

BYLAWS

CARRIAGE LAWN AT BARKLEY HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is CARRIAGE LAWN AT BARKLEY HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Corporation." The initial principal office of the Corporation shall be located at 12701 Fair Lakes Circle, Suite 400, Fairfax, Virginia 22033, but meetings of Members and directors may be held at such places within the Commonwealth of Virginia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1: "Common Area" shall mean and refer to all real property and improvements thereon owned or leased by the Corporation for the common use and enjoyment of the members of the Corporation.

Section 2: "Corporation" shall mean and refer to Carriage Lawn at Barkley Homeowners Association, Inc., its successors and assigns.

Section 3: "Declarant" shall mean and refer to Centex Homes, its successors and assigns, if such successors and assigns should acquire more than one undeveloped Lot for the purposes of development.

Section 4: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property recorded in the Office of the Clerk of the Circuit Court of Fairfax County, Virginia.

Section 5: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Area and streets dedicated to public use.

Section 6: "Member" shall mean and refer to every person or entity who holds a membership in the Corporation.

Section 7: "Owner" shall mean and refer to the record holder of the fee simple title to any Lot, whether one or more persons or entities, including contract sellers; the terms shall exclude those having such interest merely as security for the performance of an obligation.

Section 8: "Property" shall mean and refer to that certain real property described in the "Declaration" and such additions which, from time to time, may be brought within the jurisdiction of the Corporation.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Corporation. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE IV

PROPERTY RIGHTS; RIGHTS OF ENJOYMENT

Section 1. Members' Easements of Enjoyment. Every Member shall have a right and easement of enjoyment in and to the Common Area and such easement shall be appurtenant to and shall pass with the title to every assessed Lot, subject to the following provisions:

- (a) The right of the Corporation to limit the number of guests of Members;

(b) The right of the Corporation to charge reasonable admission and other fees for the use of any recreational facility situated upon the Common Area;

(c) The right of the Corporation to suspend the voting rights and right to use of the recreational facilities by a Member for any period during which any assessment against his Lot remains unpaid for more than thirty (30) days, and for a period not to exceed sixty (60) days for any other infraction of its published rules and regulations;

(d) The right of the Corporation, at any time and consistent with the then existing zoning ordinances of Fairfax County, and consistent with its designation as "open space," or upon dissolution, to dedicate or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members provided that any such dedication or transfer shall have the assent of two-thirds (2/3) of each class of Members and the recordation of an instrument agreeing to such dedication or transfer signed by two-thirds (2/3) of each class of Members.

(e) The right of the Corporation to grant any public utility with or without payment to the Corporation, and consistent with the "open space" designation thereof, easements for the construction, reconstruction, installation, repair and/or necessary maintenance of utility lines through or over any portion of the Common Areas. The foregoing shall not be construed, however, to permit any such utility to acquire or damage any improvements situate upon the Common Areas, or other structures or installations situate thereon which would otherwise be deemed to be part of the realty, without the payment of damages, including severance or resulting damages, if any, to the Corporation, all in amounts and in a manner now or hereafter governing proceedings for the acquisition of private property for public use by condemnation in this Commonwealth.

Section 2. Delegation of Use. Any Member may delegate, in accordance with the Bylaws, his right of enjoyment to the Common Area and facilities to the members of his family, his tenants, or contract purchasers who reside on the Member's Lot.

ARTICLE V

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Corporation shall be managed by a Board of Directors. Until the first annual meeting of the Corporation following the cessation of the Class B and Class C membership, the initial Board of Directors shall consist of three (3) Members appointed by the Declarant. The number of Directors shall be increased to five (5) at a Special Meeting of Members to be convened within ninety (90) days following the expiration of the Class B and C Memberships.

Section 2. Election. At the Special Meeting provided in Section 1, above, two Directors shall be elected for three year terms, two for two year terms and one for a one year term. At each Annual Meeting thereafter, the Members shall elect Directors to replace those Directors whose terms have expired, each to serve a term of three (3) years.

Section 3. Removal. Any Directors may be removed from the Board, with or without cause, by a majority vote of the Members of the Corporation. 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 5. Compensation. No Director shall receive compensation for any service he may render to the Corporation. However, any Director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties.

