

August 2, 2001

BYLAWS

OF THE
MINERAL SPRINGS PLANTATION
HOMEOWNERS' ASSOCIATION, INC.

(A Nonstock Corporation)

ARTICLE I

Identity

These are the Bylaws of the **Mineral Springs Plantation Homeowners' Association, Inc.**, hereinafter referred to as the "Association." The provisions of these Bylaws are applicable to the Mineral Springs Plantation Homeowners' Association (MSPHA), and the terms and provisions hereof are expressly subject to those terms, provisions, and conditions and authorizations contained in the Articles of Incorporation and the Deed of Dedication and Covenants for Mineral Springs Plantation Subdivision which have been recorded in the Clerk's office of the Circuit Court of Spotsylvania County, Virginia. Reference is also hereby made to the Property Owner's Association Act (Title 55, Chapter 26) and the Virginia Nonstock Corporation Act (Title 13.1, Chapter 10), Code of Virginia.

ARTICLE II

Purpose

The Association was organized for the purposes set forth in the Articles of Incorporation. The specific purposes for which it was formed are (1) to promote the health, safety, recreation and welfare of the residents of Mineral Springs Plantation and (2) to provide for the maintenance, preservation and architectural control of lots and common areas of the Mineral Springs Plantation Subdivision.

ARTICLE III

Location

The Association is located within Mineral Springs Plantation Subdivision in the County of Spotsylvania and in the State of Virginia. The principal mailing address (including Principal Officers and Directors) is filed with the Commonwealth of Virginia State Corporation Commission by the Board of Directors annually.

ARTICLE IV

Meetings of Members

Section 1. Annual Meetings. The first annual meeting of the Association will be held within 12 months of the election of the Board of Directors/Officers by the lot owners. Subsequent annual meetings shall be held within 60 days of the start of the fiscal year on a date to be determined by the Board of Directors.

Section 2. Special Meetings. The Association shall hold a Special Meeting when called by any member of the Board of Directors, or upon written request of 15% of the members who are entitled to vote at such a meeting. Upon receipt of a written request from the membership, the Board must notify all members and hold such a special meeting within 30 days.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary of the Board of Directors or such other person authorized to call the meeting, by personally delivering or mailing a copy of such notice to each member entitled to vote at such a meeting, postage prepaid, not less than 14 days nor more than 60 days before the date of any annual or regularly scheduled meeting, and at least seven days in advance of any other meeting. Notice shall be sent by United States mail 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 notification, or hand delivered to such address by an Officer of the Association and certified as such. Notice to act on an amendment of the Articles of Incorporation or plan to merge or consolidate shall be delivered or sent in the manner provided above, not less than 25 days nor more than 60 days before the date of the meeting, to each member entitled to vote at such a meeting.

Section 4. Quorum. The presence at the meeting of the members, or proxies, entitled to cast at least 25% of all the votes of those members who are entitled to vote shall constitute a quorum.

Section 5. Order of Business. Unless otherwise specified in the notice of the meeting, the order of business at all meetings of the Association will be as follows: (1) roll call (proof of quorum); (2) proof of notice of meeting; (3) reading of the minutes of the preceding meeting; (4) reports of Officers; (5) report of the Board of Directors; (6) reports of Committees; (7) appointment of Election Committee members (when so required); (8) election of Directors/Officers (when so required); (9) unfinished business; and (10) new business. The balloting for the election of Directors/Officers may commence at any time at the direction of the presiding official. The latest edition of Robert's Rules of Order Newly Revised shall govern the conduct of all meetings of the membership when not in conflict with the Code of Virginia or Association Documents.

Section 6. Proxies. At all meetings of members, each member (lot owner) can vote in person or by proxy. An election proxy will list the names of each candidate by position with a box for selection. All proxies will be revocable until the vote is accomplished and shall automatically cease upon conveyance by the member of his lot. The Secretary must receive a proxy before a meeting is called to order.

ARTICLE V

Board of Directors/Officers

Section 1. Number and qualification. The number of Directors of the Association will be four. Until the first annual meeting after the election of the Board of Directors/Officers by the lot owners, the affairs of the Association shall be managed by the elected Board of Directors/Officers.

Section 2. Compensation. No Director/Officer shall receive any compensation for any service rendered to the Association. However, any Director/Officer may be reimbursed for reasonable, ordinary or necessary expenses incurred in the performance of Association duties.

Section 3. Action Taken Without a Meeting. The Board members 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 Board members. Any action so approved shall have the effect as though taken at a meeting of the Board of Directors.

