

1985 REVISED BYLAWS
OF
LAFAYETTE VILLAGE COMMUNITY ASSOCIATION

ARTICLE I
Name and Location

The name of the Corporation is Lafayette Village Community Association, hereinafter referred to as the "Association." The Principal Office of the Corporation shall be located at 4000 Lafayette Village Drive, Annandale, Virginia 22003, 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. "Association" shall mean and refer to Lafayette Village Community Association, its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, also known as Lafayette Village Subdivision, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property (including improvements thereto) 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 Property with the exception of the Common Area and areas dedicated as public streets.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title of any Lot, including contract sellers. 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 these Bylaws shall be defined as a builder, contractor, investor or other person or entity who purchases a Lot in Lafayette Village 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 Panache Builders, Inc., its successors and 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 Property recorded in the Office of Clerk of Court, Fairfax County, Virginia.

Section 8. "Member" shall mean and refer to those persons or entities entitled to membership as provided in the Declaration and Articles of Incorporation; provided, however, that a member's voting rights and the rights to use any and all Common Areas and community facilities may be suspended by the Board of Directors during any period in which any assessment remains unpaid, after 15 days notice, and for not more than 60 days for any infraction of the Association's published rules and regulations, after notice and an opportunity for a hearing.

Section 9. "Public Purchaser" shall mean any person or other legal entity who becomes an Owner of any Lot within Lafayette Village.

ARTICLE III Meeting of Members

Section 1. Annual and Semi-Annual Meetings. The Annual Meeting of the members for the election of Directors and the transaction of other business as may properly come before it shall be held during the months of September or October of each year. A Semi-Annual Meeting of Members shall be held during the months of April or May of each year for the transaction of such business as may properly come before it. The exact place, day and hour of such meetings shall be generally convenient to the members as determined by the Board of Directors and as set forth in the Notice of Meeting.

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 the votes outstanding. The purpose(s) of the proposed meeting shall be stated in the Notice of Meeting, and no business other than that specified may be transacted at any such Special Meeting.

Section 3. Notice of Meetings. Written notice stating the place, day and hour of each meeting of the members and, in the case of a special meeting, the purpose(s) for which it is called, shall be given not less than 10 nor more than 60 days before the date of the meeting, either by personally delivering to a member's address, or by first-class mail, by or at the direction of the President or the Secretary or the officers or persons calling the meeting, to each member of record entitled to vote at such meeting 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. Notice of a members meeting to act on an amendment to the Articles of Incorporation or a plan of merger or consolidation shall be given not less than 25 nor more than 60 days before the date of the meeting (with such notice being accompanied by a copy of the proposed amendment or plan of merger or consolidation). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, addressed to the member as provided above. If personally delivered, such notice shall be deemed to be given when delivered to a member's address as provided above.

Section 4. Waiver of Notice. Notice of any members meeting may be waived by any member by signing a waiver of such notice, whether signed before or after the time set for the meeting. Notice of such meeting shall not be required as to any member who shall attend such meeting in person, except where the member 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 5. Quorum. The presence at the meeting of members entitled to vote or of proxies entitled to vote, equal to one-tenth (1/10) of the total votes 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, a majority of 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, at which time any business may be transacted which might have been transacted at the meeting originally called.

Section 6. Voting and Proxies. Each member shall be entitled to one vote, except as otherwise provided by law, the Declaration or the Articles of Incorporation. 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 Lot(s). Except to the extent that a greater number is required by law, the Declaration, the Articles of Incorporation or these Bylaws, all member action shall be determined by a vote of a majority of the votes cast at a meeting.

Section 7. Order of Business. The order of business at any meeting of the members shall be as follows: (1) roll call/sign in; (2) proof of notice of meeting or waiver of notice; (3) proof of proxies (if any); (4) reading and approval of the minutes of the preceding meeting; (5) guest presentation (if any); (6) reports of officers; (7) reports of committees; (8) election of Directors (as appropriate); (9) unfinished business; (10) new business; and (11) adjournment.

