

AMENDED AND RESTATED BY-LAWS
OF
LANDMARK MEWS COMMUNITY ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

Capitalized terms used herein shall have the same meanings as set forth in the Declaration.

ARTICLE II

MEMBERS

Section 1. Voting Rights of Members. The Association shall have one class of membership. Each Assessable Unit shall be entitled to one (1) vote. If there is more than one owner of record, any shall have the right to exercise the vote on behalf of all owners of record.

Section 2. Annual Meetings.

Annual meetings of the Members shall be held on a date each year (every 12 months) as determined by a majority vote of the Board.

Section 3. Special Meetings.

Special meetings of the Members may be called at any time by the President or the Board or upon written request of one-fourth (1/4) of the Members. Such request must be submitted in writing to the President or Secretary and must state with specificity the items to be considered at the meeting.

Section 4. Quorum.

The quorum for meetings where action by Members is required by the Declaration shall be the presence of ten percent (10%) Members who are entitled to vote, either in person or by proxy, if proxies are being used for that meeting. If the required quorum is not present or represented at any meeting, the Members entitled to vote thereat shall have the 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. Voting.

Voting on the election of Directors shall be done by secret ballot. Members who are unable to attend the meeting may submit an absentee ballot prior to the meeting in accordance with the instructions in the notice of the annual meeting. The Board, by resolution, may authorize Members to vote via proxy on other matters.

ARTICLE V

NOTICE

If notice required by the Declaration, the Articles of Incorporation or these By-Laws is provided in writing by mail, a copy of such notice shall be sent by first class postage prepaid to the Member at the address last appearing on the books of the Association, or supplied by such Member for the purpose of notice.

Notice of the Annual Meeting shall be provided to Members at least thirty (30) days prior to such meeting unless a longer notice period is required by applicable law. Notice of all other meetings of Members shall be provided to Members at least ten (10) days before such meeting unless a longer notice period is required by applicable law.

Notice of meetings shall be given by or at the direction of the Secretary or person authorized to call the meeting and shall specify the place, day and hour. In the case of a special meeting, the notice shall state the purpose of the meeting.

At any meeting of the Board, any committee, or Members, all attendees are deemed to have waived notice.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number.

The affairs of the Association shall be managed by a Board of seven (7) Directors who shall be Members of the Association. All Directors shall be elected, except for appointments by the Board to fill any vacancy.

Section 2. Composition and Term.

Directors shall be elected by the Members at Annual Meetings and shall serve for three (3) year terms, except as provided herein.

Section 3. Method of Nomination.

A call for nominations shall be sent to the Members at least 45 days in advance of the annual meeting. Candidates for election shall file a petition of Candidacy, signed by not less than five (5) Members representing five (5) Living Units with the Elections Committee or the Board if there is no Elections Committee at least 30 days before the annual meeting or by such deadline in the call for nominations, which shall not be less than 14 days after the date the call for nominations is sent out. The Elections Committee shall provide all Members with a ballot containing the names of all bona fide candidates with the notice of the annual meeting.

Section 4. Method of Election.

Election shall be by secret written ballot at the annual meeting or delivered to the Chairman of the Elections Committee or his designee prior to the start of the annual meeting. The Members may cast, with regard to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. Those persons receiving the largest number of votes shall be elected and the results of the election shall be reported, with the number of votes cast for each candidate, at the Annual Meeting and shall be disseminated to all Members shortly thereafter.

Section 5. Resignation and Removal.

The unexcused absence of an elected Director from three (3) consecutive regular meetings of the Board shall be deemed a resignation. Any elected Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 6. Vacancies.

In the event of death, resignation or removal of an elected Director, his/her successor shall be selected by the remaining elected Directors and shall serve until the next Annual Meeting.

Section 7. Powers.

(a) The Board shall have all powers and authority for the conduct of the affairs of the Association that are enabled by law, the Declaration, and the Articles of Incorporation and that are not specifically reserved to Members, by said Documents.

(b) The Board of Directors shall have the power to:

(i) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(ii) Suspend the voting rights and right to use any portion of the Common Areas or the recreational facilities thereon 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.

(iii) Impose a monetary penalty for a violation of the Declaration, Bylaws or rules and regulations adopted by the Association to the maximum extent permitted by law. Prior to the imposition of any monetary penalty, the Member shall receive notice of the same and be given an opportunity to be heard in compliance with the Virginia Property Owners Association Act.

