

BY-LAWS
OF
LINKS POND CLUSTER ASSOCIATION
(As Amended 6/22/84; 2/10/87)

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. The following shall be members of the Corporation:

(A) United Developers Housing Corporation, a Virginia corporation, together with any successor to all or substantially all of its business of developing Links Pond Cluster, Reston, is referred to herein as the "Developer."

(B) All persons owning of record any dwelling unit on the property shown within Links Pond Cluster on the plat attached to the Deed of Dedication, or any Subsequent Flat 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).

No person (other than the Developer) shall be a member of the Corporation after he ceases to be the owner on 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 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. Any member in arrears on dues/fees to the Cluster Corporation must pay any and all legal fees incurred in the collection of member's indebtedness to the Corporation.

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. The members of the Corporation shall have the right to vote for the election and removal of directors. Each member of the Corporation shall have one vote, except that:

(A) Any person owning a multi-family dwelling and/or more than one dwelling unit shall have the number of votes equal to the number of dwelling units (including any contained in such a multi-family dwelling) owned.

(B) 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 that number of votes to which one person would be entitled were he the owner of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the owners of record of such dwelling unit who are entitled to vote with respect thereto.

(C) Only a member of the Corporation (other than the Developer) residing in the dwelling unit with respect to which he is entitled to vote, shall have the right to vote.

(D) Proxy voting is permitted only for election of directors and for voting on special issues. Information describing the special issue to be acted upon will be distributed prior to the meeting at which the election will be held. Proxy ballots must contain the names of the candidates to be voted for or the special issue to be voted upon; indicate the vote of the party voting by proxy; be signed by at least one of the owners of record, and be dated. No blanket proxies are permitted. The Board of Directors will review all proxy votes and will determine whether the proxy votes meet the requirements. The Board will be the final authority on all matters relating to the acceptability of proxy votes.

Section 3. Approval of Annual Budget and Annual Assessment.

(A) The fiscal year of the Corporation shall begin on the 1st day of July of every year.

(B) The annual budget of the Corporation and the annual assessment of members for the succeeding 12-month period will be presented to the membership for its approval at a meeting to be called at least 30 days prior to the start of a new fiscal year. Approval by a majority of the membership attending such meeting will constitute approval of the budget and annual assessment.

(C) The Board is authorized to make expenditures which exceed line item limitations as long as the total budget authorized is not exceeded. No expenditure in excess of \$500.00 except as set forth in the budget, may be expended by the Board without the approval by a majority of the membership attending a regular or special meeting.

Section 4. Encumbered Reserve.

(A) The Board of Directors is obligated to maintain a fund which will be adequate for maintenance of streets, sidewalks, curbs, and gutters. This fund shall be designated the "Encumbered Reserve."

(B) The amount set forth in the "Encumbered Reserve" may not be spent for any purpose other than for pavement, sidewalk, curb and gutter maintenance except with the approval of a majority of the membership.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the members shall be held in 1974 and shall be held in that year and thereafter on the second Wednesday in July 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. Biannual meetings may also be held for the election of directors and other cluster business. 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 thereof, 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 Meetings. The Board of Directors may designate any place within Reston as the place for any annual or special meeting called by the Board of Directors and the President may designate any place within Reston as the place of meeting 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 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 Action. Members holding one-fifth of the total votes shall constitute a quorum at any meeting. If a quorum is not present at any meeting, 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.

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 length of the initial term of each of the directors constituting the initial board of directors shall be as set forth in paragraph 6 of the Articles of Incorporation. A new election of directors by the members of

the Corporation shall be held at the annual meeting of the members in 1975. Two of the directors elected by the members at the first election of directors and thereafter shall be elected for a term of 18 months, and until their respective successors are elected. Three directors elected by the members at the first election of directors shall be elected for a term of one year, and until their respective successors are elected. Any vacancy occurring in the initial or subsequent Board of Directors 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 the sole remaining director and if not previously filled, shall be so filled at the next succeeding meeting of the members of the Corporation. Any 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.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held within 10 days following the annual meeting of members at such time and place, within Reston, as may be specified in the notice thereof. If the date fixed for the regular 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. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. 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 meetings of the Board may fix any place within Reston as the place for holding any special meeting of the Board called by them.

Section 5. 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 writing signed by him, before or after the time of meeting stated therein, waive notice of any meeting. The attendance of the 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 6. 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 7. 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 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 9. 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 and 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 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 and establish such committees as it shall deem desirable, such officers and committee members 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. 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 the Board of Directors whenever, in its judgment, the best interest 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 of the Corporation, by these By-Laws, or by the Board of Directors, 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. Committee 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 one 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 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 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.

ARTICLE VII

CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

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

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted only by a simple majority vote of the membership. Amendments may be proposed by the Board of Directors or by petition to the Board signed by at least 20 percent of the membership.

ARTICLE X

PARKING COVENANTS

Section 1. Parking Lot Regulations. The Links Bond Cluster parking lots are the property of the Links Pond Cluster Association (LPCA), and are maintained for the exclusive use of the cluster residents and their guests. The following restrictions and regulations are necessary and will be enforced.

(A) Overnight and regular parking is permitted only within the areas defined by painted stripes. Vehicles may not be parked in such a manner as to impede the egress of another vehicle.

