

AMENDMENTS TO THE BY-LAWS
OF
THE WOODLAND POND – PHASE II COMMUNITY ASSOCIATION

The following amendments to the By-Laws of The Woodland Pond-Phase II Community Association (“By-Laws”) were adopted by the Board of Directors of The Woodlake Pond-Phase II Community Association at a meeting of the Directors held on March 20, 2014. These amendments shall become effective as of the date and time they are adopted by the Board.

1. Article I of the By-Laws shall be amended so that the amended version of Article I of the By-Laws shall be as follows:

The name of the association is THE WOODLAND POND – PHASE II COMMUNITY ASSOCIATION, hereinafter referred to as the “Association”. The principal office address of the Association shall be 1904 Byrd Avenue, Suite 100, P.O. Box 11361, Richmond, VA 23230.

2. Article III, Section 1 of the By-Laws shall be amended so that the amended version of Article III, Section 1 of the By-Laws shall be as follows:

Section 1. Membership. The Members of the Association shall consist of those entities and individuals described in Section 3.1 of the Protective Covenants, who shall be Members as set forth in Section 3.2 of the Protective Covenants.

3. Article V, Section 3 of the By-Laws shall be amended so that the amended version of Article V, Section 3 of the By-Laws shall be as follows:

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the discretion of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice at least fourteen (14) days but not more than thirty (30) days before such meeting (or at such other time as may be required by law) 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, time and purpose of the meeting.

4. Article V, Section 4 of the By-Laws shall be amended so that the amended version of Article V, Section 4 of the By-Laws shall be as follows:

Section 4. Quorum. Except as may otherwise be provided by these By-Laws, at any meeting the presence of Members and/or their proxies entitled to cast ten percent (10%) of the votes shall constitute a quorum for any action by the Members. 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 quorum as aforesaid shall be present or represented.

5. Article V, Section 5 of the By-Laws shall be amended so that the amended version of Article V, Section 5 of the By-Laws shall be as follows:

Section 5. Record Date. The record date for each meeting of the Members shall be at the close of business on the business day before notice for the meeting is mailed, unless otherwise fixed by the Board of Directors as allowed by Section 13.1-844 of the Code of Virginia.

6. Article VI, Section 1 of the By-Laws shall be amended so that the amended version of Article VI, Section 1 of the By-Laws shall be as follows:

Section 1. Number. The affairs of the Association shall be managed by a board of three (3), five (5), seven (7) or nine (9) directors. Directors must be Members of the Association.

7. Article VI, Section 5 of the By-Laws shall be amended so that the amended version of Article VI, Section 5 of the By-Laws shall be as follows:

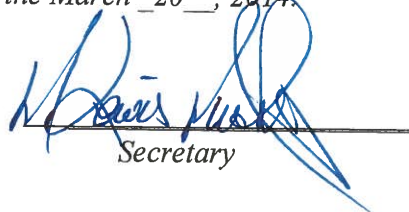
Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such place and time as may be fixed from time to time by the President or vote of the Board. Notice of such meetings shall be given to all directors at least three (3) days prior to the meeting date and can be given by mail, email, or any other method determined by the Board. All meetings of the Board shall be open to all Members and shall be noticed in such a manner that it is reasonably calculated to be available to a majority of the Members.

8. Article X, Section 3 of the By-Laws shall be amended so that the amended version of Article X, Section 3 of the By-Laws shall be as follows:

Section 3. Effect of Nonpayment of Assessments; Remedies of the Association. Any Assessment not paid within five (5) days after the due date thereof shall bear interest from such due date at the maximum legal rate of interest permissible, not to exceed fifteen percent (15%) per annum, and shall be subject to a late charge as established by the Board. Any Member who is delinquent in the payment of Assessments shall also be responsible for the payment of collection costs, including, but not limited to, reasonable attorney's fees and court costs, incurred by the Association due to the Member's failure to timely pay Assessments. The Association shall have the right to enforce all claims against any of the Members personally obligated to pay Assessments by any lawful means.

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Woodland Pond-Phase II Community Association and that the foregoing Amendments to the By-Laws were duly adopted at a meeting of the Association's Board of Directors thereof held on the March 20, 2014.


