

**BY-LAWS OF
MUSKET RIDGE HOMEOWNERS ASSOCIATION**

ARTICLE I
NAME AND LOCATION

The name of the corporation is **MUSKET RIDGE HOMEOWNERS ASSOCIATION** (the "**Association**"). The principal office of the Association shall be located at 4100 Monument Corner Drive, Suite 300, Fairfax, Virginia 22030, 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.

ARTICLE II
DEFINITIONS

All words defined in the Declaration of Covenants, Conditions and Restrictions applicable to the Property, which Declaration has been or shall be recorded in the Office of the Clerk of the Circuit Court of Frederick County, Virginia, or in the Articles of Incorporation of the Association, shall have the same definitions when used herein.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held after the termination of the Class B membership and each subsequent regular annual meeting of the Members shall be held approximately twelve (12) months after the previous annual meeting, 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 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. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary of the Association or person authorized to call the meeting, by delivering or mailing a copy of such notice, postage prepaid, at least fifteen (15) but no more than sixty (60) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Waiver of Notice. A Member may waive any notice required by the Articles of Incorporation of the Association, these By-Laws or the Virginia Non-Stock 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 ten percent (10%) 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. All proxies shall be in writing, in the form required by law, and filed with the Secretary of the Association. 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.

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**") 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 thirty (30) 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 or its designee, and shall serve until the first annual meeting of Members after the termination of the Class B

membership. The initial number of Directors shall be three (3), which number may be increased to five (5) by a majority vote of the Directors so long as there is a Class B membership, or after the termination of the Class B membership 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 one (1) director for a term of three (3) years; and, 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. 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, 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 for any service he/she may render to the Association in his/her capacity as a Director. However, 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 approval of all of the Directors in accordance with Virginia law. Any action so taken shall have the same effect as though taken at a meeting of the Board.

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 on a regular basis and at least four (4) times per year without notice and at such place and hour as may be fixed from time to time by resolution of the Board.

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

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:

(i) to fix the amount of the Assessments (as defined in the Declaration) against each Lot at least thirty (30) days in advance of the annual assessment period; and

(ii) to send or cause to be sent written notice of each such Assessment to every Owner subject thereto at least thirty (30) days in advance of the annual assessment period;

(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.

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 a member of the Board of Directors, a secretary, and a treasurer and such other officers as the Board may elect from time to time.

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. Multiple Offices. 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 8. 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 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 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 9. Delegation. The officers may delegate any of their duties to an agent hired for that purpose.

ARTICLES 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 receive complaints from Members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints 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 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. Copies may be purchased at a reasonable cost.

ARTICLE X CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association.

ARTICLE XI AMENDMENTS

These By-Laws may be amended at a duly noticed regular or special meeting of the Members where a quorum is present by a majority vote of Members entitled to vote and voting at the meeting in person or by proxy.

ARTICLES XII SPECIAL AMENDMENTS

Notwithstanding anything herein to the contrary, the Declarant may unilaterally amend these By-Laws to make any amendment (a) as it deems necessary to make a non-material, clarifying or corrective change, or (b) required by any of the federal mortgage agencies, such as the Veterans Administration, Federal Housing Administration, Fannie Mae or Freddie Mac, or by Frederick County, Virginia, and shall give written notice to the Members of any amendments made pursuant to clause (b). This right of the Declarant to amend these By-laws as aforesaid shall survive the termination of the Class B membership.

ARTICLE XIII MISCELLANEOUS

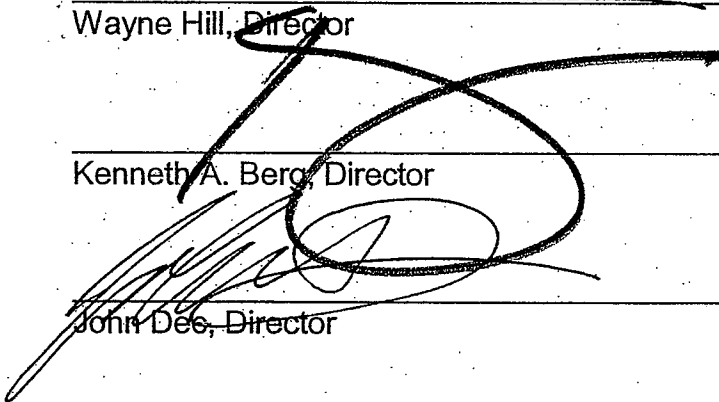
Section 1. Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on December 31 of every year, except that the first fiscal year shall begin on the date of incorporation of the Association. The dates fixing the fiscal year may be adjusted at the discretion of the Board.

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.

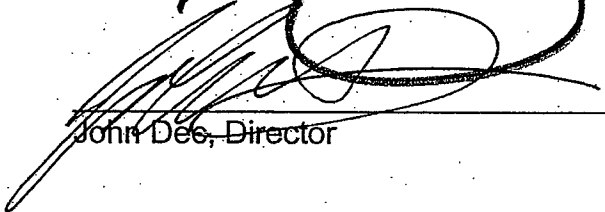
IN WITNESS WHEREOF, we, being all of the initial Directors of Musket Ridge Homeowners Association, have hereunto set our hands this _____ day of _____, 2004.



Wayne Hill, Director



Kenneth A. Berg, Director



John Dee, Director