

**BYLAWS
OF
THE TIMBERS AT SUMMERFORD HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is The Timbers at Summerford Homeowners Association, Inc. (the "Association"). The initial principal office of the corporation shall be located at 1670 Mountain Road, Glen Allen, Virginia 23060, 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**

All of the definitions as set forth in Article I of the Supplemental Declaration To The Declaration Of Covenants, Easements, Restrictions And Conditions for The Woods At Summerford And Declaration of Covenants, Easements, Restrictions And Conditions For The Timbers At Summerford, as recorded in the Clerk's Office of the Circuit Court of Chesterfield County, Virginia in Deed Book 5675, Page 237, as amended, are expressly incorporated by reference into these Bylaws.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the Members shall be held during the fourth full week of September (Sunday - Saturday) of each year at such place and time to be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association, by the Board of Directors, or upon written request of the Members who are entitled to vote one fourth (1/4) of all of the votes of the 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 fourteen (14) days and not more than forty (40) 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 cast, or of proxies entitled to cast, twenty percent (20%) of the votes 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 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number. The initial Board of Directors shall consist of three (3) directors appointed by the Declarant who shall serve at the pleasure of the Declarant. At the first meeting of the membership following the transition of the control of the Board by the Declarant to the Owners, five (5) directors shall be elected by the membership in accordance with these Bylaws.

Section 2. Term of Office. At the first meeting of the membership following the Declarant's transition of control of the Board to the Owners, the candidates for Board positions receiving the three highest number of votes shall serve for two year terms and the candidates receiving the fourth and fifth highest number of votes shall serve for one year terms. All subsequent terms for all elected Board members shall be two years. Directors may serve multiple terms if re-elected. Directors elected by the membership shall be Members of the Association. Co-Owners of the same Lot and spouses may not serve on the Board at the same time.

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 at a meeting in which a quorum is present. Upon the death, resignation or removal of a director, a successor shall be appointed by a majority of the remaining members of the Board and shall serve until the next Annual Meeting at which time, the membership shall elect a director to serve for the remaining year of the term, if applicable.

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.

Section 6. Transition.

A. Declarant shall transition control of the Board of Directors to the Class A Members at the earliest of:

1. When one hundred percent (100%) of the Lots have been sold; or
2. When, in its discretion, the Declarant so desires.

B. The procedure for transition in either scenario contemplated above shall be in accordance with the following:

1. Declarant shall provide all Lot Owners with notice of a special meeting of the Association, the purpose of which is for the election of the members of the Board in accordance with these Bylaws.
2. Notice for the meeting shall be at least thirty days prior to the meeting and shall be either hand-delivered or sent by 1st Class U.S. mail to the home address of record of the Member.

**ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nomination for election to the Board of Directors may be made from the floor at the Annual Meeting or may be made by a Nominating Committee. 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, appointed by the Board of Directors. 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 the number of vacancies that are to be filled.

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 of 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 at such place and hour as may be fixed from time to time by resolution of the Board. Should the 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.

Section 4. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 5. Virginia Property Owners' Association Act. The Board of Directors shall conduct all aspects of its Board meetings in accordance with the Virginia Property Owners' Association Act, Section 55-508 et seq., Code of Virginia, as amended (hereafter, "Act").

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

(a) Enforce the restrictions of the Declaration, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights of a Member during any period in which the 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 the Declaration or these Bylaws.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant if such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ as manager, and independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

(a) 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) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(i) Prepare an annual operating budget and amount of the annual assessment for every Owner, or present same for approval by the Owners at the Annual Meeting in accordance with the Declaration, and

(ii) Send written notice of each assessment to every Owner subject thereto at least twenty-one (21) days in advance of each annual assessment period, and

(iii) Foreclose the lien against any Lot for which assessments are not paid within ninety (90) days after the due date or to bring an action at law against the Owner personally obligated to pay the same, if deemed by the Board to be in the best interests of the Association;

(d) Issue, or 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;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association, unless approved by a majority of owners not to provide such coverage;

(f) Enforce the provisions of these Bylaws, the Declaration and the Articles of Incorporation; and

(g) Cause the Common Areas and Maintenance Areas to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, who shall at all times be a Member of the Board of Directors, a vice president, 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. Officers shall be elected by the Board and the election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless any 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 Association 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 resignation 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 by appointment by the Board. 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 may 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. Although some of the duties of the officers may be delegated to a managing agent or other professional, the responsibility for the delegated duties shall remain those of the respective officer. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors and Owners; 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 checks (unless otherwise delegated to a managing agent) and promissory notes.

