

AMENDED AND RESTATED BYLAWS
OF
THE COVES AT WILTON CREEK OWNERS ASSOCIATION

ARTICLE I - ORGANIZATION

The name of this organization shall be THE COVES AT WILTON CREEK OWNERS ASSOCIATION.

ARTICLE II - PURPOSES

The Association has been organized to operate as a property owners' association pursuant to Virginia Code Section 55-508 et seq., to include without limitation the following purposes:

- (a) To provide for the preservation, maintenance and enhancement of the value, attractiveness and desirability of THE COVES AT WILTON CREEK, and the associated roads, water systems, sanitary sewer system and other common facilities, as set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions of The Coves at Wilton Creek (the "Declaration") recorded among the land records of Middlesex County, Virginia.
- (b) To maintain, repair and replace the sanitary sewer system and the water system serving all recorded Lots, Units and Common Facilities (as such terms are defined in Article III.
- (c) To maintain, repair and replace the private roads and streets conveyed to the Association and located on the Properties, over which all Owners have a perpetual non-exclusive access easement.
- (d) To maintain, repair and replace any and all Common Facilities conveyed to the Association.
- (e) To provide adequate control measures to prevent the erosion overflow of storm water or drainage from the Common Facilities (as such term is defined in Article III, Section 3).
- (f) To establish replacement reserves and to establish capital improvement reserves for future anticipated capital improvement expenditures.
- (g) To purchase and maintain public liability and other insurance on the above-described roads, water system, sanitary system, Common Facilities and other improvements.
- (h) To file and maintain actions at law or in equity, to collect any amounts owing to the Association.
- (i) To enforce, by any proceeding at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed which run with and bind the above-described Properties.
- (j) To buy, sell, exchange, lease, sublease, and otherwise hold, own, maintain, control, work, distribute, develop, improve, alter, operate, manage, rent, deal in, and otherwise turn to account chattels, real estate and personal property of every nature, class and description, within or without the Commonwealth of Virginia.

(k) To mortgage or otherwise lien, to lease, sublease, sell, convey, exchange, trade, transfer, deal in or in any manner whatever dispose of chattels, real property, and personal property of every nature, class, and description, within or without the Commonwealth of Virginia.

(l) To enter into, make and perform contracts of every kind with any person, firm, association or Association, municipality, body, county, state, or government, and, without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, so far as may be permitted by the laws of the Commonwealth of Virginia.

(m) To issue bonds, debentures or obligations of the Association, and at the option of the Association, to secure the same by mortgage, pledge, deed of trust or otherwise.

(n) To have and exercise any and all powers, rights and privileges which a Virginia nonstock corporation may by law now or hereafter have or exercise.

ARTICLE III - DEFINITIONS

Section 1. "Association" shall mean and refer to THE COVES AT WILTON CREEK OWNERS ASSOCIATION, its successors and assigns.

Section 2. "Board of Directors" shall mean and refer to the Board of Directors of the Association, its successors and assigns.

Section 3. "Common Facilities" shall mean and refer to any property or facility located on, or a part of, the Properties which has been conveyed to the Association and which is designated for the use and enjoyment of the Owners in common with other Owners. Such Common Facilities shall include, but not be limited to, swimming pools, tennis courts, boat ramp and pier, a club house, parking lots, paths and walkways, parks and open areas (including landscaping), and ponds and lakes, water and sewer system and all related and associated facilities which have been conveyed to the Association.

Section 4. "Initial Declarant" shall mean and refer to The Coves at Wilton Creek Limited Partnership, a Virginia limited partnership.

Section 5. "Lot" shall mean and refer to any plot or parcel of land designated for separate ownership or occupancy shown on a recorded subdivision plat for this development or the boundaries of which are described in the declaration or in a recorded instrument referred to or expressly contemplated by the declaration, other than a common area.

Section 6. "Member" shall mean a person or entity who is a record Owner of any Lot or Unit as described in Article IV, Section 1.

