

BYLAWS
OF
CHRISTOPHER FARMS HOMEOWNERS ASSOCIATION

ARTICLE I

GENERAL PROVISIONS

Section 1.1. Applicability. These Bylaws provide for the governance of the Christopher Farms Homeowners Association in accordance with its Articles of Incorporation and the Declaration of Covenants, Conditions and Restrictions of Christopher Farms. The Property comprising Christopher Farms has been subjected to the provisions of the Declaration by recordation thereof among the land records of the City of Virginia Beach, Virginia.

Section 1.2. Office. The office of the Association and the Board of Directors shall be located at the Property or at such other places as may be designated by the Board.

Section 1.3. Definitions. Capitalized terms used herein shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions of Christopher Farms, said Declaration being hereby specifically incorporated by reference herein and made a part hereof.

ARTICLE II

CHRISTOPHER FARMS HOMEOWNERS ASSOCIATION

Section 2.1. Annual Meetings. The annual meetings of the Association shall be held within sixty (60) days prior to each fiscal year on the date and at the time as determined by the Board which date shall not be a Saturday, Sunday or a legal holiday. At the annual meeting immediately following the expiration of the Class C membership and at each annual meeting thereafter, the members of the Board of Directors, unless appointed by the Declarant, shall be elected by the Class A and Class D Members in accordance with Article III of these Bylaws.

Section 2.2. Special Meetings. The President shall call a special meeting of the Association if directed by the Board of Directors or, after the expiration of the Class C membership, upon a petition signed and presented to the Secretary by Owners of not less than twenty-five percent of the votes held by all of the Class A and Class D Members. The Notice of any special

meeting shall state the time, place and purpose thereof. No business shall be transacted at a special meeting except as stated in the Notice.

Section 2.3. Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Owners as designated by the Board of Directors.

Section 2.4. Notice of Meeting. Notice of all meetings of the Association shall be given by the Secretary to each Class A Member, Class D Member and the Class C Member, if any, in accordance with Section 13.1-842 of the Virginia Nonstock Corporation Act. The Notice shall state the method of voting as determined by the Board pursuant to Section 2.8 of these Bylaws.

Section 2.5. Order of Business. The order of business at all meetings of the Association shall be as determined by resolution of the Board of Directors.

Section 2.6. Conduct of Meetings. The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted and all transactions and proceedings occurring thereat. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Association when not in conflict with the Virginia Nonstock Corporation Act or the Articles of Incorporation or these Bylaws.

Section 2.7. Quorum. The presence in person or by proxy of a Quorum of Owners, and until the expiration of the Class C membership, the Class C Member shall constitute a quorum of all meetings of the Association.

Section 2.8. Voting. Voting at all meetings of the Association shall be exercised in accordance with the voting rights established in the Articles and the Declaration. If any vote is held by more than one person or entity, then such vote may be exercised by any one of them, unless any objection or protest is made to the Secretary by any of the other holders of such vote prior to tallying the vote, in which case such vote shall not be counted. Except as otherwise provided by law, the Board of Directors may determine the method of voting. Except where a greater number is required by the Virginia Nonstock Corporation Act or the Declaration, the Articles of Incorporation, or these Bylaws, a vote of more than fifty percent of a Quorum of Owners, and until the expiration of the Class C membership, the vote of the Class C Member, shall be required to

adopt decisions of the Association. There shall be no cumulative voting.

Section 2.9. Proxies. A vote may be cast in person or by proxy. Such proxy may be instructed or non-instructed and may be granted by any Class A or Class D Member in favor of only another Class A or Class D Member or an officer of the Association; provided, however, that an officer of the Association shall hold only instructed proxies. Proxies shall be duly executed in writing and witnessed, shall be valid only for the particular meeting designated therein, and shall be filed with the Secretary before the appointed time of the meeting. No proxy shall be deemed revoked except upon actual receipt by the person presiding over the meeting of a Notice of revocation from any of the persons holding the vote for which such proxy is given. No proxy shall in any event be valid for a period in excess of one hundred and eighty days after the execution thereof.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Powers and Duties. Pursuant to Section 2.3 of the Articles, the Board of Directors shall have all of the powers and duties necessary to administer the affairs of the Association, and may perform all such acts and things so as to effectuate its purposes, except to the extent that any of the foregoing is required by the Virginia Nonstock Corporation Act or the Declaration to be exercised or performed by the Association. The Board of Directors shall have the power from time to time to adopt any Rules and Regulations deemed necessary for the benefit and enjoyment of the Members of the Association; provided, however, that such Rules and Regulations shall not conflict with the Virginia Nonstock Corporation Act or the Declaration.

