

BYLAWS
OF
TALL TIMBERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is TALL TIMBERS ASSOCIATION, INC., hereinafter referred to as the "Association." The address of the corporation shall be P.O. Box 1144; Glen Allen, Virginia 23060, but meetings of members and directors may be held at such places within the state of Virginia as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to TALL TIMBERS ASSOCIATION, INC., its successors and assigns.

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

Section 3. "Common Area" shall mean all real property 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 Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract seller, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to TALL TIMBERS, 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 Properties recorded in the office of the Clerk, Circuit Court, Henrico County, Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

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 Association, and each subsequent regular annual meeting of the members shall be held in the first week of December of each year thereafter at the hour of 8:00 p.m.

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 of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or proxies entitled to cast, one-tenth (1/10) 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 power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. 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.

ARTICLE IV

BOARD OF DIRECTORS

SELECTION

TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, who are residents of and lot owners in the Tall Timbers Subdivision.

Section 2. Term of Office. At the first annual meeting following approval of this revision (i.e., the meeting in December 1988), the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years. In 1989 and 1990, two (2) directors shall be elected for a term of three (3) years. In 1991, one (1) director shall be elected for a term of three (3) years, and this three-year cycle shall be repeated thereafter. If a director is unable to complete his/her term, the remaining Board members shall appoint a replacement to serve until the elections occur at the next annual meeting. If less than six months remain in the term of the resigning director, no replacement shall be named. If fewer than three (3) elected members of the Board remain, a special election shall be held to ensure that there are at least three (3) elected Board members.

Section 3. Officers. The election of officers shall be held as follows: President shall be elected by the Board of Directors from within the membership of the Board for a term of one (1)

year; Secretary shall be elected by the Board of Directors from within the membership of the Association for a term of one (1) year.

Section 4. Directors' and Officers' Meetings. The Board of Directors' and Officers' meetings shall be held at least quarterly. The January meeting will include the previously presiding and currently presiding officers and directors.

ARTICLE V

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: TALL TIMBERS ASSOCIATION, INC., 1980.

ARTICLE VI

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of 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.

ARTICLE VII

MISCELLANEOUS

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

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the TALL TIMBERS ASSOCIATION, INC., a Virginia Corporation, and

THAT the foregoing Bylaws constitute the revised Bylaws of said Association, as duly adopted at a special meeting of the Board of Directors and Association membership thereof, held on the 18th day of October, 1988.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this the 18th day of October, 1988.

Donald W. Mundie

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