

**CHURCH POINT
HOMEOWNERS ASSOCIATION, INC.**

CORPORATE : BYLAWS

VIRGINIA PROPERTY OWNERS ASSOCIATION ACT

**BYLAWS
OF
CHURCH POINT HOMEOWNERS ASSOCIATION, INC**

ARTICLE I : DEFINITIONS

Unless the context otherwise specifies or requires, the terms defined in this Article I shall have the meaning herein specified :

- ARTICLES :** The term **ARTICLES** shall mean the Articles of Incorporation of the Church Point Homeowners Association, together with such Amendments to the Articles as may, from time to time, be properly made.
- BOARD :** The term **BOARD** shall mean the Board of Directors of the Corporation.
- BYLAWS :** The term **BYLAWS** shall mean this instrument as it may be amended from time to time, pursuant to the provisions of this instrument.
- CORPORATION :** The term **CORPORATION** shall mean the Church Point Homeowners Association.
- FISCAL YEAR :** The term **FISCAL YEAR** shall mean the calendar year, unless changed or modified by the Board of Directors of the Corporation.
- DECLARATION :** The term **DECLARATION** shall mean the Declaration of Restrictions for Church Point Homeowners Association recorded, or to be recorded, and as amended from time to time, in the Clerk's Office for the Circuit Court of Virginia Beach, Virginia.
- DECLARANT :** The term **DECLARANT** shall mean the Developer, Church Point Associates.

ARTICLE II : GENERAL

The Corporation has been organized to perform the functions described herein except for those to be performed by others as set forth herein. The Corporation is charged with the duties and has the powers prescribed by law and set forth in the Articles, Bylaws and the Declaration of Restrictions for Church Point Homeowners Association.

Each lot owner, upon becoming an owner, and by virtue of being such an owner, and for so long as he is such an owner, shall be deemed a member of the Corporation. Upon becoming a member of the Corporation, the rights, duties, privileges, immunities and liabilities of being an owner, as a member of the Corporation, shall be those set forth herein and shall be exercised in accordance with these Bylaws, the Articles of Incorporation and the Declaration of Restrictions, or as the foregoing may be amended from time to time.

ARTICLE III : BOARD OF DIRECTORS

Section 1 : Directors

The number of Directors for the initial Board shall be three (3) appointed by Declarant and after the first Annual Meeting, shall be five (5). Directors need not be lot owners. In the event that a corporation or other legal entity is a member of the Corporation, it may designate one or more persons who shall be eligible to serve as a director on its behalf.

Section 2 : Election of Directors

For so long as Class B membership exists, three (3) directors shall be appointed by the Declarant and two (2) directors shall be elected at the Annual Meeting of the Corporation or at Special Meetings called for this express purpose.

Section 3 : Resignation

Any Director may resign at any time by giving written notice to the Board.

Section 4 : Powers and Duties of the Board

The Board shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things, except as prohibited by law, as is necessary to effect the purposes of these Bylaws, the Articles of Incorporation or the Declaration of Restrictions for Church Point. Such powers and duties of the Board shall include, but shall not be limited to the following :

- a. Make provision for all expenses and adopt rules concerning the operation, care, upkeep, and maintenance of the Park Area, including any areas which may not be owned by the Corporation but which may be subject to common use, as well as other areas within Church Point which would serve the general benefit of the community.
- b. The determination and collection of dues from the members of the Corporation, including the right to enforce such collections by methods described in these bylaws or in the Declaration of Restrictions.
- c. Opening of bank accounts on behalf of the Corporation and designate the signatories required therefore.
- d. Leasing, purchasing, managing and otherwise dealing with the Corporation's real or personal property as may be necessary for the Park and other areas.
- e. Obtaining public liability insurance and personal property insurance in the name of the Corporation for the Park Area, including any areas not owned by the Corporation used for Park use, as well as any other insurance deemed necessary for the protection of the members of the Corporation.
- f. Adoption of rules and regulations relating to Park use or other areas for the general benefit of the Corporation and community.
- g. To hire or contract with persons for maintenance of the Park area, or other areas for the general benefit of the community.
- h. To appoint committees from time to time from the membership relating to community affairs.

Section 5 : Termination of Class B Membership and Directors

The Declarant shall cease to control seats on the Board of Directors at such time as title to ninety percent (90%) of the Church Point lots has been conveyed to parties other than Declarant, unless the Declarant and the Corporation Membership mutually agree that it is in the interest of the Corporation that Declarant continue to control three (3) seats on the Board of Directors.

Section 6: Removal of Class A Directors

Directors elected by the Class A membership may be removed for cause and a successor elected by vote of a majority of the Class A members of the Association.