Section 3.2. Composition and Term of Office. Prior to the annual meeting immediately following the expiration of the Class C membership, the Board of Directors shall consist of three (3) directors, all of whom shall be appointed by the Declarant. The three appointed directors shall have terms of office, one of which shall expire at the annual meeting immediately following the expiration of the Class C membership, the other two of which shall expire at the first and second annual meeting thereafter, respectively. From and after the annual meeting immediately following the expiration of the Class C membership, the Board of Directors shall be composed of five (5) directors, all of whom, unless appointed by the Declarant, shall be elected by the Class A and Class D Members. At the annual meeting immediately following the expiration of the Class C membership, the director

receiving the highest number of votes shall have a three-year term, the director receiving the next highest number of votes shall have a two-year term, and the remaining elected director shall have a one-year term; thereafter, all elected directors shall have three-year terms.

Section 3.3. Removal or Resignation of Directors. Except any directors appointed by the Declarant, at any regular or special meeting duly called, any one or more of the directors may be removed with or without cause by a vote of more than fifty percent of a Quorum of Owners and a successor elected. Any director whose removal has been proposed shall be given at least seven days' Notice of the time, place and purpose of the meeting and shall be given an opportunity to be heard at the meeting. A director may resign at any time and, except for a director appointed by the Declarant, shall be deemed to have resigned upon the cessation of such director as a Class A or Class D Member, or if not in attendance at three consecutive regular meetings of the Board, unless the minutes reflect consent to such absence.

Section 3.4. Vacancies. Vacancies in the Board of Directors (caused by any reason other than the removal of a director by a vote of the Association) shall be filled by a vote of the majority of the remaining directors promptly after the occurrence of any such vacancy, even though the directors present at such meeting may constitute less than a quorum, and such successor shall serve the remainder of such vacated director's term.

Section 3.5. Organization Meeting. The first meeting of the Board of Directors following an annual meeting of the Association shall be held within thirty (30) days thereafter, and no Notice to the newly-elected directors shall be necessary to constitute such meeting.

Section 3.6. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as determined from time to time by a majority of the directors, but such meetings shall be held at least once every four months during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telegraph or telephone, at least three business days prior thereto.

Section 3.7. Special Meetings. Special meetings of the Board of Directors may be called by the President upon three business days notice to each director, given personally or by mail, telegraph or telephone, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board

of Directors shall be called by the President or Secretary in like manner and on like notice upon written request of at least two directors.

Section 3.8. Waiver of Notice. A director may, at any time, in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director, in person or by telephone communication, at any meeting of the Board of Directors shall constitute a waiver of notice by such director. If all directors are present at a meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 3.9. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep the minutes of the meetings and record in a minute book all resolutions adopted and all transactions and proceedings occurring thereat. The then current edition of Robert's Rules of Order shall govern the conduct of the meetings of the Board of Directors when not in conflict with the Virginia Nonstock Corporation Act or the Declaration of the Articles of Incorporation.

Section 3.10. Quorum of Board of Directors. At all meetings of the Board of Directors a majority of all of the directors shall constitute a quorum for the transaction of business, and the vote of a majority of the quorum of directors shall constitute the decision of the Board of Directors.

Section 3.11. Liability of Officers, Directors and Architectural Committee Members. The officers and directors, and the members of the Architectural Committee shall not be liable to the Association or to any Owner for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The Association shall indemnify and hold harmless each of the officers and directors from and against all contractual liability to others arising out of contracts made by the officers or the Board of Directors on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Virginia Nonstock Corporation Act or the Declaration, Articles of Incorporation or these Bylaws except to the extent that such liability is satisfied by directors and officers liability insurance. Officers and directors shall have no personal liability with respect to any contract made by them on behalf of the Association. The Association shall indemnify and hold harmless each of the members of the Architectural Committee from and against all liability to others arising out of the due exercise

of their responsibilities unless their action shall have been taken in bad faith or contrary to the provisions of the Virginia Nonstock Corporation Act or the Declaration, Articles of Incorporation or these Bylaws. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he is or was an officer or director of the Association or a member of the Architectural Committee against expense (including attorneys' fees), judgments, fines and amounts paid in settlement incurred in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association. In addition, the Association shall indemnify and hold harmless each of the officers and directors in accordance with the provisions therefor in Article 9 of the Virginia Nonstock Corporation Act.

