

BYLAWS of

GATLING POINTE COMMUNITY ASSOCIATION, INC.

ARTICLE I: MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members shall be held on such date during April of each year commencing in April 1989 as shall be fixed yearly by a resolution of the Board of Directors. Such annual meeting shall be held for the purpose of electing directors and for transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors or, subsequent to the first annual meeting, Members holding not less than one-fifth (1/5th) of the votes.

Section 3. Place of Meeting. The Board of Directors or the President may designate any location within Isle of Wight County, Virginia as the place for any annual meeting or special meeting called by the Board of Directors, and the President may designate any location as the place for any special meeting called by him. If no designation is made or if a special meeting is called by the Members, the place of meeting shall be the principal office of the Corporation within Isle of Wight County, Virginia.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting or a meeting called for the purpose of the election of directors, the purpose or purposes for which the meeting is called, shall be mailed or delivered not less than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the person calling the meeting, to each Member at his address as shown on the records of the Corporation. A Member may, in a writing, signed by him, waive notice of any meeting before or after the date of the meeting stated therein.

Section 5. Action by Members Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members, which consent shall be filed with the Secretary of the Corporation as part of the corporate records.

Section 6. Quorum Requirements. Except as set forth to the contrary in Part IV of the Declaration of Rights, Restrictions, Affirmative Obligations and Conditions Applicable to All Property in Gatling Pointe recorded by the Corporation in the Clerk's Office of the Circuit Court of Isle of Wight County, Virginia, the presence at a meeting of Members or proxies entitled to cast thirty percent (30%) of the total vote of the membership shall

constitute a quorum. If the required quorum is not present at any meeting another meeting or meetings may be called subject to the giving of proper notice, and the required quorum at such subsequent meeting or meetings shall be ~~one-half (1/2) of the required quorum at the preceding meeting.~~

Section 7. Conduct of Meetings. The directors may make such regulations as they deem advisable for any meeting of the Members, including proof of membership in the Corporation, evidence of the right to vote and the appointment and duties of inspectors of votes. Such regulation shall be binding upon the Corporation and its Members.

Section 8. Ballots by Mail. When required by the Board of Directors, there shall be sent with notices of regular or special meetings of the Corporation a statement of certain motions to be introduced for vote of the Members and a ballot on which each Member may vote for or against each motion. Each ballot which is properly completed and presented at such meeting by an authorized person, in compliance with any directions imposed by the Board of Directors and given with the notice of meeting, shall be counted in determining whether or not a quorum is present, provided, however, such ballots shall not be counted in determining whether a quorum is present to vote upon motions not appearing on the ballot.

ARTICLE II: DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its directors. The directors need not be members of the Corporation.

Section 2. Tenure. At each annual meeting (or at a special meeting expressly called for election of directors required due to increase in the number of members of the Board of Directors), the Members shall elect directors as provided in the Articles of Incorporation. Any vacancy occurring in the initial or any subsequent Board of Directors, other than by increase in the number of directors, may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director and, if not previously filled, shall be filled at the next succeeding meeting of the Members. Any director elected to fill a vacancy, other than by increase in the number of directors, shall serve as such until the expiration of the term of the director whose position he was elected to fill. Election of directors by the Board of Directors to fill a vacancy may be conducted by mail ballot if the Board of Directors so determine.

Section 3. Annual Meeting. An annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members.

Section 4. Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board without notice.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors by giving notice thereof as provided in Section 6 of this Article II. Such persons calling a special meeting of the Board of Directors may fix any location as the place for holding such special meeting.

Section 6. Notice. When notice of any meeting of the Board of Directors is required, such notice shall be given at least three (3) days previous to such meeting by written notice delivered personally or sent by mail to each director at his address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail in a sealed envelope properly addressed. Any director may waive notice of any meeting at any time, and attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law, the Articles of Incorporation, these Bylaws or the Covenants.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.


Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors any director may be reimbursed for his actual expenses incurred in the performance of his duties as director. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. Action by Directors Without a Meeting. Any action required or permitted by law to be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors, which consent shall be filed with the Secretary of the

corporation as part of the corporate records.

ARTICLE III: POWERS AND DUTIES OF BOARD

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

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- (a) adopt and publish rules and regulations governing the use of the Common Property and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
 - (b) suspend the voting rights and right to use of the Common Property during any period in which a Member shall be in default in the payment of any assessment levied by the Corporation, or, after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
 - (c) exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Covenants; and
 - (d) employ a manager, an independent contractor, or such other employees as it deems necessary, and prescribe their duties.

