

BY-LAWS OF COLESON CLUSTER ASSOCIATION

(Amended March 8, 2005)

ARTICLE I - OFFICES

The principal office of the corporation in the Commonwealth of Virginia shall be located in the county of Fairfax. The corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office, as required by the Virginia Non Stock Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the directors and the registered office may be, but need not be, identical with the principal office of the corporation in the Commonwealth of Virginia.

ARTICLE II - MEMBERS

Section 1. Membership in the Corporation

All persons owning of record any dwelling unit on the property shown within Coleson Cluster (Block 15) on the plat attached to the Deed of Dedication of the First Addition to Section One, Reston, or on any subsequent plat filed (hereinafter referred to as the "Property") (except a person taking title as security for the payment or the performance of an obligation) are members of the corporation.

No person shall be a member of the corporation after he ceases to be the owner of record of any dwelling unit on the Property.

The directors of the corporation may, after affording the member an opportunity to be heard, suspend any person from membership in the corporation during any period of time when there exists a violation of any of the provisions of the Deed of Dedication (including, but not limited to, the failure to make any payment to the corporation when due and payable under the terms of the Deed of Dedication) with respect to the dwelling unit he owns or when he is in violation of any rule or regulation adopted by the corporation with respect to the property or the safety of residents.

Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under the Deed of Dedication with respect to the dwelling unit he owns and for compliance by himself, his family, guests and invitees, with the provisions of the said Deed and the rules and regulations adopted by the corporation with respect to the property.

The qualifications set forth herein for membership in the corporation shall be the only qualifications for such membership.

Section 2. Voting rights

The members of the corporation shall have the right to vote for the election and removal of directors.

Each member of the corporation shall have one vote, except that:

- Any person owning more than one dwelling unit shall have the number of votes equal to the number of dwelling units owned
- When any dwelling unit on the Property is owned of record in joint tenancy or tenancy in common, or in any other manner of joint or common ownership, such owners shall collectively be entitled to only that number of votes to which one person would be entitled were he the owner of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the owners of record of such dwelling unit who are entitled to vote with respect thereto.
- Only a member of the corporation residing in Coleson Cluster shall have the right to vote.
- Voting by proxy is expressly prohibited.

ARTICLE III - MEETING OF MEMBERS

Section 1. Annual Meeting of Members

The annual meeting of the corporation shall be held on a date and time in April to be established annually by a vote of the Board of Directors, sufficiently in advance of the meeting date to ensure provision of notice of the meeting as provided in Section 4 of this Article.

Section 2. Special Meeting of Members

Special meetings of the members may be called by the President, the Board of Directors, or members of the corporation holding not less than one fifth of the votes.

Section 3. Place of Meeting

The Board of Directors shall designate a place within Reston, Virginia for all annual or special meetings.

Section 4. Notice of Meetings of Members

The corporation shall publish notice of annual or special meetings of members in the manner provided by law. The President (alternatively, the Secretary) shall at least fourteen (14) days in advance of any annual or regularly scheduled meeting and at least seven (7) days in advance of any other meeting of the corporation send to each member notice of the time, place, and purposes of such meeting. Notice shall be sent by United States mail to all members at the address of their respective lots and to such other addresses as any of them may have designated to the President (alternatively, the Secretary); or notice may be hand delivered by the President (or Secretary), provided the President (or Secretary) certifies in writing that such notice was delivered to the member. Failure of a member to receive a notice provided in accordance with this section shall not affect the validity of the notice.

Section 5. Informal Action by Members

Any action required or permitted by law to be taken at a meeting of the members of the corporation 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 of the corporation.

Section 6. Quorum and Manner of Acting

Members holding one fifth of the total votes shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these: By Laws.

Section 7. Conduct of Meetings

The directors may make such regulations as they deem advisable for any meeting of members, in regard to proof of membership in the corporation, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit. Such regulations shall be binding upon the corporation and its members.