Secretary

BY-LAWS
OF
THE WOODLAND POND - PHASE II COMMUNITY ASSOCIATION

ARTICLE I
Name and Location

The name of the association is THE WOODLAND POND - PHASE II COMMUNITY ASSOCIATION, hereinafter referred to as the "Association". The principal office of the Association shall be located at 285 River Road West, Manakin-Sabot, Virginia 23103. Meetings of the members and directors may be held at such places as may be designed by the Board of Directors.

ARTICLE II
Purposes of the Association

The Association shall act as a homeowners association, as defined in Section 528 of the Internal Revenue Code of 1986, and as a property owners' association as defined in Section 55-509 of the Code of Virginia, as either may be amended from time to time, in the enforcement and administration of the Woodland Pond - Phase II Declaration of Protective Covenants, Conditions and Restrictions, dated as of August 7, 1997, and recorded in the Office of the Clerk of the Circuit Court of Chesterfield County, Virginia, as the same may be amended (the "Protective Covenants"). The Protective Covenants are hereby incorporated herein by reference. The Association shall have all powers and shall undertake and carry out all duties and responsibilities granted to and imposed upon it by the Protective Covenants. The powers, duties and responsibilities of the Association shall be limited to those which are expressly or by implication granted to or imposed upon it by the Protective Covenants or which are reasonably necessary to effectively execute and undertake such powers, duties and responsibilities for the benefit of the Members and to effectively administer its corporate affairs as a non-stock corporation pursuant to and to the extent authorized by Chapter 10 to Title 13.1 of the Code of Virginia.

ARTICLE III
Members

Section 1. Membership. The Members of the Association shall consist of those entities and individuals described in Section 4.1 of the Protective Covenants, who shall be Members as set forth in Section 3.2 of the Protective Covenants.

Section 2. Voting Rights. In all matters submitted to the Members or to a voting group of the Members, each Member shall be entitled to one (1) vote for each Lot of which such Member is the owner, subject to the following provisions:

- (a) Only one (1) vote may be cast in respect to any Lot;

ARTICLE VI
Board of Directors

Section 1. Number. The affairs of the Association shall be managed by a board of three (3), five (5), seven (7) or nine (9) directors. A majority of the directors in office at any time who are elected by the Members must be Members of the Association.

Section 2. Term. The directors shall be elected at each annual meeting of the Association for one year terms expiring at the next annual meeting of the Association.

Section 3. Election of Directors. Vacancies on the Board of Directors which occur between annual meetings may be filled by a vote of the remaining directors for a term to expire at the next annual meeting, except as provided in Section 4 of this Article VI.

Section 4. Removal, Death and Resignation. Any director may be removed from the Board, with or without cause, by a majority of all votes entitled to be cast by the Members entitled to fill the vacancy thus created; and such Members shall be entitled at the same meeting to elect the successor to any director so removed for the remainder of his term. Any director who has been absent from three (3) consecutive regular meetings of the Board of Directors may be removed by the Board of Directors. In the event of any vacancy on the Board of Directors resulting from the death, resignation or removal of a director (other than a vacancy which has been filled by the Members, as provided in this Section 4) his successor shall be selected by vote of a majority of the remaining members of the Board and shall serve until the next annual meeting of the Members.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board and at other such times as the Board determines.

Section 6. 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' prior written notice to each director.

Section 7. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 8. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE VII
Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to manage the affairs of the Association including, but not limited to, the following:

- (a) to adopt rules and regulations for the purpose of interpreting, amplifying, enforcing and/or carrying out the provisions of the Protective Covenants;
- (b) to 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 By-Laws, the Articles of Incorporation, or the Protective Covenants; and
- (c) to employ a manager, independent contractors, 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:

- (a) to cause to be kept a complete 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 the Members entitled to cast at least twenty-five (25%) of the total number of votes entitled to be cast by all Members;
- (b) to supervise all officers, agents and employees of the Association and to see that their duties are properly performed.
- (c) as more fully provided herein and in the Protective Covenants, to:
 - (i) fix the amount of the Annual Assessment against each Lot at least thirty (30) days in advance of each fiscal year of the Association; and
 - (ii) fix the amount of any Supplemental Assessment; and
 - (iii) send written notice of each assessment to each Owner; and
- (d) to issue, or to cause an appropriate officer or authorized agent to issue, upon demand by any person, at any reasonable time, a letter setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these letters. If a letter states that an assessment has been paid, such letter shall be conclusive evidence of such payment.

