

BYLAWS
OF
EVENING HILLS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is EVENING HILLS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Corporation." The principal office of the Corporation shall be located at 2911 Hunter Mill Road, Suite 300, Oakton, Virginia 22124, but meetings of Members and Trustees may be held at such places as may be designated by the Board of Trustees.

ARTICLE II

SEAL

The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the date 17 March, 1987.

ARTICLE III

DEFINITIONS

Section 1. "Corporation" shall mean and refer to the "Evening Hills Homeowners Association, Inc.," a Virginia non-stock corporation, its successors and assigns.

Section 2. "Book of Resolutions" shall mean and refer to the document containing rules, regulations, and policies of the Corporation as they may from time to time be amended.

Section 3. "Common Area" shall mean all real property including the improvements thereto owned by the Corporation for the common use and enjoyment of the Members of the Corporation.

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

Section 5. "Declarant" shall mean and refer to Hunter Investment Group, Inc., its successors and assigns; provided, however, that no successor or assignee of the Declarant shall have any rights or obligations of the Declarant hereunder unless such rights and obligations are specifically set forth in the instrument of succession or assignment or which pass by operation of law.

Section 6. "Development Limits" shall mean and refer to the total of potential land which may become part of the Properties, as described in the Declaration.

Section 7. "Mortgagee" shall mean and refer to any institutional lender secured by a first mortgage or first deed of trust on any Lot or the Common Area and who has notified the Corporation in writing of this fact.

Section 8. "Founding Documents" shall mean and refer to the Articles of Incorporation of the Corporation, the Declaration and these Corporation Bylaws, all as initially drawn by the Declarant and filed and recorded, as the case may be, and all as may be duly amended from time to time.

Section 9. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area and streets dedicated to public use.

Section 10. "Member" shall mean and refer to 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. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. 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. A Mortgagee in possession of a Lot shall be entitled to exercise the Owner's rights in the Corporation with regard thereto.

Section 11. "Notice" unless otherwise defined in any provision of the Declaration, or the Articles of Incorporation or these Corporation Bylaws, shall mean and refer to (1) written notice delivered personally or mailed to the last known address of the intended recipient, or (2) notice published at least once a week for two consecutive weeks in a newspaper having general circulation in Fairfax County, Virginia, or (3) the newsletter of the Corporation delivered personally or mailed to each Member.

Section 12. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple

title to any Lot 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 13. "Properties" shall mean and refer to certain real property described in the Declaration together with such additions thereto which, from time to time, may be brought within the jurisdiction of the Corporation pursuant to terms of the Declaration.

Section 14. "Quorum," unless otherwise provided herein, shall mean and refer to the representation by presence or proxy of Members who hold fifty percent (50%) of the outstanding votes of each voting class.

Section 15. "Single Family" shall mean and refer to a single housekeeping unit which includes not more than four adults who are legally unrelated.

Section 16. "Structure" shall mean and refer to any building, or portion thereof, wall, fence, pool, pavement, driveway, landscaping, or appurtenances to any of the aforementioned.

Section 17. "Living Unit" shall mean and refer to any Structure situated upon the Properties designed and intended for use and occupancy as a residence by a Single Family.

Section 18. "Federal Mortgage Agencies" shall mean and refer to those Federal Agencies who have an interest in the Properties, such as the Federal Housing Administration, the Veterans Administration, the Federal National Mortgage

Association, and the Federal Home Loan Mortgage Corporation, or successors to their interests.

Section 19. "Occupant" shall mean and refer to an occupant of a Living Unit who is the Owner or contract purchaser, or lessee or sublessee who holds a written lease having an initial term of at least twelve (12) months.

Section 20. "Registered Notice" shall mean and refer to any Notice which has been signed for by a recipient or has been certified by the U.S. Postal Service or other entity as having been delivered to the address of the intended recipient. Refusal of an intended recipient to acknowledge such Notice shall in no way affect the validity of any Registered Notice.

ARTICLE IV

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.