Section 7: Vacancies on the Board

Vacancies on the Board involving a Class A elected Board member caused by any reason other than removal of a Class A director under Section 6 of this Article shall be filled by vote of a majority of the remaining directors at a Special Meeting of the Board held for that purpose, which meeting shall be held after the occurrence of any such vacancy. Each person so elected shall be a director until the next annual meeting of the Corporation, or until a Special Meeting of the Corporation is duly called and held for the purpose of electing a director to fill such vacancy.

Section 8: Regular Meetings

Regular meetings of the Board may be held at such time and place as shall be determined by a majority of the members of the Board. Notice of regular meetings of the Board shall be given to each director, by mail, at least three (3) business days prior to the day named for such meeting.

Section 9: Special Meetings

Special Meetings of the Board may be called by the President on three (3) business days notice to each director given by mail, which notice shall state the time, place and purpose of the meeting. Special Meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) directors.

Section 10: Waiver of Notice of Meetings.

Any director may at any time waive notice of any meeting of the Board in writing and such waiver shall be deemed equivalent to the giving of such notice.

Section 11: Quorum

At all meetings in person or by proxy of the Board, a majority of the members thereof shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting of which a quorum is present shall constitute the decision of the Board. The directors shall have the right to take any action in the absence of a meeting or quorum which they could take at a meeting by obtaining the written approval of a majority of directors either prior to or subsequent to the action taken.

Section 12: Fidelity Bonds

Upon vote by the majority of the Board, adequate fidelity bonds for all officers and employees of the Corporation handling or responsible for the Corporation's funds may be obtained, and the costs for such bonds shall constitute a Corporation expense.

Section 13: Compensation of Board

No member of the Board shall receive any compensation from the Corporation for acting as such, except for reimbursement of necessary and duly incurred expenses.

Section 14: Directors Not Liable

The directors shall not be liable to the members of the Corporation for any mistake of judgement, neglect, negligence or otherwise, except for their own individual willful misconduct or bad faith. The Corporation and its members shall indemnify and hold harmless each director against all contractual liability to others arising out of any contract made by the Board on behalf of the Corporation, unless such contract shall have been made in bad faith or contrary to the provisions of these Bylaws or the Declaration of Restrictions. It is intended that the Directors shall have no personal responsibility with respect to any contract made by them on behalf of the Corporation. Similarly, the Directors shall have no personal liability for any injuries or other claims of action arising in the Park areas, and the directors shall be indemnified and held harmless against all liability to third parties arising out of any claim made by any party for incidents involving the Park Areas, or other areas within Church Point where the Corporation is involved with maintenance, etc.

Section 15: Records

The Board shall cause to be kept minutes of its meetings and of the membership meetings, records of its actions, and the financial records and books of account for the Corporation.

Section 16: Annual Report

An annual report of the receipts and expenditures of the Corporation shall be made at the end of each fiscal year by an independent, certified public accountant. The Board shall cause this report to be made and a copy of said report to be sent to each member promptly after it is made.

ARTICLE IV : MEMBERSHIP, VOTING RIGHTS, AND SHARES

Section 1 : Membership

Every person or entity, including Declarant, who is an owner of record of a fee or undivided fee interest in any Church Point lot.

Section 2 : Voting Rights

The Corporation shall have two classes of voting membership :

a. Class A. Class A members shall be all those owners of Lots other than Declarant. Class A members shall be entitled to one vote for each lot owned.

*b. Class B. Class B member shall be Declarant.

Section 3 : Shares

For purposes of dissolution of the Corporation, or distribution of assets only, Class A and Class B members shall be deemed to hold one equal share of the assets of the Corporation for each Lot in which they hold interest required for membership, such that there shall be no more than one share with respect to any single lot.

ARTICLE V : MEMBERSHIP MEETINGS

Section 1 : Annual Meetings

Within ninety (90) days after title to ninety percent (90%) of the lots have been conveyed, the Board shall call the first annual meeting of the membership. Thereafter, annual meetings shall be held on such dates as are designated by the Board. At such meetings, directors shall be elected, and other matters may be brought before the membership for their consideration.

Section 2 : Special Meetings

It shall be the duty of the President to call a Special Meeting of the membership as directed by the Board or upon petition signed by at least fifty percent (50%) of the membership, delivered to the Secretary.

Section 3 : Notice of Meetings

It shall be the duty of the Secretary to mail or deliver notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at least five days prior to such meeting. The mailing or delivery of a notice in the manner provided herein shall be considered notice served. Notice of a meeting need not be given to a member if a written waiver thereof executed before, during, or after the meeting by such member is filed with the records of the meeting.

Section 4 : Quorum

Except as provided otherwise, the presence in person or by proxy of a majority of the members of the membership shall constitute a Quorum at all full membership meetings.

