

FIRST AMENDED AND RESTATED
BY-LAWS OF

TIMBERLAKE - SPOTSYLVANIA HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is TIMBERLAKE - SPOTSYLVANIA HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 6551 Loisdale Court, Suite 900, Springfield, Virginia 22150, but meetings of members and directors may be held at such places within the State of Virginia, County of Fairfax or Spotsylvania County as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to the TIMBERLAKE - SPOTSYLVANIA HOMEOWNERS ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area or reserved areas.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Lakewood Inc. of Virginia, a Virginia Corporation, its successors and assigns provided, however, that no successor or assignee of the Declarant shall have any rights or obligations of the Declarant unless such rights and obligations are specifically assigned by Lakewood Inc. of Virginia by document recorded on the land records or unless said rights and obligations of the Declarant inure to the successor of Lakewood Inc. of Virginia by operation of law. The rights and obligations set forth herein of the Declarant, as a Developer, shall cease when construction on the Property has been completed.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the Clerk of the Circuit Court of Spotsylvania County, Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to Membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter. 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 the Members who are entitled to vote one-fourth (1/4) of all the votes of the 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 such notice, postage prepaid, at least fifteen (15) 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 cast, or of proxies entitled to cast, one-tenth (1/10th) of the votes of the 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.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of no fewer than five (5) Directors and no more than nine (9) Directors, who need not be Members of the Association.

Section 2. Term. At the first annual meeting, the Members shall elect at least five (5) Directors for a term of one (1) year and at each annual meeting thereafter, the Members shall elect at least five (5) Directors for a term of one (1) year each.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any actions 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.

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

consent of all Directors, given in writing either before or after such meeting or by attendance at such meeting.

Section 5. 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.

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, 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 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 or delegated to the 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;

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

f) to seek injunctive relief from the Circuit Court of the County of Spotsylvania against any Member for any violation of the Declaration, or these By-Laws, or any rules or regulations adopted pursuant thereto, for which the Member or his family members, tenants, guests or other invitees are responsible. Before such injunctive relief is sought, the Member shall be given an opportunity to be heard and to be represented by counsel before the Board of Directors. Notice of the hearing shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the Member at the last address of record with the Association at least fourteen (14) days prior to the hearing. The Board of Directors may ask the court for the costs associated with their action to enforce this subsection; and

g) to levy special assessments where the Board of Directors has found by resolution that said special assessment is and shall be in the best interest of the Association and that the proceeds of said special assessment are used primarily for the maintenance and upkeep, including capital expenditures, of the Common Area. Any such special assessment shall, prior to the same being effective and an obligation upon any Owner and/or Member, have the assent of two-thirds (2/3) of the votes of the Members, which votes may be cast in person, by proxy or by mail, at a regular or special meeting. Any such special assessment may be rescinded or reduced by majority vote of the Members attending a meeting of the Membership convened in accordance with the provisions of the Virginia Property Owners Association Act, within sixty (60) days of receipt of the notice of such special assessment.

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 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 (1/4) of the Members who are entitled to vote:

b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed:

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

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

(ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period: and

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

d) issue, or to 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 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, provided that the Board of Directors finds such insurance to be practicably obtainable, from a budgetary standpoint:

- f) cause Officers or employees having fiscal responsibilities to be bonded, as its may deem appropriate:
- g) cause the Common Area to be maintained:
- h) cause all rules and regulations adopted to be reasonably published or distributed throughout the development: and
- i) to provide the Seller of any lot with the disclosure packet required by Section 55-511, et seq. of the Code of Virginia, 1950, as amended, in accordance with said laws.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of the Association shall be a President and Vice-President, who shall at all times be Members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

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 the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he 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 giving written notice to 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

d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors: shall sign all checks and promissory notes of the Association: 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 prepare 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: prepare or cause to be prepared the disclosure packet required by Section 55-511, et seq. of the Code of Virginia, 1950, as amended: and prepare or cause to be prepared, and verify by oath such liens for delinquent assessments as permitted by Section 55-516 of the Code of Virginia, 1950, as amended, and to further take such actions as necessary to perfect said liens in accordance with said Section 55-516.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. 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. Any institutional lender shall also have the right to inspect the books and records as set forth herein.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each 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. 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 rate of nine percent (9%) per annum, 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, 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 assessment provided for herein by nonuse of the Common Area or abandonment of his Lot.

The Board of Directors shall determine the amount of the general annual assessment in accordance with the provisions of the Declaration.

The Board of Directors shall have the authority to provide for special assessments as more fully provided in the Declaration and in Article VII, Section 1g) of these By-Laws.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Timberlake - Spotsylvania Homeowners Association.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

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

Section 3. Notwithstanding anything to the contrary herein contained, the Association, the Board of Directors, all Officers, and agents or employees shall at all times comply with the provisions of the Virginia Property Owners Association Act, Section 55-508, et seq., of the Code of Virginia, 1950, as amended, and any provision herein that is contrary to said Act shall be deemed amended so that the same complies with the provisions of said Act.

ARTICLE XIV

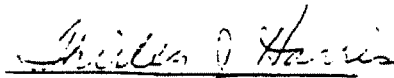
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except the first fiscal year shall begin on the date of incorporation.

CERTIFICATION

I, the undersigned do hereby certify that I am the duly elected and acting Secretary of Timberlake - Spotsylvania Homeowners Association, a Virginia corporation, and that the foregoing By-Laws constitute the First Amended and Restated By-Laws of said Association, hereby revoking the By-Laws heretofore made and adopted by this Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 23rd day of July, 1997.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 23rd day of July, 1997.


Shirley J. Harris
Shirley J. Harris
Secretary