Section 8. Duties.

Without limiting the generality of its powers, it shall be the duty of the Board to:

(a) exercise its powers in accordance with the Governing Documents;

(b) cause to be kept a complete record of all of its corporate affairs, make such records available for inspection by any Member, his or her agent or Institutional Lender who has an interest in The Properties and may present an annual statement thereof to the Members at the annual meeting;

(c) adopt and follow procedures for adoption and publication of board resolutions, including the provision for hearing and notice to Members for resolutions on rules, the annual budget and other matters affecting the rights of Members;

(d) adopt and publish rules and regulations including fees, if any, governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon;

(e) establish architectural standards for The Properties;

(f) supervise all officers, agents and employees of the Association and see that their duties are properly performed;

(g) designate depositories for Association funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from

such accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate;

(h) 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) take appropriate action to enforce any assessments which are not paid within thirty (30) days after due date;

(i) 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;

(j) procure and maintain adequate liability and hazard insurance on property owned by the Association.

(k) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(l) cause the Common Area to be maintained;

(m) appoint such committees as prescribed in Articles VIII and IX, and supervise the actions of such committees; and

(n) with a view to the interests of the Association, adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

ARTICLE VII

OFFICERS

Section 1. Enumeration of Officers.

The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board, a Secretary, a Treasurer, and such other officers as the Board may from time to time appoint.

Section 2. Election of Officers.

The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 3. Term.

Each officer shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. 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 Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein.

Section 5. Vacancies.

A Vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 6. Multiple Offices.

The offices of President, Vice President and Secretary may not be held by the same person. The Board may designate the Vice President or Secretary to also serve as Treasurer. Otherwise, no person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 1 of this Article.

Section 7. Duties.

The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and of the Association; see that orders and resolutions of the Board are carried out and sign such documents as may be necessary for the Association and perform such other duties as the Board may authorize or direct.

(b) Vice President. The Vice President shall act in the place and instead of the President in the event of his or her absence, inability or refusal to act, and exercise and discharge such duties as may be required of him or her by the Board.

(c) Secretary. The Secretary shall cause the minutes to be kept of all meetings and proceedings of the Board and of the Members; cause resolutions to

be published and maintained; serve as custodian of Association files and records; keep the corporate seal of the Association and affix it on all papers requiring said seal; cause notice to be served to Members; cause a roster to be maintained of the names of all Members of the Association together with their addresses as registered by such Members which shall be available to all Members; and perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall cause all monies of the Association to be deposited in appropriate accounts and disbursed therefrom within the limits of the annual budget or as directed by resolution of the Board, co-sign any promissory notes and contracts; be responsible for assuring that proper books of account are kept; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each full fiscal year; be the chief officer responsible for the annual preparation of the budget, the income statement and the balance sheet statement to be presented to the Board and to the membership at its regular annual meeting; annually submit the audited financial statements and association budget to all owners. If the Association has a management company or other third party assisting with the Association's financials, the Treasurer shall use that third party to assist in the discharge of his or her duties as needed or directed by the Board.

ARTICLE VIII

COMMITTEES

Section 1. Elections Committee.

The Board shall appoint an Elections Committee no later than 60 days prior to the annual meeting date. The Committee shall consist of a Chair who may not be a Director, and at least two Members, none of whom shall be candidates for office. It shall be the duty of the Committee to provide supervision of the nomination and election of Directors in accordance with procedures adopted by the Board. If there is no Elections Committee is not created, the Board shall assume these duties.

Section 2. Other Committees.

The Board shall appoint such other committees it deems appropriate to carrying out its purposes.

ARTICLE IX

COVENANTS COMMITTEE

Section 1. Composition.

The Covenants Committee shall be comprised of three or more members, who shall not be Directors and must be Members of the Association.

Section 2. Method of Selection.

All members of the Covenants Committee shall be appointed by the Board to serve two (2) year terms.

Section 3. Vacancies.

In case a vacancy occurs, the Board may appoint a new member for the remainder of the unexpired term.

Section 4. Officers.

At the first meeting of the Board following each Annual Meeting, the Board shall select the Committee Chairman and any other officers the Board may deem appropriate. The term of office for the Chairman and any other officers shall be for one (1) year.

