of the parties for successive one-year terms.

Section 5.06. Removal. Any officer or agent of the Association may be removed by the Association Board whenever in its judgment the best interests of the Association will be served thereby, with or without cause.

ARTICLE VI

Townhome Governance

Section 6.01. Townhome Council. The Class C Members shall elect a "Townhome Council", to be comprised of not fewer than three (3) nor more than seven (7) persons residing in the portion of the community zoned for townhomes and holding Class C membership in the Association. Such persons shall be elected for a term of one (1) year, or such other term or staggered terms as the majority of the Class C Members shall determine by their vote. The Townhome Council shall elect a chairman, a vice chairman and a secretary from its members. The chairman shall be chief executive for the Townhome Council and shall preside at all meetings of the Council. The vice chairman shall take the place of the chairman whenever the chairman shall be absent or unable to vote. The secretary shall keep minutes of all meetings of the Townhome Council. The Townhome Council shall be elected by the vote of the Class C Members at an annual meeting of such Members. The first annual meeting shall be called sixty (60) days after conveyance of fifty-one percent (51%) of the Lots entitled to Class C Membership to persons other than a builder or

developer. Class C Members holding at least one-third (1/3) of the total votes held by Class C Members, represented in person or by proxy, shall constitute a quorum at any meeting of the Townhome Council.

Section 6.02. Scope and Purpose of Townhome Council.

The Townhome Council shall have as its purposes the identification of the consensus of needs and wishes of the Class C Members with respect to the maintenance and operation of Townhome Facilities, to assist and cooperate with the Board of Directors and its Officers in the management and operation of the Association, assist in the establishment of an annual budget, and the identification and encouragement of persons able to and interested in serving as Association Officers and Directors.

Section 6.03. Class C Assessment. As a part of the annual maintenance assessment aforesaid, each Class C Member shall be deemed to covenant and agree to pay to the Association a Class C Assessment, which shall reflect the cost of maintaining, operating, managing, replacing, repairing, landscaping and funding the reserves for the Townhome Facilities.

Section 6.04. Townhome Budget. If Townhome Facilities so require, the Townhome Council recommend a Townhome Budget to the Association Board following the initial budget

determined by the Board of Directors. The recommended Townhome Budget shall be used by the Association as a guideline for determining the Class C Assessments. Such budget shall reflect the cost of operating and maintaining the Townhome Facilities, as determined by the Supplementary Declaration applicable to the Townhome Facilities.

Section 6.05. Bylaws and Regulations. The Class C Members may adopt Bylaws and promulgate regulations from time to time, provided they are not inconsistent with these Bylaws or the Declaration.

Section 6.06. Limitation of Power and Authority. The Townhome Council shall not be deemed to have any of the powers or authority of the Board of Directors; it shall not have, of itself, the power or authority to create assessments, nor the capacity and authority to be sued or to sue.

ARTICLE VII

Assessments

Section 7.01. Billing.

(a) AS soon as may be practicable in each fiscal year, the Treasurer of the Association shall prepare and send to each Owner a written bill for Assessments.

(b) The Association Board may adopt procedures for the purpose of making, billing and collecting Annual Assessments and Special Assessments provided that they are not inconsistent with the provisions of the Declaration or the Articles of Incorporation.

(c) Upon written demand by an Owner, the Treasurer of the Association shall within a reasonable period of time issue and furnish to such Owner a written certificate with respect to the status of Assessments of any specified Lot owned by that Owner in accordance with the Declaration.

Section 7.02. Lien; Enforcement. As more fully provided in the Declaration and Supplemental Declarations, each Member is obligated to pay to the Association Annual and Special Assessments which are secured by a continuing lien upon the Lot against which the Assessment is made. Any Assessments which are not paid when due shall be delinquent. If the Assessment is not paid within thirty (30) days after the due date, the Assessment shall bear interest from the date of delinquency at the highest rate allowed by law and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot and interest, costs and reasonable attorneys' 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 non-use of the

Common Areas or Recreational Facilities or abandonment of his Lot.

Section 7.03. Carrvover of Unused Funds. The Association shall not be obligated to spend in any fiscal year all the sums collected by way of Annual Assessments or borrowed in such year, or otherwise, and may carry forward as surplus any balance remaining. The Association shall not be obligated to apply any such surpluses to the reduction of the amount of the Annual Assessments in the succeeding fiscal year, but may carry forward from fiscal year to fiscal year such surplus as the Association Board in its absolute discretion may determine to be desirable for the greater financial security of the Association and the pursuit of its purposes.

ARTICLE VIII

Finance

Section 8.01. Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Association, shall unless otherwise provided by resolution of the Association Board be signed by the Manager and the President.

Section 8.02. Annual Reports. The Manager shall prepare annually a full and correct statement of the affairs

of the Association, including a balance sheet and a financial statement of operations for the preceding calendar year which shall be submitted at the annual meeting of the Members and filed within twenty (20) days thereafter at the principal office of the Association.

Section 8.03. Fiscal Year. The fiscal year of the Association shall be the twelve (12) month period ending December 31 of each year unless otherwise provided by resolution of the Association Board.