Membership shall be appurtenant to and may not be separated from the ownership of any Lot which is subject to assessment by the Corporation. Ownership of such Lot shall be the sole qualification for membership. A Mortgagee in possession of a Lot shall be entitled to exercise the Owner's rights in the Corporation with regard thereto.

ARTICLE V

VOTING RIGHTS

The Corporation shall have two classes of voting membership:

Class A: Class A Members shall be all Owners except the Class B Member. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required to be a Member. When more than one person holds such interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Member shall be the Declarant as defined herein. The Class B Member shall have 30 votes less the number of Class A votes outstanding at the time a vote is taken held by Owners; provided, however, that the Class B membership and the Class B voting rights shall terminate and a Class A membership with one (1) vote for each Lot in which it holds an interest shall issue upon the earlier of the following events: (i) when the total number of Class A votes equals the total number of Class B votes, (ii) on December 31, 1992. Thereafter the Declarant shall have Class A membership rights for each Lot it may own; provided, however, that as additional properties are annexed to the Properties pursuant to Section 2, Paragraph (b) of Article II of the Declaration, the number of votes for the Class B Member shall increase by three (3) votes for each Lot comprising such additional properties which is owned by the Class B Member.

ARTICLE VI

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Corporation, and each subsequent regular annual meeting of the Members shall be held on a date and at a place set by the Board of Trustees, not more than fourteen (14) months or less than ten (10) months from the last annual meeting, provided that there shall be an annual meeting in each calendar year. The purpose of the annual meeting shall be to elect the members of the Board of Trustees and to transact such other business as may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Trustees or upon written request of the Owners who are entitled to vote one-fourth (1/4th) of all of the votes of either Class of Members.

Section 3. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of all 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

notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 4. Proxies. Each Member may vote in person or by proxy. In order to be valid, any proxy shall be in writing and filed with the secretary or other officer entitled to tabulate votes. Every proxy shall be revocable and shall automatically cease after eleven months, unless a longer period is expressly provided in the appointment form.

Section 5. Method of Voting. Elections or questions to be submitted to all or any part of the membership may be decided at a meeting or by ballot vote, by mail, or at polling places designated by the Board of Trustees. The Board of Trustees shall determine the method of voting by resolution and give notice thereof as provided herein.

Section 6. Consent in Lieu of Meeting. Any action which may be taken at a meeting of the Members of the Corporation can be taken without a meeting and without action by the Board of Trustees if the action is unanimously consented to in writing by the Members of the Corporation entitled to vote on the action. A unanimous consent shall be effective according to its terms when all consents to an action are in the possession of the Secretary of the Corporation.

ARTICLE VII

NOTICE

Section 1. Notice. Notice for meetings to amend the Articles of Incorporation, or to consider a merger or

consolidation shall be provided to Members at least ten (10) days and no more than sixty (60) days prior to such meeting or ballot poll. Notice of all other meetings of Members shall be provided to Members at least fifteen (15) days before such meeting.

Notice of meetings or ballot polls shall specify the place, day and hour. In the case of a special meeting, the Notice shall state the purpose of the meeting. In the case of a ballot poll, the Notice shall include the matter(s) to be voted upon.

Section 2. Fixing of Record Date. For the purpose of determining the Members entitled to notice of, or to vote at any annual or special meeting of the Members, or any adjournment thereof, or in order to make a determination of the Members for any other proper purpose, the Board of Trustees may fix in advance a date as the record date for any such determination of Members such date in any case to be not more than sixty (60) days and not less than ten (10) days prior to the date on which the particular action requiring such determination of Members is to be taken. If no record date is fixed for the determination of Members entitled to notice or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Section 2, such determination shall apply to any adjournment thereof.

Section 3. Voting Lists. The Secretary of the Corporation shall make, at least ten (10) days prior to each meeting of the

Members, a complete list of the Members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of votes held by each Member; which list, for a period of ten (10) days prior to such meeting shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. The original record of Members shall be prima facie evidence as to who are the Members entitled to examine such list or to vote at the meeting of Members.