ARTICLE IV
Board of Directors; Number; Term

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 must be members of the Association, the exact number to be determined by the members from time to time. Currently the Board shall consist of five (5) 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 Directors whose terms shall then expire shall be elected for a term of three (3) years and until his successor has been duly elected and qualified, unless he sooner dies, resigns or is removed. 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 at any time, by majority vote of the members of the Association at any special meeting of members or at the annual member meeting, provided that notice of that purpose is specifically given in the Notice of Meeting (whether a special or an annual meeting).

Section 4. Resignation. Any Director may resign at any time by delivering written notice to that effect to the President or Secretary, and shall take effect at the time specified in such notice.

Section 5. Compensation. No Director or officer shall receive compensation for any service he may render to the Association. However, any Director or officer may be reimbursed for his actual expenses incurred in the performance of his duties.

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 member 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, with 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.

Section 3. Vacancies. In the event of death, resignation or removal of a Director, his successor shall be selected by a majority of the remaining members of the Board (though less than a quorum of the Board of Directors). The Director so chosen shall serve for the unexpired term of his predecessor. Any vacancy caused by the increase in the number of Directors shall be filled by the members in accordance with the above nominating and election procedures, at a Special or Annual Meeting provided notice to that effect is given in the Notice of Meeting (whether Special or Annual Meeting).

ARTICLE VI Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be determined in advance 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 or by any two (2) Directors, after not less than two (2) days notice to each Director, unless such notice is waived by such Director or such Director is actually present (except where such Director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened). Notices and waivers thereof shall be in accordance with similar provisions for members (except for the time periods and the fact that the purpose of any Board of Directors meeting need not be specified in any notice or waiver thereof).

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business.

However, should a quorum not be present, a majority of those present may adjourn the meeting until some further time, not more than 14 days later, when it is reasonably possible to obtain a quorum. 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. Voting. At all meetings of the Board of Directors, each Director shall have one vote.

Section 5. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless (a) he announces his dissent at the meeting and (b) either his dissent shall be entered in the minutes of the meeting or he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such written dissent immediately after the meeting is adjourned to the Secretary of the meeting or the Association by certified or registered mail or personally. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6. Action by Directors Without a Meeting. Any action required or permitted to be taken by any provisions of law, the Declaration, the Articles of Incorporation or these Bylaws in any meeting of the Board of Directors or at any committee thereof may be taken without a meeting if a written consent, setting forth the action, is signed, either before or after such action, by all members of the Board of Directors or of such committee, as the case may be, and filed in the minutes of the proceedings of the Board of Directors or such committee, as the case may be. Any action so approved shall have the same effect as though taken at a meeting of the Directors or of such committee.

Section 7. Meeting by Telephone. Unless otherwise provided by the Articles of Incorporation, Directors or the members of any committee thereof will be deemed present at a meeting of the Board of Directors or of any such committee, as the case may be, if the meeting is conducted using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VII Powers and Duties of the Board of Directors

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

(a) 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, the internal operating and procedures of committees, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use any and all Common Areas and community and 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 after 15 days notice. Such rights may also be suspended after notice and an opportunity for a hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulation;

(c) 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;

(d) declare the office of a member of the Board of Directors or a committee to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors or a committee, as the case may be, without a valid excuse; and

(e) employ a manager, an 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 to see that their duties are properly performed;

(c) as more fully provided herein and in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot and issue notice of such annual assessment to each Owner subject thereto at least thirty (30) days in advance of such annual assessment period;

(2) bring actions at law or suits in equity against the Owner(s) personally obligated to pay assessments, within a reasonable time after default.

(d) adopt an annual budget, unless a meeting of members is necessary pursuant to the Declaration for such purpose, in which case, the budget shall be adopted by action of the members;

(e) 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;

(f) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(h) cause the Common Area to be maintained.

ARTICLE VIII Officers

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such other officers and agents as deemed necessary may be elected or appointed by the Board of Directors, with such duties as may be assigned to them by the Board from time to time.

Section 2. Election. All officers shall be elected annually by the Board of Directors at its first regular meeting following each Annual Meeting of members.

Section 3. Term of Office. All officers shall hold office for one year and until their successors have been duly elected and qualified, unless they sooner die, resign or are removed.

