

**BY-LAWS OF
MIDDLETOWN PLACE COMMUNITY ASSOCIATION**

ARTICLE I
NAME AND LOCATION

The name of the corporation is **MIDDLETOWN PLACE COMMUNITY ASSOCIATION** (the “**Association**”). The principal office of the Association is located at 12220 Sunrise Valley Drive, Suite 400, Reston, Virginia 20191, in Fairfax County, Virginia, 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 (as defined hereafter).

ARTICLE II
DEFINITIONS

Capitalized terms not otherwise defined in these by-laws (“**By-Laws**”) are used with the same meanings as assigned to them in the Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in the Office of the Clerk of the Circuit Court of Frederick County, Virginia (the “**Declaration**”) as an encumbrance upon certain lands described therein (the “**Property**”), and pursuant to which the Association has been formed for the administrative purposes and exercise of certain powers more fully set forth therein.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within twelve (12) months after the incorporation of the Association and each subsequent regular annual meeting of the Members shall be held at least once each year, at such day and time as shall be set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president of the Association (the “**President**”), the Board of Directors, or upon written request of Members who are entitled to vote at least one-fourth (1/4) of all of the votes of either class of Members. Only business within the purpose or purposes described in the written notice of special meeting may be conducted at the special meeting of the Members.

Section 3. Notice of Meetings. The secretary of the Association (the “**Secretary**”) or their agent shall, at least 14 days in advance of any annual or regularly scheduled meeting, and at least seven days in advance of any other meeting, send to each Member notice of the time, place, and purpose(s) of such meeting. Notice shall be sent by United States mail to all Members at the address of their respective lots unless the Member has provided to the Secretary or agent an address other than the address of the Member’s Lot. In lieu of sending such notice by United States mail, notice may be (i) hand delivered by the Secretary or their agent, provided that the secretary or agent certifies in writing that

notice was delivered to the Member, or (ii) sent to the Member by electronic mail, provided that the Member has elected to receive such notice by electronic mail and, in the event that such electronic mail is returned as undeliverable, notice is subsequently sent by United States mail.

Section 4. Waiver of Notice. A Member may waive any notice required by the Articles of Incorporation of the Association, these By-Laws or the Virginia Nonstock Corporation Act (the “Act”) before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, be signed by the Member entitled to such notice and be delivered to the Secretary for inclusion in the minutes or filing with the Association's records. A Member who attends a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

Section 5. Quorum. The presence at the meeting of Members or their proxies entitled to cast at least twenty-five percent (25%) of the votes of each class of Members shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. 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 and to call another meeting without notice other than announcement at the meeting prior to adjournment, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. A proxy may be instructed (directing the proxy how to vote) or uninstructed (leaving how to vote to the proxy's discretion). Only instructed proxies may be granted by any Member to any managing agent of the Association. All proxies shall be in writing and filed with the Secretary of the Association. A proxy shall be valid for eleven months unless a different time period is provided in the proxy. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of its Lot.

Section 7. Action Taken without Meeting. Action required or permitted pursuant to the Act to be taken at a meeting of the Members may be taken without a meeting and without action of the Board if the action is evidenced by written consent describing the action taken, signed by all of the Members entitled to vote on the action and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the Association's records in accordance with Section 13.1-841 of the Act as may be amended from time to time.

Section 8. Electronic Voting. In accordance with Section 13.1-847.1 of the Act, as may be amended from time to time, if authorized by the Board, any Member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the Member or the Member's proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined

that the electronic transmission was authorized by the Member or the Member's proxy. A Member who votes by a ballot submitted by electronic transmission is deemed present at the meeting of Members.

ARTICLE IV
BOARD OF DIRECTORS; SELECTION; OFFICE

Section 1. Number and Qualification. The affairs of this Association shall be managed by a Board of Directors (the “**Board of Directors**” or “**Board**”) who need not be Members. No Member whose Lot's Assessment (as defined in the Declaration) is more than thirty (30) days past due shall be eligible to be a director. Any director whose Lot's Assessment is more than sixty (60) days past due shall be subject to removal by a majority vote of the other directors. The initial directors shall be appointed by the Declarant and shall serve until the first annual meeting of Members after the termination of the Class B membership. Until the Class B membership is terminated, the Declarant may at any time and from time to time in its sole and exclusive discretion, appoint, re-appoint, remove and/or replace any and all members of the Board and/or any other officer, director, agent or employee of the Association, *provided however* that while Declarant is the Class B Member, the Declarant will have the right, in its sole and absolute discretion, to have one or more of such board positions elected by a majority of the Class A Members represented in person, by proxy and/or by ballot at an annual meeting at which a quorum is present. After the termination of the Class B membership, the Board shall be elected by the Members. The initial number of directors shall be three (3), which number may be changed by the Declarant as long as there is a Class B membership. After the termination of the Class B membership, the number of directors may be changed in accordance with the Act.