ARTICLE VIII

BOARD OF TRUSTEES

Section 1. Number. The affairs of the Corporation shall be managed by a Board of up to three (3) Trustees. The initial Board shall consist of three (3) Trustees appointed by the Declarant ("Appointed Trustees"). As long as the Declarant has Class B membership rights and Class B voting, the Board shall consist of Appointed Trustees. Thereafter all Trustees shall be elected ("Elected Trustees").

Section 2. Composition and Term.

Appointed Trustees. Appointed Trustees shall be appointed by the Declarant and shall serve two (2) year terms or until their successor is appointed. Appointed Trustees may be re-appointed, and need not be Members of the Corporation. The

Declarant shall appoint three (3) Trustees until the Class B membership terminates.

Elected Trustees. All Elected Trustees must be Members of the Association. Upon the expiration of the final term of all of the Appointed Trustees following the termination of the Class B Membership, the Elected Trustees shall be elected for two (2) year terms.

Section 3. Method of Nomination. Nomination for election to the Board of Trustees shall be by an Elections Committee. Nominations may also be made from the floor at the annual meeting.

Section 4. Method of Election. Election to the Board of Trustees shall be by secret written ballot. The Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.

Section 5. Resignation and Removal. Any Trustee may be removed from the Board of Trustees, with or without cause, by a majority vote of the Members of the Corporation. Any Trustee may resign by delivering written notice of his resignation to the Board of Trustees.

Section 6. Vacancies. In the event of death, resignation, or removal of a Trustee, his successor shall be selected by the remaining Trustees, and shall serve for the unexpired term of his predecessor.

Section 7. Compensation. No Trustee shall receive compensation for any service he may render to the Corporation. However, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees 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 of a Member, the right of a Member to run for office in the Corporation and his right to use the recreational facilities during any period in which such Member shall be in default in the payment of any assessment levied by the Corporation or in violation of the rules and regulations governing the use of the Common Area and facilities. Such rights also may be suspended after notice and hearing, for a period not to exceed sixty (60) days, for 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 by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) To declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent

from three (3) consecutive regular meetings of the Board of Trustees; and

(e) To employ a manager, an independent contractor, and such other employees as they deem necessary, and to prescribe the duties of said employees.

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

(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 Class A Members who are entitled to vote:

(b) To supervise all officers, agents, and employees of this 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; 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 or as otherwise required by the Founding Documents, a certificate setting forth whether any

assessment has been paid. A reasonable charge may be made by the Board of Trustees 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, which shall contain a severability of interest clause or endorsement, which shall preclude the insurer from denying the claim of an Owner because of negligent acts of the Corporation or other Owners; 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;

(g) To cause the Common Area to be maintained in accordance with the standards adopted by the Board of Trustees; and

(h) To exercise its powers and duties in good faith, with a view to the interests of the Corporation, and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

ARTICLE X

OFFICERS

Section 1. Enumeration of Offices. The officers of the Corporation shall be a president and a vice president, who shall at all times be members of the Board of Trustees, a secretary, and a treasurer, and such other officers as the Board of Trustees may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the Members.

Section 3. Term. The officers of this Corporation shall be elected annually by the Board of Trustees 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. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Trustees. 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 a resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board of Trustees. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The same individual may simultaneously hold more than one office in the Corporation.

Section 7. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Trustees and of the Corporation (unless the Board designates another officer to preside at such

meetings); see that orders and resolutions of the Board of Trustees are carried out; sign all mortgages, leases, deeds, easements, and other written instruments and co-sign all promissory notes and contracts as the Board of Trustees may approve from time to time.

(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 exercise and discharge such duties as may be required of him by the Board of Trustees.