Section 4. The Board of Directors will consist of four persons. Each of the four positions will have amended roles and responsibilities as set forth herein. The four positions will be: 1. President (who shall also serve as Chairman of the Board of Directors), 2. Vice President, 3. Secretary, and 4. Treasurer. Each of the positions will be an elected office and serve a term of two years. The President and Secretary positions will be elected to start a new term on odd numbered years. The other two positions will be elected to start new terms on even numbered years. The exception will be the initial term for the first elected board. The terms of the first elected board will be lengthened or shortened to accommodate the establishment of the election sequence outlined above. Board members may serve no more than two (2) consecutive terms. Board members who have served the allowed consecutive terms in one position may stand for election in another position after a one year hiatus.

Roles and Responsibilities of the Board

President

1. Preside over Association meetings (there will be at least one annual Association membership meeting during each fiscal year).
2. Schedule and preside over Board of Directors meetings as appropriate.
3. Establish committees from the membership as necessary to conduct Association business.
4. Coordinate, as necessary, with the Declarant.
5. Serve as co-signature authority for Association checks.
6. Appoint the Election Committee.
7. Serve as a consultant to the Architectural Control Committee, and at the termination of the developers 20 year period appoint three members from the

membership to serve on the Architectural Control Committee in consultation with the Board of Directors.

8. Prepare and present a budget for approval by the membership at the annual meeting.

Vice President

1. Convene a Grounds Committee. Act as its chairperson and appoint other members from the membership.
2. Serve as a backup to the President. This would include performing duties during the President's absence.
3. Assume the position of President in the event the President is permanently incapacitated.
4. Consult and support other committee members as appropriate.
5. Serve as co-signature authority for Association checks.
6. Arrange for a biennial independent audit of the Association financial records to coincide with the election of the new Treasurer.

Secretary

1. Record, file, and distribute as appropriate, all meeting minutes.
2. Maintain and publish, periodically as required, a Mineral Springs Plantation residential directory.
3. Maintain official Association files and records.
4. Maintain, prepare and provide Association disclosure packets as appropriate.
5. Serve as co-signature authority for Association checks.
6. Notify members of meetings as required herein.
7. Prepare and publish a quarterly MSPHA newsletter with the assistance of interested members.

Treasurer

1. Receive and deposit all Association funds. All Association dues will be collected in whole annually. The Treasurer will send notification of the amount of the dues annually to each member in the first week of March. The Association dues will be due by April 1st of each year. The Treasurer will keep accurate records of assessment payments by all members. The fiscal year will be from January 1 to December 31.
2. Serve as co-signature authority for Association checks.
3. Disburse funds for Association expenses. This effort will consist of keeping an accurate ledger of all expenses paid and preparing all checks. Two Board signatories will sign all checks.
4. Keep all financial data, ledgers, and bank statements in proper order.
5. Make all necessary records available to the independent auditor as part of the biennial audit of the Association's financial records.
6. Maintain up-to-date financial status records.
7. Provide a financial statement of assets and liabilities to the members annually.

ARTICLE VI

Nominations and Elections of Directors/Officers

Section 1. Elections of Directors/Officers. The date of the annual election of Directors/Officers will be announced to all members to allow for nominations from the membership. The election will be held during the first two weeks of November each year, with the new Directors/Officers assuming duties as of January 1 of the following year.

Section 2. Nominations. Any member of the Association may make a nomination for election to the Board of Directors. Nominations must be received in writing 20 days before an election. The membership will be notified of all nominations no less than ten (10) days prior to the election. The nominees must be members in good standing in the Association.

Section 3. Election. Election to the Board of Directors shall be by written ballot. At such election, the lot owners or their proxies may be cast in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and the Deed of Dedication and Covenants. Candidates receiving a majority of votes will be elected. Cumulative voting is not permitted.

Section 4. Term. The members shall elect each of the Board of Directors/Officers biennially and each will hold office for two years unless he or she resigns, is removed, or otherwise disqualified, based on a change in member status. The term of the newly elected Director/Officer will commence January 1 of the year following the meeting at which the election was held. Members elected at the first election of the Board of Directors/Officers by the lot owners will assume office immediately.

Section 5. Replacement. Should a Director/Officer resign, be removed, or otherwise become disqualified to serve, a replacement to complete the remainder of the vacant term may be appointed by majority vote of the remaining Directors. Should the President become incapacitated, resign, be removed or otherwise become disqualified to serve, the Vice President will fill that position and a new Vice President will be appointed.