Section 2. Election. At the first annual meeting of Members after the termination of the Class B membership, 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 the remaining directors for a term of three (3) years. As the terms of such directors expire, new directors shall be elected by the Members at each annual meeting thereafter for terms of three (3) years each. 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. Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee, if one is formed. Nominations may also be made from the floor at the annual meeting or a special meeting called for an election. If there is no Nominating Committee, the Board shall develop procedures for making nominations at the election. If a Nominating Committee is created, it shall consist of a Chairperson, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors sixty (60) to ninety (90) days prior to each annual meeting of the Members, to serve until the close of such 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 fewer than the number

of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 4. Replacement. Any director may be removed from the Board in accordance with Section 13.1-860 of the Act as may be amended from time to time or the appropriate provisions of the Declaration, with or without cause, by a majority vote of the Members in accordance with Virginia law. In the event of death, resignation or removal of a director, that director's successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 5. Compensation. No director shall receive compensation from the Association for any service he/she may render to the Association in his/her capacity as a director. A director appointed by the Declarant may receive compensation from someone other than the Association. Any director may be reimbursed for his/her actual, reasonable expenses incurred in the performance of his/her duties as a director, as permitted by Virginia law.

Section 6. Action Taken Without a Meeting. The Board shall have the right, in the absence of a meeting, to take any action which they could take at a meeting by obtaining the written consent of all of the directors in accordance with Section 13.1-865 of the Act as may be amended from time to time. Any action so taken shall have the same effect as though taken at a meeting of the Board. For purposes of this section, a written consent and the signing thereof may be accomplished by one or more electronic transmissions.

Section 7. Indemnification. Each director, in consideration of his/her services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, to which he/she may be a party by reason of his/her past or present role in the Association, unless such action was a result of gross neglect or willful misconduct of the director.

ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once per year, with notice to the Members as required by the Virginia Property Owners' Association Act (the "**POA Act**").

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two (2) directors after not less than three (3) days' notice to each director.

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

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS; BUDGET

Section 1. Powers. The Board of Directors shall have power to exercise for the Association all powers, duties and authority vested in or delegated to the Association, not reserved to the Members by other provisions of these By-Laws, the Articles of Incorporation or the Declaration.

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

(a) to cause to be kept a complete written record of all of 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 at least one-fourth (1/4) of the Class A Members who are entitled to vote;

(b) to supervise all officers, agents and employees of the Association in the performance of their respective duties;

(c) as more fully provided herein and in the Declaration, to adopt an annual budget and impose, collect and disburse Assessments and charges to defray the expenses of the Association, establish the means and methods of collecting such Assessments and establish the period of the installment payment, if any, of the Assessments as provided herein;

(d) at the request of a Member or Mortgagee, to issue, or cause an appropriate officer or authorized agent to issue, a certificate setting forth whether any such Assessment has been paid. A reasonable charge may be made by the Board for the issuance of such a certificate. Such certificate shall be conclusive evidence that any Assessment therein stated to have been paid has been paid.

Section 3. Budget.

(a) At least forty-five days before the beginning of each fiscal year, the Board shall adopt an annual budget (the "**Annual Budget**") for the Association containing an estimate of the total amount considered necessary for the ensuing year to pay the cost of management and upkeep of the Common Area and all improvements thereon; the cost of administration of the Association; services provided to the Lots and Members; maintenance of adequate reserves; meeting other obligations of the Association established pursuant to the Association Governing Documents, other shared maintenance agreements, subdivision documents, easements or governmental requirements; and other expenses that may be declared to be an expense by the Association Governing Documents or by a resolution of the Members.

(b) The Annual Budget shall also include such reasonable amounts as the Board considers necessary to provide working capital (available cash for day to day

expenses which is otherwise uncommitted), a general operating reserve (including an amount to cover operating losses due to insurance deductibles), reserves for contingencies (potential costs or liabilities which have not been incurred but which should be planned for) and reserves for replacements.

(c) Such Annual Budget shall constitute the basis for determining the Assessment against each Lot. At least thirty days before the beginning of each fiscal year, the Board shall send notice of the assessment amount and the budget or summary thereof to all Members.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer and such other officers as the Board may elect from time to time. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to this Article.

