

BYLAWS OF LAKE FOREST COMMUNITY ASSOCIATION

ARTICLE I

Name and Location: The name of the corporation is LAKE FOREST COMMUNITY ASSOCIATION hereinafter referred to as the "Association". The mailing address of the corporation shall be 9010 Octavia Court, Springfield, Virginia 22153, but meetings of members and directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to LAKE FOREST COMMUNITY 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.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, or equitable or beneficial title (or legal if same has merged) of any Lot. The foregoing does not include persons or entities who hold an interest in any Lot merely as security for the performances of an obligation. The term "Owner" shall not include a Developer, who for this Declaration shall be defined as a builder, contractor, investor or other person or entity who purchases a Lot in Section 4-A, 4-B, 4-C, 4-D, 4-E, 4-F, or 4-G, LAKEWOOD HILLS, for the purposes of resale thereof to a Public Purchaser, or for the purposes of construction improvements thereon for resale to a Public Purchaser.

Section 6. "Declarant" shall mean and refer to LEVITT HOMES, INCORPORATED, its successors or assigns, if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

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 Court, Fairfax County, Virginia.

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

Section 9. "Public Purchaser" shall mean any person or other legal entity who becomes an Owner of any Lot within Sections 4-A, 4-B, 4-C, 4-D, 4-E, 4-F, or 4-G, LAKEWOOD HILLS.

ARTICLE III

MEETING OF MEMBERS

Section 1. - Annual Meeting. There shall be an annual meeting of the Association membership, which shall be held on the first Thursday of June of each year at 7:30 p.m. Eastern Daylight Savings Time, or, if considered more appropriate by the Board of Directors, within one week of the above date, at the same time.

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 non-Declarant members who are entitled to vote one-fourth (1/4) of all the votes outstanding in non-Declarant memberships.

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 each 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 vote or of proxies entitled to vote, one-tenth (1/10) of the votes of the sum of Class A and Class C members and one-tenth (1/10) of the votes of Class B members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote therat 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 - 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 Lots.

ARTICLE IV

BOARD OF DIRECTORS: TERM OF OFFICE

Section 1 - Number. The affairs of this Association shall be managed by a Board of not to exceed nine (9) in number but not less than three (3) directors, who need not be members of the

association. The Board shall determine the initial number of Board members, however, upon cessation of the Declarant's class of membership as more fully defined in the Declaration, the Members of the Association shall determine the number of Board members.

Section 2. - Term of Office. The Board of Directors shall be divided into three (3) classes of membership as near equal in number as possible, with the term of office of one class expiring each year. At the first annual meeting of members, directors of the first class shall be elected for three (3) years, the members of the second class shall be elected for two (2) years, and the members of the third class shall be elected for one (1) year. Thereafter, at each annual meeting of the members, the successors to the class of Directors whose terms shall then expire shall be elected for a term of three (3) years. When the aggregate number of directors is changed, any increase or decrease shall be so apportioned among the classes so as to make all classes as nearly equal in number as may be possible. No decrease in the aggregate number of directors shall shorten the term of any incumbent director.

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 action 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 meeting subject to procedural rules adopted by the Board. Such rules shall not be established so as to exclude any member desiring to be a candidate or desiring to submit the name of a candidate from so doing., The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. - Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are

entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. - Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notices, at such place and hour as may be fixed from time to time by resolution of the Board.

Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. - Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. - 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:

- 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;
- 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;
- exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
- 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; and
- employ a manager, an independent contractor, or such other employees as they may deem necessary, and to prescribe their duties.

Section 2. - Duties. It shall be the duty of the Board of Directors to:

- 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 Class A or Class C members who are entitled to vote:
- supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- as more fully provided in the Declaration, to:
 1. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- 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 of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- procure and maintain adequate liability and hazard insurance on property owned by the Association;

- cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- cause the Common Area to be maintained; and
- approve an annual budget.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. - Enumeration of Officers. The officers of this Association shall be a president, vice president, secretary, and treasurer.

Section 2. - Duties. The duties of the officers are as follows:

- The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes, and checks from such accounts as the Board may from time to time determine. The president shall make appointments of Committee Chairpersons of all Standing Committees.
- The Vice President shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

- The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal; serve notice of meetings of the Board and of 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.
- The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; keep proper books of accounts; cause an annual audit of the Association books to be made with the restriction that the audit shall not be conducted by the members of the Board or members of the Budget and Legal Committee; and shall be the chief officer responsible for the preparation of 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.

Section 3. The Board will elect the officers at the first Board meeting following the regular annual meeting of the Association members. The officers will serve for the full year, until the next election of officers.

ARTICLE IX

COMMITTEES

The Association shall appoint a Nominating Committee, as proved in these Bylaws. 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, upon written notice, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection, upon written notice, by any member. Copies of the above-noted documents may also be purchased, upon written request, by any member at reasonable cost.

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 (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six percent (6%) per annum, and the Association may bring an action at law against the Owner personally obligated to

pay the same or foreclosure 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 XII

CORPORATE SEAL

The association shall have a seal in circular form having within its circumference the words: LAKE FOREST COMMUNITY ASSOCIATION.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of three-fourths (3/4) of the members present in person or by proxy, provided, however, that in the event VA and/or FHA are involved such amendment shall require the approval of such agency.

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

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 each year, except that the first fiscal year shall begin on the date of incorporation.