Section 4. Removal and Resignation. Any officer or agent may be removed from office, with or without cause at any time by the Board of Directors whenever the Directors in their absolute discretion shall consider that the best interests of the Association will be served thereby. Any officer may resign at any time by delivering written notice to that effect to the President or Secretary, and shall take effect at the time specified in such notice.

Section 5. Vacancies. A vacancy in any office shall be filled promptly by the Board of Directors either at a regular or special meeting, with the successor to serve for the unexpired term of his predecessor.

Section 6. Multiple Offices. No person shall simultaneously hold the office of President and Secretary.

Section 7. Duties. The duties of the officers include the following and as set by resolution of the Board of Directors.

President

(a) The President shall preside at all meetings of the Board of Directors and members; shall see that orders and resolutions of the Board are carried out; shall have general supervision of the affairs of the Association; shall sign all leases, mortgages, deeds and other written instruments; and shall cosign all promissory notes as the Board may from time to time determine. He shall make appointments of Committee Chairman of all Standing Committees.

Vice-President

(b) 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.

Secretary

(c) 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 said 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.

Treasurer

(d) 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 cosign all promissory notes as the Board may from time to time determine; keep proper books of account; cause an annual audit of the Association books to be made by an independent accountant at the completion of each fiscal year; and shall be the chief officer responsible for the preparation of an annual budget and a financial report to be represented to the membership at its regular Annual Meetings and deliver a copy of each to the members.

ARTICLE IX Committees

Creation of Committees. The Board of Directors shall appoint an Architectural Control Committee which is provided for and whose duties are set forth in the Declaration, a Nominating Committee as provided in Article V of these Bylaws, and may appoint such other committee(s) and establish operating procedures as deemed appropriate in carrying out its purposes, which may include, but are not limited to the following Standing Committees:

(a) A Grounds Maintenance Committee, which shall advise the Board on all matters pertaining to the maintenance, repair or improvement of the Common Area grounds and perform such other functions as the Board in its discretion determines.

(b) A Pool and Recreation Committee, which shall advise the Board of Directors on all matters pertaining to the maintenance, repair and improvement of the pool, pool house, tot lot and all-purpose court, assist in preparing rules and regulations governing the use of those facilities, and perform such other functions as the Board in its discretion determines.

(c) A Publications Committee, which shall publish a periodic newsletter informing the members of activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association.

(d) A Neighborhood Watch Committee, which shall act as liason with the Fairfax County Police Neighborhood Watch Program and shall advise the Board of Directors on all matters pertaining to such program and methods of improving the security of members' homes, property and persons.

(e) A Finance Committee, which shall supervise the annual audit of the Association's books and prepare a proposed annual budget, which it shall present to the Board of Directors at its regular September meeting. Thereafter, the Board shall cause a copy of the budget to be distributed to each member of the Association prior to the Board's regular December meeting. The Treasurer shall be Chairman of the Finance Committee.

ARTICLE X Books and Records

The books, records and papers of the Association, including the Declaration, the Articles of Incorporation and the Bylaws of the Association, shall at all times, during reasonable business hours, be subject to inspection by any member, and copies may be purchased at a reasonable cost.

ARTICLE XI Indemnification

Unless otherwise provided in the Articles of Incorporation, the Association shall have the power to indemnify its Directors, officers, agents and employees (if any) in accordance with the applicable provisions of law, including but not limited to the purchase of officer and Director liability insurance.

ARTICLE XII
Assessments, Interest and Late Fees

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 when due shall be delinquent. If an assessment is not paid within 15 days after the due date, there shall automatically be added to, and made a part of, the assessment a late fee of Ten Dollars (\$10.00). If the assessment is not paid within thirty (30) days after the due date, the assessment shall automatically bear interest from the date of delinquency at the rate of eight percent (8%) per annum, and further, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and all 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 the non use of the Common Areas or abandonment of his Lot.

ARTICLE XIII
Corporate Seal

The Association shall have a seal in circular form having within its circumference the words LAFAYETTE VILLAGE COMMUNITY ASSOCIATION, and the year of incorporation.

ARTICLE XIV
Fiscal Year

The fiscal year and annual assessment period 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.

ARTICLE XV
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.

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.

Section 3. Written notice that changes to the Bylaws will be presented at a meeting of the members, together with a summary of such changes must be given to all members in the notice of the member meeting.