ARTICLE VII

Meeting of the Board of Directors and Committees

Section 1. Regular Meetings. Regular meetings of the Board of Directors will be held quarterly during each fiscal year, at such place and hour as may be fixed from time to time by the Board of Directors. All meetings of the Board of Directors or any Committee will be open to members as observers, except that the President or presiding officer or chairman of the Committee may call the Board or Committee into executive session. At each Board of Directors meeting provision will be made for member input. The Board of Directors or Committees may convene in closed session to consider personnel matters; consult with legal counsel; discuss and consider contracts, potential or pending litigation

and matters involving violations of the declaration or rules and regulations adopted pursuant thereto for which a member, his family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of members to the Association, upon the affirmative vote in an open meeting to assemble in closed session. The motion shall state specifically the purpose of the closed session. Reference to the motion and its stated purpose for the closed session will be mentioned in the minutes. Discussion during closed session will be restricted to only those purposes specifically exempted and stated in the motion. No contract, motion or other action adopted, passed or agreed to in closed session shall become effective unless the Board of Directors or Committee, following the closed session, reconvenes the open meeting and takes a vote on such contract, motion or other action which will have its substance reasonably identified in the open meeting. Notice including the time, date, and place of each meeting of the Board of Directors or Committee shall be furnished to any member who requests such information. Requests by a member to be notified on a continual basis shall be made at least once a year in writing and include the member's name, address, zip code, and any e-mail address as appropriate.

Section 2. Conduct of Meetings. The President shall preside over meetings of the Board of Directors and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at the meetings. The chairperson of a Committee shall preside over the meeting of the Committee and may appoint a member of the Committee to keep minutes. The latest edition of Robert's Rules of Order Newly Revised shall govern the conduct of all meetings of the Board of Directors or Committees when not in conflict with the Code of Virginia or Association Documents.

ARTICLE VIII

General Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors will have all of the powers necessary for the administration of the affairs of the Association including:

1. The power to bring to the members, for adoption by the Association, Rules and Regulations governing the use of the common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof provided, however, that such Rules and Regulations will not be in conflict with the Deed of Dedication and Covenants;
2. The power to suspend the voting rights and, if applicable, the power to suspend a member's right to use the recreational facilities, if any, during any period in which such member shall be in default in any payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed 60 days for infraction of published rules and regulations;
3. The power to employ maintenance personnel and such other employees or services as they deem necessary, but not to exceed the membership approved budgetary purposes and allowances, and to prescribe their duties; and

4. All other powers necessary to implement and effectuate the objectives set forth in the Deed of Dedication and Covenants and the Rules promulgated thereunder.

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

1. Cause to be kept a complete record of all 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 15% of the members who are entitled to vote;
2. Supervise all officers, agents, employees and committees of the Association, and to see that their duties are properly performed;
3. Establish the means and methods of collecting assessments from the lot owners;
4. Conduct the business of the Association so that it will qualify for tax exemption under the Internal Revenue Code;
5. Procure and maintain adequate liability and hazard insurance on property owned or leased by the Association;
6. Implement and effectuate any other objectives set forth in the Deed of Dedication and Covenants or rules promulgated thereunder; and
7. Solicit comments and approval from members at an Annual or Special Meeting prior to making expenditures in excess of \$3,000 for capital improvements or equipment except when such expenditures are required immediately to safeguard equipment or property from damage due to unforeseen circumstances or to meet health and safety requirements set by state or other competent authority.

ARTICLE IX

Standing Committees

Section 1. Architectural Control Committee. Paragraph 23 of the Deed of Dedication and Covenants of Mineral Springs Plantation Subdivision defines the Architectural Control Committee. Its duties and responsibilities are described in detail by that document.

Section 2. Grounds Committee. The Vice President of the Board of Directors who will serve as Chairperson of the committee will appoint the Grounds Committee. It will consist of the chairperson and at least one other member of the Association. Its duties and responsibilities are as follows:

1. Upon approval of the members, solicit bids from vendors for community services such as mowing, landscaping, and snow removal of Association entities or facilities. Said bids will be reviewed by the Board of Directors and

upon appropriate approval and contract execution the Grounds Committee will monitor and ensure the services of the vendor.

2. Upkeep of the Association's entities or facilities at the entrances and other common areas to include mowing, tree and shrub installation and maintenance, lighting, etc.
3. Maintain all of the Association's capital assets.
4. Schedule and conduct neighborhood beautification events as appropriate.