ARTICLE VIII
Committees

Section 1. Appointment. The Board of Directors may appoint such committees as it deems appropriate in carrying out its purpose.

Section 2. Duties in General. Each committee shall carry out such duties as are imposed upon it by these By-Laws and by the Board of Directors. It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties, and activities within its defined area of responsibility. Each committee shall dispose of such complaints as it deems appropriate or refer them to such other committee, director, officer, authorized or managing agent of the Association as is further concerned with the matter presented.

ARTICLE IX Officers and Their Duties

Section 1. Enumeration of Officers. The officers of the Association shall be a President, who shall at all times be a member of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the affairs of the Association may require and as the Board 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 Directors following each annual meeting of the Members.

Section 3. Term. Each officer of the Association shall be elected annually by the Board to serve until the next annual meeting of the Board of Directors following the next annual meeting of the members or until his successor is duly elected and qualified, unless he shall sooner resign or shall be sooner removed.

Section 4. 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 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 resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office shall be filled by a vote of the Board. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person.

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

(a) President. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out; and, shall sign on behalf of the Association all written instruments to which the Association is a party.

(b) Vice President. The Vice President, if any, shall act in the place and stead of the President in event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall be responsible for recording the votes and keeping the minutes of all meetings and proceedings of the Board and of the Members; keeping the corporate seal of the Association and affixing it on all papers requiring such seal; serving notice of meetings of the Board and of the Members; keeping appropriate current records showing the Members of the Association together with their addresses, and performing such other duties as required by the Board.

(d) Treasurer. The Treasurer shall be responsible for ensuring that all moneys of the Association are received and deposited in appropriate bank accounts and that all funds shall be disbursed as directed by the Board of Directors; keeping proper books of accounts; and preparing an annual budget and statement of income and expenditures to be presented to the Membership at its regular annual meeting, and delivering a copy of each to the Members.

(e) Other Officers. Any other officers created by the Board shall have such authority and perform such duties as the Board may from time to time direct.

ARTICLE X Assessments

Section 1. Personal Obligation for Assessment. Pursuant to the Protective Covenants, each Member and Owner is deemed to have covenanted and agreed to pay to the Association:

- (a) Annual Assessments;
- (b) Supplemental Assessments; and
- (c) damages and other charges for violations.

Such Assessments and any other charges authorized by the Protective Covenants are to be established, levied and collected from time to time as provided in the Protective Covenants or as determined by the Board of Directors.

Section 2. Notice of Assessments. The Board of Directors of the Association shall fix the date of commencement and the amount of the Annual Assessments and each portion thereof for each Annual Assessment period and shall prepare a roster of the various Lots and the owners thereof and the Assessments applicable thereto. Written notice of the Assessments allocated to each Lot in accordance with Section 4.6 of the Protective Covenants shall thereupon be mailed to the Owners and Beneficial owners thereof.

Section 3. Effect of Nonpayment of Assessments; Remedies of the Association. Any Assessment not paid within five (5) days after the due date thereof shall bear interest from such due date at the maximum legal rate of interest permissible, not to exceed fifteen percent (15%)

per annum. The Association shall have the right to enforce all claims against any of the owners personally obligated to pay Assessments by any lawful means.

ARTICLE XI
Books and Records

The books, records and papers of the Association shall be subject to inspection by any Member during reasonable business hours and with five (5) days written notice. The Protective Covenants, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XII
Corporate Seal

The Board of Directors may provide a suitable seal containing the name of the Association.

ARTICLE XIII
Fiscal Year

The fiscal year of the Association shall be a year ending each year on the last day of December.