Section 5 : Voting

Any or all members may be present at any meeting of the membership and may vote or take any other action as a member either in person or by proxy. Each member shall be entitled to cast one vote at all meetings for each lot owned.

ARTICLE VI : OFFICERS

Section 1 : Principal Officers Of The Corporation

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and Assistant Treasurer. Directors may serve as officers. The officers shall be appointed and may be removed by the Board.

Section 2 : President

The President shall be the chief executive officer of the Corporation and shall, at all times, be a member of the Board. The President shall preside at all meetings of the members and of the Board. The President is elected by the Board and shall have all of the general powers and duties which are incidental to the office of President of the Corporation under Virginia law.

Section 3 : Vice President

The Vice President shall take the place of the President and shall perform the duties, whenever the President shall be absent or unable to act. If neither the President or the Vice President is able to act, the Board shall appoint some other member of the Board to act in place of the President on an interim basis. The Vice President shall also perform such other duties as shall, from time to time, be imposed upon him/her by the Board or by the President. The Vice President is elected by the Board.

Section 4 : Secretary

The Secretary shall keep the minutes of all meetings of the members and of the Board; shall have charge of such books and papers as the Board may direct, and shall perform all the duties incidental to the office of Secretary of the Corporation under Virginia law. The Secretary is elected by the Board.

Section 5 : Treasurer

The Treasurer shall have responsibility for Corporation funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of required financial data. The Treasurer shall be responsible for the deposit of all funds and other assets in the name of the Corporation in such depositories as may, from time to time, be designated by the Board and shall perform all duties incidental to the office of Treasurer of the Corporation under Virginia law. No payment voucher shall be made unless and until approved by the Treasurer, or, in his/her absence, the Assistant Treasurer. The Treasurer is elected by the Board.

Section 6 : Assistant Treasurer

The Assistant Treasurer shall take the place of the Treasurer, and shall perform the duties of the office whenever the Treasurer shall be absent or unable to act. If neither the Treasurer nor the Assistant Treasurer is able to act, the Board shall appoint some other member to act in place of the Treasurer, on an interim basis. The Assistant Treasurer is elected by the Board.

Section 7 : Execution Of Documents For The Board

All agreements, contracts, deeds, leases, checks and other instruments of the Corporation shall be executed by such officer or officers of the Corporation or by such other person(s) as may be authorized by the Board.

Section 8 : Compensation Of Officers

No officer shall receive any compensation from the Corporation for acting as such, except for reimbursement of necessary and duly incurred expenses.

Section 9 : Resignation

Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any resignation shall take effect at the date of receipt of such notice or at any later time specified therein.

ARTICLE VII : OPERATIONS

Section 1 : Budget

The Board shall, from time to time, and at least annually, subsequent to the first annual meeting, prepare a budget for the Corporation, and in connection therewith, determine the dues for each member. The common expenses shall include, without limitation, real and personal property taxes on Corporation assets, the cost of all insurance, maintenance costs for the Park areas and other areas maintained for the general benefit of the members, and capital expenditures for any assets to be used for Park use or otherwise.

Section 2 : Payment of Dues

All members shall pay the dues assessed by the Board and said dues are due and payable on the first of each month, unless otherwise altered by the Board. No member shall be liable for the payment of any part of any dues assessed against his interest subsequent to a sale of such interest. Proration shall be required between any former and new members relative to a particular lot.

Section 3 : Default

If payment of any dues and/or assessments are not made by the tenth (10th) of the month, the member shall be considered in default. In the event of default by any member in the payment of dues, such member shall be obligated to pay interest at the rate of twelve percent per annum on such dues from the due date thereof, together with all expenses, including attorney's fees, incurred by the Board, or other entity designated, in collecting same. Such default could result in a lien against the property.

Section 4 : Power To Suspend Membership

In the event of default by any member in the payment of dues or any other amounts owed the Corporation, the Board shall have the power to suspend such member's membership in the Corporation, and such suspension shall remain in effect until such amounts are paid.

Section 5 : Rules And Regulations

The use of the Park areas and any other areas for the general benefit of the members shall be subject to rules and regulations from time to time adopted by the Board.

ARTICLE VIII : MISCELLANEOUS

Section 1 : Conflicts

In case any of these Bylaws are in conflict with the provision of any statute, the Articles of Incorporation, the Declaration of Restrictions, the provisions of such statute, Articles or Declaration, as the case may be, shall control.

Section 2 : Invalidity

The invalidity of any part of these Bylaws shall not impair or affect, in any manner, the validity, enforceability or effect of the balance of these Bylaws

Section 3 : Waiver

No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which occur.

These Bylaws were adopted by unanimous resolution of the initial Board of Directors for the Church Point Homeowners Association who met for such purpose on the 31st day of January 1990.