Section 5. Duties.

As directed by the Board, the Covenants Committee shall perform duties relating to the matters set forth in Article III, Section 4, and Article VII, Section 3 of the Declaration and shall maintain complete and accurate records of all actions taken.

ARTICLE X

MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEES

Section 1. Regular Meetings.

Regular meetings of the Board and committees shall be held with notice to the Directors and Members in compliance with the Virginia Property Owners Association Act at such place and hour as may be fixed from time to time by the Directors.

Section 2. Special Meetings.

Special meetings of the Board shall be held when called by the President or by any two Directors, after not less than three (3) days' notice to each Director. Special meetings of committees may be called by the chair of the committee after not less than three (3) days' notice to the committee members. Notice of such special meetings shall be provided to the Members in compliance with the Virginia Property Owners Association Act as soon as practicable after the meeting is scheduled.

Section 3. Emergency Meetings

Emergency meetings of the Board may be called by the President and notice of the same shall be provided to the Members as soon as practicable after notice of the meeting is provided to the Directors. Emergency meetings of any committee may be called by the chair and notice of the same shall be provided to the Members as soon as practicable after notice of the meeting is provided to the committee members.

Section 4. Quorum.

A majority of Directors or committee members shall constitute a quorum for the transaction of business.

Section 5. Executive Sessions.

All committee and Board meetings shall be open to observers, except the body may convene into Executive Session, in accordance with the Virginia Property Owners' Association Act. No action shall be taken by the Board or any committee in Executive Session. If the Board or a committee has decisions to make after Executive Session, the body shall reconvene into open session for the same and the votes shall be recorded in the minutes of such meeting. The Board and committees may hold working sessions during which proposed policy or actions may be formulated. Notice of such working sessions shall be provided to the Members in accordance with the Virginia Property Owners Association Act

Section 6. Action Taken Without a Meeting.

The Board and any committee shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the members of such body, which may be emails. Any action so approved shall have the same effect as though taken at a meeting of the Board or the committee.

ARTICLE XI

INDEMNIFICATION

Each officer, Director, and Board member and each member of a committee duly appointed by the Board, including the Covenants Committee, in consideration of his or her services, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, to which he or she may be a party by reason of his or her past or present action on behalf or at the behest of the Association. The foregoing right of indemnification shall not be exclusive of any other rights to which the person may be entitled by law, or agreement or vote of the Members or otherwise.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Association shall be as the Board of ~~Directors~~ may determine, provided that changes to the fiscal year may be made following thirty (30) days' notice to the Members.

ARTICLE XIII

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association 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 8% per annum or such other amount as may be set by the Board , 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 assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XIV

USE OF TECHNOLOGY

Unless the Declaration expressly provides otherwise, (i) any notice required to be sent or received or (ii) any signature, vote, consent, or approval required to be obtained under any Declaration or Bylaw provision or the Virginia

Property Owners Association Act may be accomplished using the most advanced technology available at that time if such use is a generally accepted business practice.

Electronic transmission and other equivalent methods. The Association, Owners, and those entitled to occupy a lot may perform any obligation or exercise any right under any provision of the Declaration or Bylaw provision or the Virginia Property Owners Association Act by use of any technological means providing sufficient security, reliability, identification, and verifiability. "Acceptable technological means" shall include without limitation electronic transmission over the Internet, or the community or other network, whether by direct connection, intranet, telecopier, or electronic mail.

An electronic signature meeting the requirements of applicable law shall satisfy any requirement for a signature under any declaration or bylaw provision or any provision of this chapter.

Voting, consent to and approval of any matter under any Declaration or Bylaw provision or any provision of or the Virginia Property Owners Association Act may be accomplished by electronic transmission or other equivalent technological means provided that a record is created as evidence thereof and maintained as long as such record would be required to be maintained in nonelectronic form.

If any person does not have the capability or desire to conduct business using electronic transmission or other equivalent technological means, the Association shall make reasonable accommodation, at its expense, for such person to conduct business with the association without use of such electronic or other means.

Notably, this Article shall not apply to any notice related to an enforcement action by the Association, an assessment lien, or foreclosure proceedings in enforcement of an assessment lien.

ARTICLE XV

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, if proxies are permitted at that meeting.

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