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

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members of the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) vote of the Members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Corporation, and see that their duties are properly performed;
- (c) fix the amounts of all assessments;
- (d) send written notice of all assessments to every owner subject thereto;
- (e) in its own discretion, foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or bring an action at law against the owner personally obligated to pay

the same;

- (f) provide for an Architectural Review Board;
- (g) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid (for which certificate a reasonable charge may be made), which certificate, if it states an assessment has been paid, shall be conclusive evidence of such payment;
- (h) procure and maintain adequate liability and hazard insurance on property owned or leased by the Corporation;
- (i) cause all officers or employees, having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (j) cause the Common Property and Intended Common Property to be maintained or improved.

ARTICLE IV: LOANS

The Board of Directors shall have the power and authority to mortgage the property of the Corporation and to pledge the revenues of the Corporation as security for loans made to the Corporation which loans shall be used by the Corporation in performing its authorized functions; provided that any such mortgage is with the prior consent of two-thirds (2/3rds) of the Members, which consent may be evidenced by petition or an affirmative vote at a duly called meeting. Notwithstanding anything in the Covenants to the contrary, without the express written consent of the Company, the Corporation shall not be allowed to reduce the level of the Annual Assessment at any time there are outstanding any amounts due the Company as repayment of any such loans made by the Company to the Corporation.

ARTICLE V: OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, one (1) or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer. The Board of Directors may elect such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election, Term of Office, and Vacancies. The

officers of the Corporation shall be elected by the Board of Directors at each annual meeting of the Board. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors at any meeting for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby.

Section 4. Powers and Duties. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors, except as otherwise determined by the Board of Directors. The President shall be chief executive officer of the Corporation.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of the 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.

ARTICLE VI; COMMITTEES

Section 1. Committees. The Board of Directors may designate one (1) or more committees, each of which shall consist of two (2) or more directors; which committees, to the extent provided by resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation, provided, however, that no such committee shall have the authority of the Board of Directors as to the levy of the Annual Assessment; the dissolution, merger or consolidation of the Corporation; the amendment of the Covenants; mortgage of the properties of the Corporation or the pledge of revenues of the Corporation as security for loans made to the Corporation; the sale, lease or exchange of any land and any improvements thereon owned by the Corporation; the designation of any such committee or the filling of vacancies in the Board of Directors or in any such committee; the amendment or repeal of these Bylaws or the adoption of new Bylaws; or the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

Section 2. Other Committees. Other committees and the duties and powers thereof not having and exercising the authority of the Board of Directors in the management of the affairs of the Corporation may be designated by the Board of Directors.

Section 3. Rules. Each committee may adopt rules for its

own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

ARTICLE VII: CERTIFICATE OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board.

ARTICLE VIII: INSPECTION OF BOOKS

The books, records and papers of the Corporation shall, at all times during reasonable business hours, be subject to inspection by any Member. The Covenants, the Articles of Incorporation, and the Bylaws of the Corporation shall be available for inspection and purchase by any Member at the principal office of the Corporation.

ARTICLE IX: PROXIES

Each Member entitled to vote may vote in person or by proxy at all meetings of the Corporation. All proxies shall be executed in writing by the Member or by his duly authorized attorney-in-fact and filed with the Secretary; provided, however, that proxies shall not be required for any action which is subject to a Referendum in accordance with the Covenants. No proxy shall extend beyond the date of the meeting for which it is given unless such meeting is adjourned to a subsequent date, and no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Any proxy granted by a Member shall automatically cease upon the termination of such Member's membership in the Corporation.

ARTICLE X: CORPORATE SEAL

The Corporation shall have a seal in circular form having within its circumference the words "Gatling Pointe Community Association, Inc."

ARTICLE XI: AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted (i) by the Board of Directors, or (ii) at a regular or special meeting of the Members.

ARTICLE XII: DEFINITIONS

All capitalized terms not otherwise defined in these Bylaws shall have the meaning given to them in the Declaration of Covenants and Restrictions of the Gatling Pointe Community Association, Inc. and Tidewater Brandermill Associates, a

Virginia General Partnership which Declaration has been recorded
in the Clerk's Office of the Circuit Court of Isle of Wight
County, Virginia.