Section 7. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of a fee simple title to any Lot or Unit which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 8. "Properties" shall mean and refer to that certain real property hereinabove described (more particularly described on Exhibit "A" of the Declarations), and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 9. "Unit" shall mean and refer to any residential condominium unit located on the Properties, created in accordance with the provisions of Section 55-79.39 et seq., of the 1950 Code of Virginia, as amended.

ARTICLE IV - MEMBERSHIP AND VOTING

Section 1. Membership is described in the Amended and Restated Declaration, Article II.

Section 2. Voting rights are described in the Amended and Restated Declaration, Article III.

ARTICLE V - MEETINGS

Section 1. The annual membership meeting of this organization shall be held on such day and at such place and time during the month of September, October, or November of each and every year as the Board of Directors shall direct. The Secretary shall cause to be mailed to each Member entitled to vote at such meetings at his address as it appears in the membership roll book of the organization, a notice telling the time, and place of such annual meeting. Except as provided in Article V, Section 3 hereof, such notice shall be sent at least fourteen (14) days in advance of such meeting.

Section 2. Special meetings of the Members may be called by the President, Vice President, or by the Board of Directors. The President or Vice President shall also call a special meeting of the Members at the request of one-third of the Members of the organization entitled to vote at such meeting. Such request shall be made in writing and shall state the purpose of the meeting. Notices of special meetings of the Members shall be mailed to all Members entitled to vote at such meeting at their addresses as they appear in the membership roll book. Except as provided in Article V, Section 3 hereof, such notice shall be sent at least seven (7) days before the scheduled date of the meeting. Such notice shall state the purpose of the meeting and by whom the meeting has been called.

Section 3. If the purpose of a membership meeting is to levy a special assessment, act upon a proposed amendment to the Articles of Incorporation of the Association, or a plan of merger or consolidation, notice of the meeting shall be sent at least twenty-five (25) but no more than fifty (50) days before the scheduled date of the meeting

Section 4. A quorum at any membership meeting, except when considering a special assessment, shall be the presence of Members in person or by proxy representing at least twenty-five percent (25%) of the total Members of the Association. If the required quorum is not forthcoming at any meeting, another meeting may be called and the required quorum at any such subsequent meeting shall be one-half of the required quorum at the preceding meeting, but in no event will the quorum be less than ten percent (10%) of the total votes entitled to be cast at such meeting either in person or by proxy. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. The order of business at the annual meeting of the Members of the organization may be substantially as follows:

- (a) Roll call, determination of quorum and agenda.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes of the preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of Directors, if applicable.
- (g) Old business.
- (h) New business.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The business and affairs of the organization shall be managed by its Board of Directors. The Board of Directors shall in all cases act as a Board and they may adopt such rules and regulations for the conduct of their meetings and the management of the organization, as they may deem proper, not inconsistent with these Bylaws and the laws of the Commonwealth of Virginia. The Board of Directors may also adopt rules and regulations for the use and enjoyment of the Common Facilities and any properties owned by the Association, consistent with the provisions of the Declaration.

Section 2. The Board of Directors shall consist of seven (7) Directors. Commencing with the 2008 annual meeting of the Members of the Association, the term of three of the Directors shall be fixed at three (3) years, the term of office of two of the Directors shall be fixed at two (2) years, and the term of office of two of the Directors shall be fixed at one (1) year. All successor Directors shall be elected for a term of office of three years. The members of the Board shall hold office until their successors have been elected and qualified. The number of directors may be changed by a vote of the members at any annual meeting or at a Special Meeting called for such purpose. The Board of Directors shall have the exclusive responsibility for the management and control of all of the property and affairs of the association.

Section 3. The annual meeting of the Board of Directors shall be held without notice immediately after and at the same place as the annual meeting of the Members. The Directors may hold additional regular meetings upon such notice as they may determine. Notice of the time, date and place of each regular meeting of the Board of Directors or of any subcommittee or other committee thereof shall be published (a) where it is reasonably calculated to be available to a majority of the Members, and (b) contemporaneously with the notice provided to the Directors or subcommittee or other committee of the Board conducting the meeting.