Section 3.12. Architectural Committee. The Board of Directors shall establish an Architectural Committee composed of three (3) persons who shall be Class A or Class D Members and appointed by the Board for terms of one year, except that prior to the expiration of the Class C membership, the members of the Architectural Committee need not be Class A or Class D Members.

ARTICLE IV

OFFICERS

Section 4.1. Designation. The principal officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an assistant treasurer, an assistant secretary and such other officers as necessary. The President and Vice President shall be directors; however, any other officers may, but need not, be directors.

Section 4.2. Election of Officers. The officers of the Association shall be elected annually at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

Section 4.3 Removal of Officers. Upon the vote of a majority of the Board of Directors, any officer may be removed, with or without cause, and a successor elected.

Section 4.4. President. The President shall be the chief executive officer of the Association, preside at all meetings of the Association and Board of Directors, have general and active

management of the business of the Association subject to control by the Board, see that all orders and resolutions of the Board are effectuated, and appoint committees from among the Members as the President may determine appropriate to assist in the conduct of the affairs of the Association.

Section 4.5. Vice President. The Vice President shall act in the place of the President and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other director to act in the place of the President, or an interim basis. The Vice President shall also perform such other duties as may be imposed by the Board of Directors or the President.

Section 4.6. Secretary. The Secretary shall keep minutes of all meetings of the Association and Board of Directors, have charge of such books and papers as the Board may direct, give all required Notices, maintain a register setting forth the address to which all Notices shall be given, and, in general, perform all the duties incident to the office of secretary.

Section 4.7. Treasurer. The Treasurer shall be responsible for Association funds and securities, keep full and accurate financial records and books of account showing all receipts and disbursements, prepare all required financial data, deposit all monies and other valuable effects in the name of the Association in such depositories as designated by the Board, and, in general, perform all the duties incident to the office of treasurer.

Section 4.8. Execution of Documents. All agreements, contracts, deeds, leases, checks and other instruments of the Association for expenditures or obligations in excess of two thousand dollars, and all checks drawn upon reserve accounts, shall be executed by two persons designated by the Board of Directors. All such instruments for expenditures or obligations of two thousand dollars or less, except from reserve accounts, may be executed by any one person designated by the Board of Directors.

ARTICLE V

AMENDMENTS

These Bylaws may be amended upon the approval of sixty-six and two-thirds percent (66 2/3%) of a Quorum of Owners at a meeting of the Association and until the expiration of the Class C membership, the consent of the Class C Member, provided, however, that a copy of the proposed amendment shall be attached

to the Notice of such meeting. Notwithstanding anything contained herein to the contrary, the Class C Member may, at any time prior to the conveyance of any Common Area to the Association, unilaterally amend these Bylaws for any reason, and thereafter, to correct any defects required to be corrected by the City of Virginia Beach, Virginia, or any Federal Mortgage Agency, or any defects of a non-material nature arising from a scrivener's error in the preparation of these Bylaws.

ARTICLE VI

MISCELLANEOUS

Section 6.1. Fiscal Year. The fiscal year of the Association shall run from October 1 to September 30 of every year, unless otherwise established by the Board.

Section 6.2. Captions. The captions herein are inserted only as a matter of convenience and reference, and in no way define, limit or describe the scope of these Bylaws or the intent of any provision thereof.

Section 6.3. Gender. The use of the masculine gender in these Bylaws shall be deemed to include the feminine and neuter genders and the use of the singular shall be deemed to include the plural, and vice versa, whenever the context so requires.

Section 6.4. Construction. These Bylaws are intended to comply with the Virginia Nonstock Corporation Act and shall be so interpreted and applied.

VIRGINIA: In the Clerk's Office of the Circuit Court of Virginia Beach17..... day ofDec....., 19...87..... at12/13....., this instrument was received and upon the certificate of acknowledgment thereto annexed, admitted to record. "The tax imposed by §58.1-802 of the Code, has been paid, in the amount of \$....."

TESTE: J. CURTIS FRUIT, Clerk

By: J. C. Lora D. C.

c-farms bylaws

C.C. 21 REV. 3/85