Section 3. Election Committee. The current President of the Board will appoint an Election Committee for each election to be conducted by the Association. The President will serve as chairperson of the committee. The committee will have at least two members. The duties and responsibilities of the Election Committee are as follows:

1. Solicitation of nominations.
2. Notification of members (including candidates names and resumes).
3. Receive and maintain all proxy (absentee) ballots.
4. During election meeting, check all proxy (absentee) ballots against the Association membership list of eligible voters. All non-proxy votes will also be checked against the Association membership list of eligible voters. At the designated voting time, the Election Committee will remove the ballots from the box, open each ballot and record the votes. After all votes have been recorded, they will tally the vote and announce the names of the elected Board members/Officers and the total number of votes cast.

Section 4. Community Security Committee. Subject to member interest, the Community Security Committee should consider the establishment of a Neighborhood Watch Program.

Section 5. Other Committees. Other committees may be established consisting of members of the Association, but may not exercise the authority of the Board of Directors in the management of the Association. All committees shall function in accordance with the rules and procedures established by the Board of Directors and the Deed of Dedication and Covenants.

ARTICLE X

Books and Records

Section 1. Availability. The books, records and papers of the Association shall at all times be subject to examination by any member, during reasonable business hours or at a mutually convenient time and location and upon five (5) days written notice. The Articles of Incorporation and the Bylaws of the Association will be available for inspection by any member at such place as may be designated by the Board of Directors, and copies will be available for purchase by the members at reasonable cost.

Section 2. Accounting Report. Within sixty (60) days after the end of each fiscal year, the Board of Directors will make available to all members an itemized accounting of the expenses for such fiscal year actually incurred and paid, together with a tabulation of the amounts collected pursuant to the budget adopted by membership for such fiscal year, and showing the net amount over or short of the actual expenditures plus reserve. Any incurred liabilities, which would impact future fiscal years, will also be detailed. This itemized accounting may be conveyed with the quarterly MSPHA newsletter.

ARTICLE XI

Assessments

Each lot owner is obligated to pay the Association Annual and Special Assessments as provided for in the Deed of Dedication and Covenants and as approved by the membership. Any assessments that are not paid when due will be delinquent. If the assessment is not paid within 30 days after the due date, the assessment will bear interest from the due date at the maximum annual rate permitted by law and the Association may bring an action at law against the lot owner personally obligated to pay the same or may foreclose the lien against the property subject to the assessment. No lot owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common areas or by abandonment of his lot.

ARTICLE XII

Liability and Indemnification

Section 1. Personal Liability. The Directors/Officers will not be liable to the Association or any member for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. Directors/Officers will have no personal liability with respect to any contract made by them on behalf of the Association. No member will 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 or the Officers on behalf of the Association will, if obtainable, provide that the

Director(s)/Officer(s), as the case may be, are acting only as agents for the Association and will have no personal liability thereunder.

Section 2. Indemnification. The Association will indemnify the Directors/Officers to the extent that it is contemplated in the Articles of Incorporation as a Nonstock Corporation in accordance with the Code of Virginia; provided, however, that before the Association uses Association funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification.

Section 3. Directors/Officers Liability Insurance. The Association shall have the power, pursuant to the Articles of Incorporation, to purchase and maintain insurance on behalf of any person who is or was a Director/Officer 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. Further, the availability of the Association's indemnity shall not relieve any insurer of any liability under an insurance policy held by the Association.

ARTICLE XIII

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at an Annual or Special Meeting of the membership by a two-thirds (2/3) vote of those eligible members in attendance or voting by proxy.

ARTICLE XIV

Dissolution

The Association may be dissolved with the assent given in writing and signed by no less than two-thirds of the members. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association will be dedicated to an appropriate public agency or private non-profit organization to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to the members in equal, undivided shares.

CERTIFICATION

I, the undersigned do hereby certify:

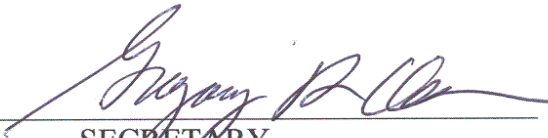
THAT I am the duly elected and acting Secretary of the Mineral Springs Plantation Homeowners' Association Inc., a Virginia Nonstock corporation; and

THAT the foregoing Bylaws constitute the original Bylaws of the said Association, as duly adopted by the Association at a meeting of the Association on

August 2, 2001.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this day of

August 25, 2001.



SECRETARY