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

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless such officer shall sooner resign, be removed or otherwise be disqualified or unable to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall be effective on the date of receipt of such notice or at any later date and time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer replaced.

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

(a) President: The President shall preside at all meetings of the Board of Directors, see that orders and resolutions of the Board are carried out, and sign all contracts,

leases, mortgages, promissory notes, deeds and other written instruments on behalf of the Association;

(b) Vice President: The vice president (“**Vice President**”) shall act in the place and stead of the President in the event of the latter's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board;

(c) Secretary: 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 to all papers requiring said seal, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members, together with their addresses, and perform such other duties as required by the Board;

(d) Treasurer: The treasurer (“**Treasurer**”) shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors, sign all checks of the Association, keep proper books of account, cause an audit of the Association books to be made by a public accountant if so required by a Mortgagee, and prepare an annual budget and a statement of income and expenditures to be presented to the Members at their regular annual meeting.

Section 8. Delegation. The officers may delegate any of their duties to an Association employee or an agent hired for that purpose.

ARTICLE VIII COMMITTEES

The Board of Directors shall appoint an Architectural Review Board as provided in the Declaration and may appoint a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as it deems appropriate in carrying out its responsibilities. It shall be the duty of each committee to interact with Members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such communications as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE IX LIABILITY AND INDEMNIFICATION

Section 1. No Personal Liability. The directors, officers and committee members shall not be liable to the Association or any Owner for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or criminal acts. Directors and officers shall have no personal liability with respect to any contract made by them on behalf of the Association. No Owner shall be liable for the contract or tort liability of the Association by reason of ownership or membership therein. Every agreement made by the Board of Directors, the officers or the managing agent on behalf

of the Association shall, if obtainable, provide that the directors, the officers or the managing agent, as the case may be, are acting only as agents for the Association and shall have no personal liability thereunder.

Section 2. Indemnification. The Association shall indemnify the directors, officers and committee members to the extent that it is contemplated a nonstock corporation may indemnify its directors, officers, committee members and employees pursuant to Sections 13.1-875 through 13.1-883 of the Act as may be amended from time to time; provided, however, that before the Association uses association funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification. The foregoing right of indemnification shall not be exclusive of any other rights to which a person may be entitled by law, agreement, vote of the Owners or otherwise.

Section 3. Directors and Officers Liability Insurance. The Association shall have the power, pursuant to the Declaration, to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article. The cost of such insurance shall be part of the General Assessment as defined in the Declaration. The availability of the Association's indemnity shall not relieve any insurer of any liability under an insurance policy held by the Association.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any Member or Mortgagee at the principal office of the Association during reasonable business hours in accordance with the POA Act and Association policy. Copies may be purchased at a reasonable cost in accordance with the POA Act and Association policy and rules and regulations established by the Board.

ARTICLE XI AMENDMENTS

These By-Laws may be amended in accordance with Section 13.1-892 of the Act as may be amended from time to time.

ARTICLE XII SPECIAL AMENDMENTS

Notwithstanding anything herein to the contrary, the Declarant may, without the approval or joinder of the Board, the Association or any Member or Mortgagee, unilaterally amend these By-Laws (a) to make a non-material, clarifying or corrective change, or (b) as it deems necessary to obtain approval of any of the federal mortgage agencies, such


as the Veterans Administration, Federal Housing Administration, Fannie Mae or Freddie Mac, or by the Town of Middletown, Virginia, or (c) as it deems necessary or desirable for the orderly development of the SEASONS AT MIDDLETOWN PLACE subdivision or the operation of the Association, and shall give written notice to the Members of any amendments made pursuant to clauses (b) or (c). This right of the Declarant to amend these By-laws as aforesaid shall continue notwithstanding the lapse of the Declarant's Class B membership.

ARTICLE XIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on December 31 of every year, except that the first fiscal year shall begin on the date of recordation of the Declaration among the Frederick County land records. The dates fixing the fiscal year may be adjusted at the discretion of the Board.

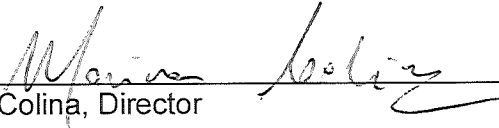
Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the initial directors of Middletown Place Community Association, have hereunto set our hands this _____ day of _____, 202__.



Brian Harris, Director

Quentin Royer, Director



Marina Colina, Director