(b) Vice President. The vice president, if any, shall act in the place and stead of the president upon the president's 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 of the Members; keep the corporate seal of the Association and affix it on all papers requiring a 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.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; shall prepare an annual budget to be presented to the Members at their regular annual meeting; and prepare a statement of income and expenditures after the end of each fiscal year and deliver a copy to the Members.

ARTICLE IX BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any Member at all times, during reasonable business hours or at a mutually convenient time and location upon five days' written notice. In accordance with 55-510 of the Act, books and records kept by or on behalf of the Association may be withheld from inspection to the extent that they concern: (a) personnel records; (b) an individuals medical records; (c) records relating to business transactions that are currently in negotiation; (d) privileged communications with legal counsel; or (e) complaints against an individual member of the Association. The Association may impose and collect a charge, reflecting actual costs of materials and labor, prior to providing copies of any books and records to a member in good standing. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall also be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X ASSESSMENTS

The Association shall be responsible for and required to collect sufficient dues that at a minimum provide for:

- (a) payment of taxes, if any, on commonly held property;
- (b) the funding of repairs, maintenance and replacement of facilities in common property; and
- (c) the funding for any obligation that the Association may have pursuant to the Articles of Incorporation, Declaration or these Bylaws.

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 Lot 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 the rate of twelve percent (12%), together with a late charge in the greater amount of ten dollars (\$10.00) or ten percent (10%) of the assessment amount due. Further, if any Owner fails to pay any installment of its annual assessment within thirty (30) days of its due date, the remainder of the Owner's unpaid annual assessment is hereby accelerated and immediately due and payable. In addition, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessments provided for herein by abandonment of his Lot.

ARTICLE XI AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of at least sixty percent (60%) of the Members present in person or by proxy. Notice for such meeting shall specifically state the proposed amendment and shall be delivered by regular mail at least twenty-one (21) and not more than thirty (30) days before the date of such meeting. During the time when the Declarant owns any property within The Timbers At Summerford Subdivision, neither the Declaration, Articles of Incorporation or Bylaws may be amended without the written approval of the Declarant.

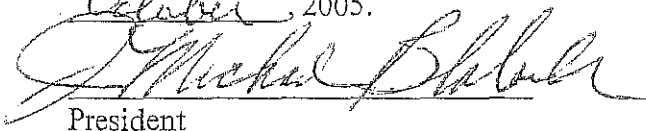
Section 2. If there is any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and if there is any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 3. The Association shall not have the ability to dissolve its existence nor dispose of real property without prior written approval from the directors of planning, environmental engineering and transportation of Chesterfield County, Virginia.

**ARTICLE XII
MISCELLANEOUS**

The fiscal year of the Association for tax purposes shall begin on the first day of January and end on the 31st of December of every year, except that the first fiscal year shall begin on the date of incorporation. The budget year shall be the calendar year.

IN WITNESS WHEREOF, the President of The Timbers at Summerford Homeowners Association, Inc., on behalf of the Board of Directors has hereunto set his hands this 26 day of October, 2005.



President
The Timbers At Summerford Homeowners Association, Inc.

CERTIFICATION

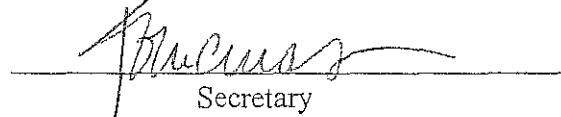
I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of The Timbers At Summerford Homeowners' Association, Inc., a Virginia Nonstock Corporation;

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Association's Board of Directors thereof held on the 26th day of October, 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 26th day of October, 2005.

[SEAL]



Secretary