(c) Secretary. The secretary shall cause the minutes to be kept of all meetings and proceedings of the Board of Trustees and of the Members; cause the Book of Policies to be maintained; serve as custodian of Corporation files and records, keep the corporate seal of the Corporation and affix it on all papers requiring said seal; cause notice to be served to Members and Mortgagees as required in the Founding Documents; cause a roster to be maintained of the names of all Members of the Corporation together with their addresses, as registered by such Members; cause a roster to be maintained of all Mortgagees, together with the properties in which each has an interest; and perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall cause all monies of the Corporation to be deposited in appropriate accounts and disbursed therefrom within the limits of the annual budget or as directed by resolution of the Board of Trustees; co-sign any promissory notes and contracts; see that proper books of account

are kept; cause an annual audit of the Corporation books to be made by a certified public accountant at the completion of each full fiscal year; be the chief officer responsible for the annual preparation of the budget, the income statement and the balance sheet statement to be presented to the Board of Trustees at its annual meeting; annually submit the audited financial statements.

ARTICLE XI

ELECTIONS COMMITTEE

The Board of Trustees shall appoint an Elections Committee no later than two months and not earlier than three months prior to the annual meeting date. The Committee shall consist of a chairman who shall be a member of the Board of Trustees and two Members, none of whom shall be candidates for office. The Elections Committee shall make as many nominations for election to the Board of Trustees, as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. It shall be the duty of the Committee to provide supervision of the nomination and election of Trustees in accordance with procedures adopted by the Board of Trustees and placed in the Book of Resolutions.

ARTICLE XII

ARCHITECTURAL REVIEW BOARD

Section 1. Composition. The Architectural Review Board shall be comprised of three or more Members appointed by the Board of Trustees. At least one member of the initial Architectural Review Board shall serve a term of three years, at

least one member shall serve a term of two years, and at least one member shall serve a term of one year; and as the terms of such members expire, new members shall be appointed for terms of three years.

Until the Class B membership terminates, the Architectural Review Board shall consist of two committees: The New Construction Panel and the Modification and Change Panel. Thereafter, the New Construction Panel shall be terminated.

Once the Class B membership terminates no member of the Architectural Review Board may be a Trustee.

Section 2. Method of Selection. The Declarant shall appoint three persons and one alternate to serve as the New Construction Panel of the Architectural Review Board. The Board of Trustees shall appoint the Modification and Change Panel. Members of the Modification and Change Panel shall be selected at the discretion of the Board of Trustees and may be removed from the Panel by the Board, with or without cause.

Section 3. Vacancies. Appointments to fill vacancies in unexpired terms shall be made in the same manner as the original appointment.

Section 4. Officers. At the first meeting of the Board of Trustees following each Annual Meeting of Members, the Architectural Review Board shall elect from among themselves, a Chair, a Vice-Chair, and a Secretary who shall perform the usual duties of their respective offices.

Section 5. Duties. The Architectural Review Board shall regulate the external design, appearance, and locations of the Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography. In furtherance thereof, the Board of Trustees shall:

(a) Review and approve, modify or disapprove, within forty-five (45) days, all written applications of Owners and of the Corporation for improvements or additions (as described in Article VII of the Declaration) to Lots, or Common Areas; in this regard, during the period the Board of Trustees is composed of the committees described above, the New Construction Panel shall act with respect to initial improvements to the Common Area and Lots; the Modification and Change Panel shall act with respect to modification and Changes to the Common Area and Lots, including improvements thereon. Notice of any modifications or disapprovals of applications shall be by Registered Notice.

(b) Periodically inspect the Properties for compliance with architectural standards and approved plans for alteration; and

(c) Adopt architectural guidelines and programs subject to the confirmation of the Board of Trustees; and

(d) Adopt procedures for the exercise of its duties and enter them in the Book of Resolutions; and

(e) Maintain complete and accurate records of all actions taken.

ARTICLE XIII

COMMITTEES GENERALLY

The Corporation shall appoint an Architectural Review Board and an Elections Committee as provided in these Bylaws. In addition, the Board of Trustees may appoint other committees as deemed appropriate in carrying out its purposes. It shall be the duty of each committee to receive complaints from Members on any matters involving Corporation functions, duties, and activities within its field of responsibility. Each committee 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.