(B) No commercial vehicle parking is permitted in the parking lot on a permanent basis. This includes, but is not limited to, recreational vehicles, mobile homes, U-Hauls, trailers and boats. The time limit for the parking of such vehicles in the parking lot is 48 hours.

(C) No vehicle is permitted to be kept on the cluster lots unless such vehicle displays valid license plates from one of the 50 United States or a U.S. territory, or diplomatic plates issued by the U.S. Department of State. Vehicles with Virginia plates must also display a valid state inspection sticker.

(D) No vehicle may be kept within the cluster parking areas if such vehicle is one or more of the following:

- (1) Inoperable (unable to be started with a key, put in gear, and moved under its own power).

- (2) Leaking any substance other than water.
- (3) In any way causing damage to the paved or grassy areas, or other vehicles.

(E) The cluster parking lots and other paved areas are not to be utilized for any commercial or business purpose.

(F) The cluster parking lots are not to be used for the storage of non-motorized or motorized property, or for vehicles which are not driven regularly by a full-time resident of the cluster.

(G) The parking areas are not to be used for any automotive repair, except general maintenance, provided repair does not damage the pavement or surrounding property. Repairs or maintenance must be completed by sunset.

(H) Car pool members who are not residents of Links Pond Cluster may leave their vehicles in the Links Pond parking lots only if they are riding to work with a Links Pond resident, and then only if they utilize a secondary row space or a front row space being vacated by the Links Pond resident with whom they are riding. In any event, car pool situations may not result in a net increase in the number of vehicles in the cluster parking lots.

(I) Loud, auto-related sounds, such as are made by faulty or non-existent mufflers, horn honking, and high-volume stereo playing, are prohibited within the cluster areas.

(J) The speed limit within the cluster is 10 MPH, as posted at the main entrance. In addition, no person, resident or otherwise, is permitted to operate a motor vehicle on cluster property in a reckless manner or without a properly issued operator's license, or while under the influence of alcohol or a non-prescription drug.

(K) Any damage or disfigurement to the cluster paved areas, including gutters, curbs, and sidewalks, is to be repaired, cleaned, or otherwise made whole again by the person(s) who caused it. If the LPCA Board of Directors finds it necessary to affect such repairs, etc., the costs will be charged to the responsible person(s).

(L) Vehicles may be covered with a protective drape, provided that such drape is either form-fitted or in some way secured to the vehicle so as to prevent it from touching the pavement or being blown off.

Section 2. Parking Priority. Each household within the Links Pond Cluster is afforded the right to park one vehicle in the front row spaces (the spaces adjacent to the sidewalks in front of the buildings), and as close to that home's front door as is reasonably possible. Any household may also park one other vehicle on a front row, provided that doing so does

not block a neighbor from parking in front of his or her house. Residents are responsible to inform their visitors to park in non-front row spaces.

Section 3. Compliance. With the exception of regulations 3, 4, and 6, compliance and enforcement will become effective immediately. Owners of vehicles or property in violation of regulations 3, 4, and 6, will be afforded a period of fifteen (15) calendar days after the date of adoption (2/10/87) in which to arrange for the removal thereof.

Section 4. Removal of Unauthorized Vehicles or Other Property. The LPCA Board of Directors is fully empowered to remove, or to have removed, any vehicle or other property, the presence of which on cluster property is in violation of any one or more of the restrictions contained herein. Resident violators will be notified by return receipt registered mail of any intent of the LPCA Board of Directors to cause the removal of their vehicle(s) or other property. The Board will thereupon allow a period of five (5) calendar days from the date of the violator's receipt of such notification, in order to permit the violator to correct the problem voluntarily.

Section 5. Cost of Removal. Any costs incurred by the LPCA Board of Directors in the removal of unauthorized or offending vehicles or property will be charged to the owner(s) thereof, and/or to the Links Pond Cluster member or resident responsible for the violation.

Section 6. Legal Fees. Any legal fees incurred by the LPCA, its Board of Directors, or any of its Officers in defending against any civil law or equity suits or other claims arising from the removal of a vehicle or other property from cluster grounds, shall be paid by the Plaintiff or claimant, should the LPCA prevail in the action.

Section 7. Liability. Providing that proper notice has been given and received, the LPCA shall bear no liability for physical damages which occur to vehicles or other property during its removal from cluster property.

Section 8. Failure to Enforce. Any failure or delay on the part of the LPCA Board of Directors in the enforcement of any part of these regulations and restrictions shall in no way be deemed or perceived as a waiver of its right to do so thereafter.

Section 9. Affected Parties. These regulations and restrictions are binding upon all LPCA members, Links Pond Cluster residents, their guests and visitors, and all other persons who bring vehicles and/or property into the Links Pond Cluster area.

Links Pond Cluster residents and non-resident homeowners are responsible to notify all tenants and/or visitors and guests of the existence of any and all covenants, restrictions, and regulations put in force by the LPCA Board of Directors.

Section 10. Definitions. When necessary, definitions and interpretations of these regulations will be made by the LPCA Board of Directors.

Macewa A. McGinn
Commonwealth of Virginia

My commission expires
11/2/89

Kyle Ackerman
Kyle Ackerman, President

J. Gary Donnelly
J. Gary Donnelly, Treasurer