ARTICLE IV - DIRECTORS

Section 1. Powers

The business and affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall have all the powers needed to carry out the purposes of the corporation that are enabled by law, the Deed of Dedication of Reston, the Articles of Incorporation of Coleson Cluster Association, and these By-Laws, except for those powers specifically reserved to the members of the corporation. The powers of the Board of Directors include, but are not limited to the power to:

- After notice to the members and hearing as prescribed in the Deed of Dedication of Reston, adopt and publish rules and regulations governing the use of the Common Area, including parking, and the personal conduct of the members and their guests thereon; and (2) to impose charges against any member for violation of those rules and regulations, subject to the limitations and notice and hearing procedures in the Virginia Property Owners' Association Act.
- Suspend a member's right to use the Common Area, any facilities in the Common Area, or any services, including utility services, provided directly through the corporation for nonpayment of

any assessment levied by the corporation that is more than sixty (60) days past due, in accordance with the notice and hearing procedures prescribed in the Virginia Property Owners' Association Act.

- Declare the office of a member of the Board of Directors to be vacant in the event such member is absent from three (3) consecutive meetings of the Board of Directors or is delinquent more than two (2) months in paying any assessment.
- Employ a manager, other employees, or independent contractors as they deem necessary, and prescribe their duties and supervise them.
- Adopt an annual budget for the operation of the corporation and establish annual assessments, as prescribed in the Deed of Dedication of Reston. If the Board of Directors fails to fix the amount of the assessment prior to the beginning of any fiscal year, the amount of the previous year's assessment shall apply to the new year.
- Conduct at least once every five (5) years, a study to determine the necessity and amount of reserves required to repair, replace and restore the capital components of Coleson Cluster, review the results of that study at least annually to determine if the reserves are sufficient, and adjust the budget to maintain the reserves, as appropriate. If there is a need to budget for reserves, the budget shall include: (i) the current estimated replacement cost, estimated remaining life, and estimated useful life of the capital components; (ii) the current amount of accumulated cash reserves set aside, as of the beginning of the fiscal year, to repair, replace or restore capital components, and the amount of the expected contribution to the reserve fund for that year; and (iii) a general statement describing the procedures used for the estimation and accumulation of cash reserves and the extent to which the corporation is funding its cash reserves consistent with the reserve study currently in effect.
- Levy at any time a special assessment against some or all the lots in Coleson Cluster, applicable to not more than ten (10) years, for the purpose of defraying, in whole or in part, the cost of any acquisition or construction, reconstruction, repair or replacement of a capital improvement upon the Common Area or other property, including fixtures and personal property thereon; provided that the special assessment is approved by a majority vote of the affected members of the Corporation.
- Permit payment of the annual assessment in installments and declare the entire balance of such assessment immediately due and payable upon default in the payment of such installment, charge a late fee on any delinquent payment of any assessment and charge interest on any delinquent payment of assessments and charges, and assess the costs, including attorney's fees and court costs, of collecting delinquent assessments and charges and of enforcing Coleson Cluster rules and regulations.
- Provide exterior maintenance on any portion of a residential unit, accessory structure, or lot in Coleson Cluster if, after notice, that maintenance is approved by at least two-thirds vote of the members of the corporation.
- Maintain the Common Area and grant easements or rights of access to the Common Area.
- Procure and maintain adequate liability and hazard insurance on property owned by the corporation and adequate liability insurance covering the Board of Directors and Officers of the corporation and any of its employees.

Section 2. Number and Tenure

The number of directors shall be five. Directors shall be elected for a term of three years, and until their perspective successors are elected. Any vacancy occurring in the Board 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 so filled, at the next succeeding meeting of the members of the corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

Section 3. Regular Meetings of the Board of Directors

A regular annual meeting of the Board of Directors shall be held within two weeks following an annual meeting of the members at such a time and place, within Reston, Virginia as may be specified in the

notice thereof. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

Section 4. Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors.

Section 5. Notice of Meetings of the Board of Directors

- Notice to Directors. Notice of each meeting shall be given at least two days before the meeting to each Director personally, by mail or telephone, or, if the Director has consented to such notice, by e-mail or facsimile transmission. A Director's consent to such notice shall be revocable by the Director by written notice to the corporation. A Director's consent shall be considered revoked if: (i) the corporation is unable to deliver by electronic transmission two consecutive notices given in accordance with the consent; and (ii) that inability to deliver becomes known to the person responsible for giving the notice. The inadvertent failure to treat such inability to deliver as a revocation of consent shall not invalidate any meeting or other action.
- Notice to Members. Notice of the time, date and place of each meeting of the Board of Directors shall be published at least two days before the meeting, where it is reasonably calculated to be available to a majority of the members and shall be sent by first-class mail or e-mail to any member requesting such notice. A lot owner may ask to be notified on a continual basis of any such meetings by making a written request in writing at least once a year that includes the member's name, address, zip code, and any e-mail address, as appropriate.