**FIRST AMENDMENT TO THE BY-LAWS OF
CHURCH POINT HOMEOWNERS ASSOCIATION**

THIS FIRST AMENDMENT TO **ARTICLE III, BOARD OF DIRECTORS** Section 2. **ELECTION OF DIRECTORS**, of the BY-LAWS of CHURCH POINT HOMEOWNERS ASSOCIATION, INC. by the Church Point Associates (hereinafter referred to as the "Developer"), made this 15 Day of October, 1997.

W I T N E S S E T H:

WHEREAS, Church Point Associates are the Declarant in fact of Church Point Homeowners Association, Inc. and therefore are the Association; and

WHEREAS, the By-Laws in ARTICLE 3 provides the means for the Developer to appoint the Board of Directors until the first annual meeting and set their terms of office; and

WHEREAS, it is the desire of the Declarant to amend ARTICLE 3. ELECTION OF DIRECTORS and further define their election and terms of office;

NOW, THEREFORE, pursuant to the rights given to and reserved by the Declarant to amend the Declaration and By-Laws and in accordance with the Church Point Declaration, in effect at the time of recordation, the By-Laws are hereby amended as follows:

1. AMENDMENTS.

A. Add to ARTICLE 3, **Section 2.1 TERMS OF OFFICE..**

Commencing with the Transition of the Association to homeowner control, the next duly elected Board shall be elected in the following manner. Three (3) members of the Board of Direction shall be elected for two (2) years and two (2) members of the Board of Directors shall be elected for one (1) year. After the expiration of the initial term of office all successors shall be elected for a two (2) year maximum.

2. CONFIRMATION OF DECLARATION AND BY-LAWS.

Except as modified by this Amendment, all other terms and provisions of the Declaration and By-Laws of the Church Point Homeowners Association, Inc. are hereby expressly ratified and confirmed, and shall remain in full force and effect and shall be applicable to the Association they created.

IN WITNESS WHEREOF, the Church Point Associates, L. P., has caused these presents to be executed on its behalf by its duly authorized partner, this 15 Day of October, 1997.

Church Point Associates, L. P.

By: _____

STATE OF VIRGINIA
CITY OF VIRGINIA BEACH, to-wit:

I, MARCIA ALTENHEIN, a Notary Public in and for the State of Virginia at Large, do hereby certify that JAHN WALLACE SUMMS, duly authorized partner for Church Point Associates, L.P., whose name is signed to the foregoing instrument bearing the date of the 15th day of October 1997, has acknowledged the same before me in the City and State aforesaid.

Given under my hand this 15th day of October 1997.

Marcia Altenhein
Notary Public

My Commission Expires: August 31, 1998.

Church Point Homeowners Association
Virginia Beach, Virginia

November 9, 1998

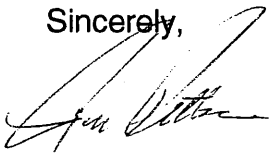
Dear Homeowner:

Enclosed is a modification to the By-Laws of Church Point initiated by the developer at the request of the Board of Directors. The significant changes are:

- a. The reduction of the quorum requirements for meetings from 50% of the total membership to 10%.
- b. The authority to amend the Declaration and the By-Laws by 66 2/3% of the vote of the membership at a meeting called for that purpose.

Please include these with your current documents.

Sincerely,



Ron Pittser, PCAM®
Association Manager
UK

**AMENDMENT TO BYLAWS
OF CHURCH POINT HOMEOWNERS ASSOCIATION**

This Amendment to Bylaws is made by the Board of Directors of Church Point Homeowners Associations pursuant to §13.1-892 of the Virginia Non Stock Corporation Act:

WITNESSETH:

WHEREAS, Article V, Section 4, of the Bylaws provides for a quorum as follows: "the presence in person or by proxy of a majority of the members"; and

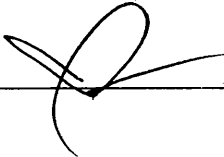
WHEREAS, such a requirement is impractical inasmuch as experience shows that barely 10% of the members are sufficiently interested to attend any membership meeting; and

WHEREAS, the Board of Directors is of the opinion that since notice is sent to all members indicating the agenda for all meetings that those members who are concerned will attend and should be able to act without undertaking a proxy campaign to obtain essentially uninformed votes.

NOW, THEREFORE, the Board of Directors does hereby resolve to amend Article V, Section 4, to read as follows:

"A quorum at a membership meeting shall be achieved by the presence, in person or by proxy, of not less than 10% of the members of the Association."

ADOPTED this 20TH day of October, 1998, by the unanimous consent of the Board of Directors.



MANAGING PARTNER, CHURCH POINT ASSOC