ARTICLE XIV
Amendments

These By-Laws may be amended at any time by the Board of Directors or by the Members, provided that:

(a) No such amendment shall be in conflict with, or cause these By-Laws as amended, to be in conflict with the Protective Covenants as then in force and effect;

(b) No such amendment shall have the effect of restricting the Association or the Board of Directors, committees, officers and agents in the full exercise of all powers, duties and authority granted to them or to any of them by the Protective Covenants as then in force and effect; and

(c) No such amendment may be acted upon at any meeting of the Board of Directors or at any meeting of the Members unless written notice of such meeting has been mailed, postage prepaid, to each director or Member entitled to vote at such meeting at least ten (10) days in advance of such meeting, which notice shall state that an amendment to the By-Laws will be considered at such meeting, shall set forth the proposed text of such amendment, and shall set forth a fair summary of the reasons for which such amendment has been proposed.

THE WOODLAND POND - PHASE II COMMUNITY ASSOCIATION

CONSENT OF INITIAL DIRECTORS

IN LIEU OF SPECIAL MEETING
IN ADVANCE OF THE
ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

The undersigned, being all of the initial directors of The Woodland Pond - Phase II Community Association, a Virginia nonstock corporation (the "Corporation"), hereby approve and adopt the following actions by written consent in lieu of a special meeting of the initial Board of Directors, and waive all requirements of notice of such meeting, statutory or otherwise.

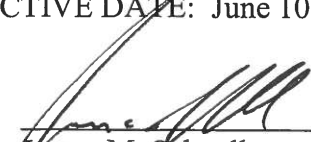
RESOLVED, That effective immediately E. Bryson Powell is hereby removed as a director of the Corporation; and


FURTHER RESOLVED, that the following individuals, having heretofore consented to being elected directors of the Corporation, which consents the Secretary is directed to file in the minute book following this consent, are hereby elected to serve until their successors shall be duly elected and qualified:

James M. Schnell
Alden J. Eldredge
Aubrey D. Tarkington
Joanne Dodson
Rose Gilliam

No further action is consented to or taken.

EFFECTIVE DATE: June 10, 2010



James M. Schnell


E. Bryson Powell

3-2011 12-2011
Date of Execution
3/24/11
Date of Execution

THE WOODLAND POND - PHASE II COMMUNITY ASSOCIATION

CONSENT OF DIRECTORS
IN LIEU OF
ORGANIZATIONAL MEETING

Pursuant to Sections 13.1-822, 13.1-865 and 13.1-867 of the Code of Virginia of 1950, as amended, the undersigned, being all the initial directors of The Woodland Pond - Phase II Community Association, a Virginia nonstock corporation (the "Corporation"), hereby approve and adopt the following actions by written consent in lieu of an organizational meeting of the Board of Directors of the Corporation:

RESOLVED, That the Secretary of the Corporation is directed to file a copy of the Certificate of Incorporation issued by the Virginia State Corporation Commission, in the minute book of the Corporation;

FURTHER RESOLVED, That the attached form of By-Laws for the regulation of the affairs of the Corporation, a copy of which the Secretary is directed to file in the minute book, is adopted as the bylaws of the Corporation;

FURTHER RESOLVED, That the actions of Rebecca S. Heath, in acting as incorporator are ratified, confirmed and adopted, and the incorporator is indemnified for any claims against her in her capacity as incorporator;

FURTHER RESOLVED, That the following individuals are hereby appointed to serve in the offices set forth opposite their respective names until the first regular meeting of the Board of Directors following the first annual meeting of the Members of the Corporation, or until their successor(s) shall be duly elected:

James M. Schnell	- President
E. Bryson Powell	- Secretary

FURTHER RESOLVED, That the President is authorized to enter into and execute, for and on behalf of the Corporation, such agreements and instruments and take such action as he may deem necessary or proper to conduct the business of the Corporation;

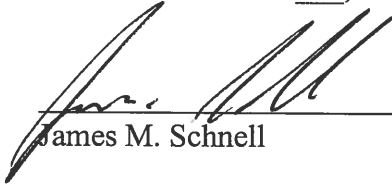
FURTHER RESOLVED, That the President is authorized to borrow money, for and on behalf of the Corporation, in such amounts and on such terms and conditions as he may deem necessary or proper to conduct the business of the Corporation, and the President is authorized to execute such agreements and instruments and take such action as he may deem necessary or proper to consummate the foregoing;

FURTHER RESOLVED, That the President is authorized to hire employees of the Corporation and to fix their compensation in such amounts as he shall deem proper; and


FURTHER RESOLVED, That the forms of resolutions designating a depository institution in the Richmond, Virginia area, as the depository of the funds of the Corporation, are adopted, and the appropriate officer or officers of the Corporation are authorized and directed to execute such forms and deliver a copy of such forms to said Bank.