Section 4. Special meetings of the Board of Directors may be called by any two Directors. The Directors who call such meeting may fix the time and place for the holding of any such special meeting.

Section 5. Notice of any special meeting of the Board of Directors shall be given to the Directors at least seven (7) days before such meeting by written notice delivered personally, or by electronic transmission consented to by the Director to whom the notice is given, or mailed to each Director at his address as it appears on the books of the organization. Notice of the time, date and place of each special meeting of the Board of Directors or of any subcommittee or other committee thereof shall be published (a) where it is reasonably calculated to be available to a majority of the Members, and (b) contemporaneously with the notice provided to the Directors or subcommittee or other committee of the Board conducting the meeting.

Section 6. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction

of any business because the meeting is not lawfully called or convened.

Section 7. Unless otherwise exempt as relating to an executive session permitted by Virginia Code Section 55-510.1 C, at least one copy of all agenda packets and materials furnished to Directors or the subcommittee or other committee of the Board for a meeting shall be made available for inspection by Members at the same time such documents are furnished to the Directors or any subcommittee or committee of the Board.

Section 8. If a meeting is conducted by telephone conference or similar electronic means, at least two Directors shall be physically present at the meeting place stated in the notice of the meeting. The audio equipment shall be sufficient for any Member in attendance to hear what is said by a Director participating in the meeting who is not physically present.

Section 9. At any meeting of the Board of Directors a majority shall constitute a quorum for the transaction of business, but if less than said number is present for the meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 10. Each Director shall have one vote and such voting may not be done by proxy.

Section 11. A vacancy in the Board of Directors created by the death, resignation or removal of a Director shall be filled by a vote of the majority of the remaining Directors in office. Any new Director so elected shall serve the unexpired term of the Director whose position has been vacated. A vacancy on the Board of Directors created by an increase in the number of Directors shall be filled by a vote of the Members.

Section 12. A Director may be removed from office only with cause and by two-thirds (2/3) vote of the Members of the Association. A Director may be removed only at a membership meeting called for the purpose of removing the Director. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Director.

Section 13. Directors shall serve as such without compensation. Nothing herein, however, shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE VII - OFFICERS

Section 1. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors.

Section 2. The officers shall be elected by the Directors annually at the first meeting of the Directors held after each annual meeting of the Members. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Any officer or agent or property manager elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by vote of a majority of the Directors for the unexpired portion of the term of office.

Section 5. The President shall be the principal executive officer of the Association and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the Members. The President may sign all deeds, contracts, agreements, and documents in connection with the development, marketing and sale of the real estate owned by the Association. He may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Directors, mortgages, bonds, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or these Bylaws to some other officer or agent of the Association or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

Section 6. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subjected to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Directors.

Section 7. The Secretary shall keep all minutes of the meetings of the Members and the meetings of the Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the organizational records,

and keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member, have general charge of the membership roll book of the Association and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Directors. Draft minutes of the Board of Directors (other than confidential records of an executive session of the Board held in accordance with Virginia Code Section 55-510.1 C) shall be open for inspection and copying by the Members (a) within 60 days from the conclusion of the meeting to which such minutes appertain, or (b) when such minutes are distributed to Board members as part of an agenda package for the next meeting of the Directors, whichever occurs first.

Section 8. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Directors may determine. The premium for any such bond will be paid by the Association. He shall have charge and custody of and be responsible for all funds and securities of the organization, receive and give receipts for money due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors.

Section 9. Officers shall serve without compensation. Nothing herein contained shall be construed to preclude any Officer from serving the organization in any other capacity and receiving compensation therefor.