Section 6. 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 VI

MEETINGS OF DIRECTORS

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

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Corporation, 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

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by nominations from the floor pursuant to a call for candidates at the meeting called for such election. 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 VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power:

(a) 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;

(b) To suspend the voting rights and right to use the recreation facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Corporation for more than thirty (30) days. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for any other infraction of published rules and regulations;

(c) To exercise for the Corporation all powers, duties, and authority vested in or delegated to this Corporation, not reserved to the membership, or other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) To 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

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

(f) To do all other things allowed by law not inconsistent with the Articles of Incorporation, the Declaration, or other provisions of these Bylaws.

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

(a) 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 Members who are entitled to vote;

(b) To supervise all officers, agents, and employees of the Corporation, and to see that their duties are properly performed;

(c) As more fully provided herein and in the Declaration:

(1) to fix the amount of the annual assessments against each Lot at least thirty (30) days in advance of each annual assessment period, as hereinafter provided in Article XII; and

(2) to send written notices of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(d) To issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid;

(e) To procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Corporation;

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

(g) To cause the Common Area to be maintained in accordance with the standards adopted by the Board.

ARTICLE IX

COMMITTEES

Section 1. The Corporation shall appoint an Architectural Control Committee as provided in the Declaration. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes.

Section 2. It shall be the duty of each committee to receive complaints from Members on any matter involving Corporation functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director, or officer of the Corporation as is further concerned with the matter presented.

ARTICLE X

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of Members shall be held in January, 2000 at such place, date and time as shall be determined by the Board of Directors and noticed to the Members and each subsequent regular annual meeting of the Members shall be held in January of each year thereafter, at such place, date and time as shall be determined by the Board of Directors and noticed to the Members.

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 votes of the Class A 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 Corporation, or supplied by such Member to the Corporation 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 by proxies entitled to cast, ten percent (10%) of the votes of each class of membership 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 thereat shall have the power to adjourn the meeting from time to time, without other notice than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

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

ARTICLE XI

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of this Corporation 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 annual meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Corporation 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 Corporation 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 by giving written notice to the Board, the president, or the secretary. Such resignations shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer shall be held by the same person. 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 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. 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 checks and promissory notes.

(b) Vice-President. 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 by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the Members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and the Members; keep appropriate current records showing the Members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Corporation; keep proper books of account; cause an annual audit of the Corporation 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 meetings, and deliver a copy of each to the Members.

ARTICLE XII

ASSESSMENTS

Section 1. As more fully set forth in Article V of the Declaration, each Member is obligated to pay to the Corporation annual and special assessments. Said assessments are secured by a continuing lien upon the Lot against which the assessment is made.

Section 2. Remedies of the Corporation in the event of Default. Any assessment installment not paid within thirty (30) days after the first day of the Corporation's assessment period (whether quarterly or monthly) shall be delinquent. Thereupon, the Corporation shall provide Notice of such delinquency and may (a) declare the entire balance of such General or Special Assessment due and payable in full; (b) charge interest from the due date at a rate of six percent (6%) per annum; (c) charge a late penalty of \$10.00 or as otherwise set by Board of Directors if not paid within thirty (30) days after the first day of the Corporation's assessment period (whether quarterly or monthly); (d) give Registered Notice to the Owner that in the event payment with accrued interest is not paid within thirty (30) days from the date of such notice, then the expressed contractual lien provided for herein shall be foreclosed; or (d) upon Registered Notice to the Owner, suspend the right of such Owner to vote or use the recreational facilities until the assessment and accrued interest is paid in full.

ARTICLE XIII

BOOKS AND RECORDS

The books, records, and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, and the Bylaws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable cost.

ARTICLE XIII

CORPORATE SEAL

The Corporation shall have a seal in circular form having within its circumference the words: "Carriage Lawn at Barkley Homeowners Association, Inc., a Virginia non-stock corporation".

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of Members present in person or by proxy, except that if the Lots have been approved by FHA or VA financing, and upon insurance or guarantee by FHA or VA of a mortgage or deed of trust on the Property, the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

ARTICLE XV
MISCELLANEOUS

Section 1. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

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.

IN WITNESS WHEREOF, we being all of the Directors of CARRIAGE LAWN AT BARKLEY HOMEOWNERS ASSOCIATION, INC. have hereunto set our hands this 15th day of November, 1998.



Michael B. Hummel

Bryon E. Reed

Bryon E. Reed

Joseph H. Ricketts, III

Joseph H. Ricketts, III

Not for Resale Use

CERTIFICATE

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of CARRIAGE LAWN AT BARKLEY HOMEOWNERS ASSOCIATION, INC., a Virginia nonstock corporation; and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted on the 15th day of ~~October~~, 1998.
November

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 15th of ~~October~~, 1998.
November


Secretary

Not for Resale Use