Section 8.04. Bonding and Insurance. The Association shall purchase such errors and omissions insurance for its officers, directors and employees, shall purchase such hazard insurance for the Common Areas and Recreation Facilities and shall arrange for such bonding of any or all of its employees as the Declaration requires. The Association may purchase such additional bonding or insurance not required by the Declaration as the Board of Directors considers appropriate. So long as the Federal Housing Administration, Veterans Administration, Federal National Mortgage Association, Government National Mortgage Association or Federal Home Loan Mortgage Corporation is an insurer, guarantor or mortgagee of any Lot, the Association shall purchase whatever additional insurance and bonding that agency requires. The Association Board shall at least annually review the bonding and insurance

coverage then carried by the Association to determine its adequacy and compliance with this Section.

Section 8.05. Borrowing by the Association.

(a) The amount, terms, rate or rates of all borrowing and the provisions of all agreements with note-holders shall be subject to the decision of the Association Board.

(b) Any mortgage of all or substantially all of the Property shall, in accordance with the requirements of the Declaration, be subject to the approval of two-thirds (2/3) of each class of Members entitled to vote and in accordance with Virginia law.

(c) The consent of First Mortgagees to any mortgage of any of the Property shall be obtained to the extent required by the Declaration.

ARTICLE IX

Miscellaneous

Section 9.01: Books and Records. The books, records and papers of the Association (including but not limited to complete and accurate copies of the Declaration, the Articles of Incorporation and these Bylaws) shall at all times during

reasonable business hours be subject to inspection by any Member and by any First Mortgagee which has notified the Association of its mortgagee status pursuant to the Declaration at the principal office of the Association. Any Member shall also be entitled to a copy of the financial statements of the Association for any one or more fiscal years of the Association upon payment of a reasonable charge to defray the cost of reproduction.

Section 9.02. Seal. The Association Board shall adopt a suitable corporate seal for the Association. The Association Board may authorize one or more duplicate seals and provide for their custody.

Section 9.03. Amendments. Subject to the provisions of the Declaration, any and all provisions of these Bylaws may be altered or repealed and new Bylaws may be adopted by a majority vote of the Members entitled to vote who are present at any annual meeting of the Members or at any special meeting called for that purpose, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto such amendments while there is a Class B Membership.

Section 9.04. Officers and Directors Civil Immunity. Pursuant to the provisions of Section 13.1-870.1(A)1 of the Code of Virginia, in any proceeding brought in the right of

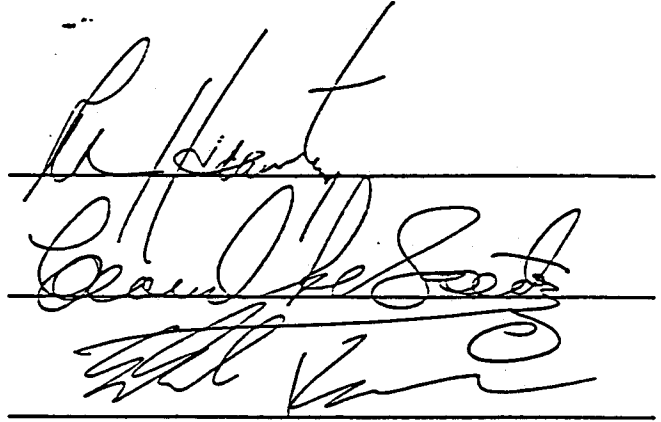
the corporation or brought by or on behalf of members of the corporation, the damages assessed against an officer or director arising out of a single transaction or course of conduct shall not exceed Two Hundred Dollars (\$200.00). However, the liability of an officer or director shall not be limited if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

Section 9.05. Consistency of Declaration, Articles of Incorporation and Bylaws. These Bylaws shall be construed and interpreted in a manner which is consistent with the terms and provisions of the Declaration and the Articles of Incorporation. The terms and provisions of the Declaration and the Articles of Incorporation (in that order) shall be controlling over any inconsistent provision contained in these Bylaws.

Section 9.06. Captions and Cross References. The captions of articles, sections and subsections of these Bylaws are for reference only and shall be disregarded in construing these Bylaws. Any reference in these Bylaws to a specified "Article", "Section" or "Subsection" shall be construed, unless otherwise explicitly stated, as referring, respectively, to an article of these Bylaws, a section of these Bylaws or a subsection of the section of these Bylaws in which the reference appears.

Section 9.07. Gender. The masculine gender, where used in these Bylaws, shall include the feminine and the neuter.

IN WITNESS WHEREOF, we, being all the Directors of BRIDLEWOOD COMMUNITY ASSOCIATION, have hereunto set our hands this 12th day of June, 1992.

Three handwritten signatures are written on three horizontal lines. The first signature is 'R. Hunt', the second is 'C. J. [unclear]', and the third is 'W. [unclear]'. The lines are solid black.

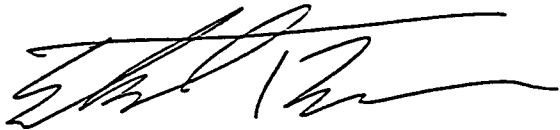
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am now the duly elected and acting secretary of BRIDLEWOOD COMMUNITY ASSOCIATION, a Virginia non-stock corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 12th day of June, 1992.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 12th day of June, 1992.



Secretary