The Board of Trustees has the right to publish a Newsletter for the Evening Hills Community. In addition, the Board of Trustees may set up one or more Committees to prepare and solicit articles for publication in the Newsletter. All articles prepared or solicited by such Committee or Committees for publication in the Newsletter shall be submitted to the Board of Trustees for approval, and the Board of Trustees has the right, in its sole discretion, to determine what articles will or will not be published in the Newsletter. Any article that is prepared or solicited by the Committee and submitted to the Board of Trustees for review may only be published in the Newsletter which is published by the Board of Trustees and may not be published in any other Newsletter relating to the Evening Hills Community. In addition, the member of any such Committees may not prepare or

submit any articles for publication in any other Newsletter relating to the Evening Hills Community other than the Newsletter published by the Board of Trustees.

ARTICLE XIV

MEETINGS OF THE BOARD OF TRUSTEES, THE ARCHITECTURAL REVIEW BOARD, AND STANDING COMMITTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees and committees shall be held without notice at such place and hour as may be fixed from time to time by resolution of the Board of Trustees or committees.

Section 2. Special Meetings. Special meetings of the Board of Trustees and committees shall be held when called by the president of the Corporation, by its chairman or by any two members of the Board of Trustees or a committee, after not less than three (3) days notice to each member of the Board of Trustees or the committee.

Section 3. Quorum. A majority of the members of the Board of Trustees or a committee shall constitute a quorum for the transaction of business, except in no event shall a quorum be less than three members.

Section 4. Executive Sessions. All meetings of the Board of Trustees or committees shall be open to observers, except the president or chairman may call the Board of Trustees or a committee into executive session on matters of personnel. Any action taken by the Board of Trustees or a committee in executive

session shall be recorded in the minutes of the Board of Trustees or the committee.

Section 5. Action Taken Without a Meeting. The members of the Board of Trustees or a committee 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 members of the Board of Trustees or the committee. Any action so approved shall have the same effect as though taken at a meeting of the Board of Trustees or the committee.

Section 6. Meeting by Conference Call. Any or all members of the Board of Trustees or a committee may participate in a regular or special meeting of the Board of Trustees or a committee through the use of any means of communications by which all Trustees or committee members can simultaneously hear one another during the meeting. A Trustee or committee member participating in a special or regular meeting of the Board of Trustees or a committee by any such means of communication shall be deemed to be present at such meeting.

ARTICLE XV

INDEMNIFICATION

Each officer, Trustee, and board or committee member of the Corporation, in consideration of his services as such, shall be indemnified by the Corporation to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit, or proceeding, civil or criminal, to which he may be a party by reason of his

past or present role in the Corporation, except to the extent such liability, damage, or injury is covered by any type of insurance. The foregoing right of indemnification shall not be exclusive of any other rights to which the person may be entitled by law, or agreement, or vote of the Members or otherwise.

ARTICLE XVI

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 XVII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XVIII

AMENDMENT

These Bylaws may be amended:

(a) By a vote of two-thirds (2/3) of the Trustees of the Board of Trustees at any meeting duly called for that purpose, provided (i) that notice of the meeting and the proposed

amendments have been given to the Members at least fifteen (15) days prior to the meeting, and (ii) if the Class B Member exists, the appropriate Federal Mortgage Agency approves the amendment.

(b) At a meeting of the Members, by a two-thirds (2/3) vote of a Quorum, provided (i) the proposed amendment(s) have been submitted to the Board of Trustees in writing at least thirty (30) days prior to such meeting and (ii) if the Class B Member exists, the appropriate Federal Mortgage Agencies approve the amendment. Any proposed amendments shall be included in the notice of such meeting.

ARTICLE XIX

INTERPRETATION

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 the Trustees of EVENING HILLS HOMEOWNERS ASSOCIATION, INC., a Virginia non-stock corporation, have hereunto set our hands this 13 day of March, 1987.

Daniel F. Hunter
TRUSTEE

Gray Z. Hanes
TRUSTEE

Mary L. Scanlon
TRUSTEE