ARTICLE VIII – WAIVER OF NOTICE

Section 1. Notwithstanding any other provision of these Bylaws, whenever any notice of any meeting for any purpose under the provisions of these Bylaws, is required to be given to any Member or Director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX – INFORMAL ACTION BY MEMBERS AND DIRECTORS

Section 1. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if each Director signs a consent describing the action to be taken and delivers it to the Association. Action so taken is effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Director. The signing of a consent may be accomplished by one or more electronic transmissions. Any such written consent shall be ratified by the

Board of Directors at the next Board Meeting and shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE XI - AMENDMENTS

Section 1. To the extent the provisions of these Bylaws address matters which are also addressed in the Declaration, the provisions of the Declaration shall control. The provisions of these Bylaws relating to such matters may be altered, amended, repealed or added to only in accordance with the Declaration and by the affirmative votes of the requisite number of votes of the membership required to approve an amendment of the corresponding provisions of the Declaration. Any valid amendment of the Declaration duly recorded among the land records of Middlesex County, Virginia, shall be deemed to be an amendment of the corresponding provisions, if any, of these By-Laws.

Section 2. Except as provided in Section 1 of this Article, these Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the Members.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed as of this 29th day of March 2016.

THE COVES AT WILTON CREEK OWNERS ASSOCIATION,
a Virginia nonstock corporation

By: Margaret A. Meushaw
President

State of Virginia

County of Middlesex, to-wit:

I, Wanda T. Lewter, a Notary Public in and for the said State and County, do hereby certify that this day personally appeared before me in my said County, Margaret A. Meushaw, President of THE COVES AT WILTON CREEK OWNERS ASSOCIATION, a Virginia nonstock corporation, whose name is signed to the foregoing instrument and acknowledged the same before me in my said County, for and on behalf of said corporation.

My commission expires: 11-30-2018

GIVEN under my hand this 29th day of March 2016.

Wanda T. Lewter

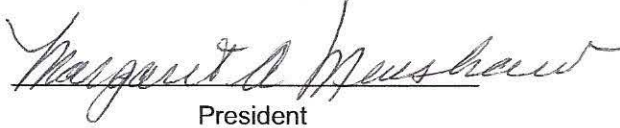
Notary Public as aforesaid

WANDA T. LEWTER NOTARY PUBLIC COMMONWEALTH OF VIRGINIA MY COMMISSION EXPIRES NOV. 30, 2018 COMMISSION # 155261
--

CERTIFICATE PURSUANT TO VIRGINIA CODE SECTION 55-515.1

The undersigned hereby certifies pursuant to Virginia Code Section 55-515.1 F, as follows:

1. That The Coves at Wilton Creek Owners Association (the "Association") is a Virginia nonstock corporation which operates as the property owners' association for The Coves at Wilton Creek, Middlesex County, Virginia;
2. That the undersigned is the principal officer of the Association and is authorized to make this certification; and
3. That at least two thirds (2/3) of the owners of Lots and/or Units in the Coves at Wilton Creek have signed an approval of the Amended and Restated Bylaws to which this certificate is attached.


President

State of Virginia

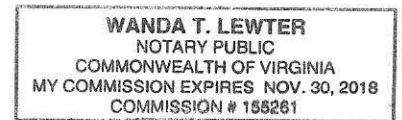
County of Middlesex, to-wit:

I, Wanda T. Lewter, a Notary Public in and for the said State and County, do hereby certify that this day personally appeared before me in my said County, Margaret A. Meushaw, President of THE COVES AT WILTON CREEK OWNERS ASSOCIATION, a Virginia nonstock corporation, whose name is signed to the foregoing instrument and acknowledged the same before me in my said County, for and on behalf of said corporation.

My commission expires: 11-30-2018

GIVEN under my hand this 29th day of March 2016.


Notary Public as aforesaid



INSTRUMENT #160000376
RECORDED IN THE CLERK'S OFFICE OF
COUNTY OF MIDDLESEX ON
MARCH 29, 2016 AT 03:56PM

LYNN L. DUNLEVY, CLERK
RECORDED BY: LML