No other action is consented to or taken.

EFFECTIVE DATE: June __, 2010


James M. Schnell

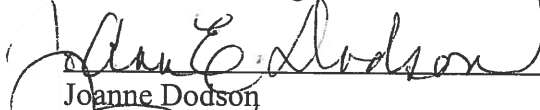
3-19-2011
Date of Execution


Alden J. Eldredge

3-19-2011
Date of Execution


Aubrey D. Tarkington

3-21-2011
Date of Execution


Joanne Dodson

3-19-11
Date of Execution

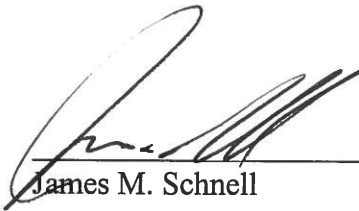

Rose Gilliam

3-19-11
Date of Execution

CONSENT OF PERSON TO BE NAMED DIRECTOR

Pursuant to Section 13.1-855.E. of the Code of Virginia of 1950, as amended, the undersigned hereby evidences his prior consent to being named as a director of The Woodland Pond - Phase II Community Association, a Virginia nonstock corporation (the "Corporation"), to serve from June 10, 2010, until the first annual meeting of the members of the Corporation or until his successor(s) shall be duly elected.

Dated: 3 - 19 - 2011



James M. Schnell

CONSENT OF PERSON TO BE NAMED DIRECTOR

Pursuant to Section 13.1-855.E. of the Code of Virginia of 1950, as amended, the undersigned hereby evidences his prior consent to being named as a director of The Woodland Pond - Phase II Community Association, a Virginia nonstock corporation (the "Corporation"), to serve from June 10, 2010, until the first annual meeting of the members of the Corporation or until his successor(s) shall be duly elected.

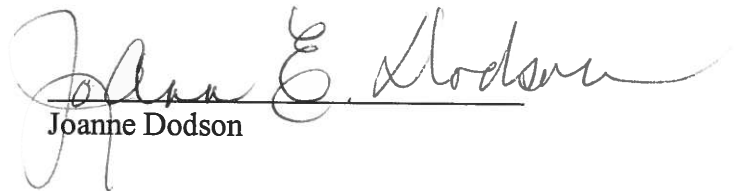
Dated: Mar. 22, 2011


Aubrey D. Tarkington

CONSENT OF PERSON TO BE NAMED DIRECTOR

Pursuant to Section 13.1-855.E. of the Code of Virginia of 1950, as amended, the undersigned hereby evidences his prior consent to being named as a director of The Woodland Pond - Phase II Community Association, a Virginia nonstock corporation (the "Corporation"), to serve from June 10, 2010, until the first annual meeting of the members of the Corporation or until his successor(s) shall be duly elected.


Dated: 3-19-11


Joanne Dodson

CONSENT OF PERSON TO BE NAMED DIRECTOR

Pursuant to Section 13.1-855.E. of the Code of Virginia of 1950, as amended, the undersigned hereby evidences his prior consent to being named as a director of The Woodland Pond - Phase II Community Association, a Virginia nonstock corporation (the "Corporation"), to serve from June 10, 2010, until the first annual meeting of the members of the Corporation or until his successor(s) shall be duly elected.

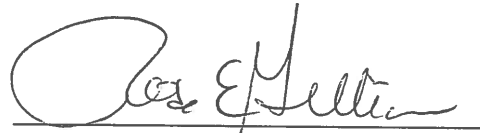
Dated: 3. 19, 2011


Alden J. Eldredge

CONSENT OF PERSON TO BE NAMED DIRECTOR

Pursuant to Section 13.1-855.E. of the Code of Virginia of 1950, as amended, the undersigned hereby evidences his prior consent to being named as a director of The Woodland Pond - Phase II Community Association, a Virginia nonstock corporation (the "Corporation"), to serve from June 10, 2010, until the first annual meeting of the members of the Corporation or until his successor(s) shall be duly elected.

Dated: 3-19-2011



Rose Gilliam