Section 6. Open Meetings of the Board of Directors; Minutes of Meetings

- All meetings of the Board of Directors shall be open to all members of record, except that upon a motion and affirmative vote in an open meeting to assemble in executive session, all persons other than members of the Board of Directors shall be excluded from any: (1) consideration of personnel matters; (2) consultation with legal counsel; (3) consideration of contracts; (4) pending or probable litigation; or (5) consideration of violations of the Deed of Dedication or rules and regulations adopted by the Board of Directors for which a member, his family members, tenants, guests or other invitees are responsible; or (6) consideration of possible personal liability of members to the corporation. The motion shall state specifically the purpose of the executive session and the minutes shall refer to that motion and purpose. While the Board of Directors is entitled to discuss matters in executive session, any formal vote or Board action must be taken after re-convening in an open meeting, unless such disclosure would violate the law.
- Minutes of meetings of the Board of Directors shall be recorded and shall be available to members as provided in Article VII, Section 2.

Section 7. Quorum

Except as otherwise provided by law or by the Articles of Incorporation of the corporation, or by these By Laws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting.

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 unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these By Laws.

Section 9. Compensation

Directors shall not receive any stated salaries for their services. The President and Treasurer of the Corporation shall pay no annual assessment to the corporation during the period they hold office. Directors can, by resolution of the Board of Directors, receive a fixed sum for expenses incurred while acting on behalf of the corporation.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board 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, either before or after the action is taken, and included in the minutes or filed with the corporation records reflecting the action taken. The

signed consent has the effect of a meeting vote and may be described as such in any document. Action taken under this section becomes effective when the last director signs the consent, unless the consent specifies a different effective date, in which case the action taken is effective on the date so specified, if the consent states the date of execution by each director.

ARTICLE V - OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, one 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 or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors. Any two Offices may be held by the same person, excepting the offices of the President and Secretary. The President shall be a director of the Corporation. Other officers may be, but need not be, directors of the corporation.

Section 2. Election, Term of Office and Vacancies

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors 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 interests of the corporation will be served thereby.

Section 4. Powers and Duties

The officers of the corporation shall have the powers and duties prescribed by these By-laws and shall undertake such other responsibilities as may be directed by the Board of Directors.

- President. The President shall be the chief executive officer of the corporation and, except as otherwise provided by law, the Deed of Dedication of Reston, the Articles of Incorporation of Coleson Cluster Association, these By-laws, or the Board of Directors, the President shall have all powers and duties necessary to carry out the purposes of the corporation, including, but not limited to: (1) leading the Board of Directors in carrying out its responsibility for managing the affairs of the corporation; (2) on behalf of the Board of Directors, coordinating and overseeing the work of the other officers of the corporation, , committees not exercising the authority of the Board of Directors, employees of the corporation, if any, independent contractors, and volunteers carrying out the work of the corporation; (3) timely implementation of all approved motions of the Board of Directors; (4) calling special meetings of the members of the corporation and the Board of Directors; (5) presiding at all meetings of the members of the corporation and the Board of Directors; and, (6) executing contracts on behalf of the corporation, and documents requiring the seal of the corporation, except where otherwise permitted by law and prescribed by the Board of Directors.
- Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one vice president, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their election) shall perform the duties of the President and when so acting, shall have all the powers of, and shall be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record or cause to be recorded the minutes of those meetings. As directed by the President, the Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, assist the President in responding to requests from members in good standing for access to books and records of the corporation and shall perform such other duties as may be prescribed by the Board of Directors or the

President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the corporation and shall have authority to affix the seal to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing of the seal by that officer's signature.

- Treasurer. The Treasurer shall (i) have charge and custody of, and be responsible for, all funds and securities of the corporation and deposit all such funds in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (ii) receive, and give receipts, as appropriate, for, moneys due and payable to the corporation from any source whatsoever; (iii) prepare disbursement checks for signature by one or several members of the Board of Directors; (iv) make billings and keep accurate and current books of account and records of all receipts and disbursements; (v) prepare an annual budget proposal for the Board of Directors' consideration and approval for presentation at the annual meeting of the members of the corporation; (vi) render to the Board of Directors at its meetings, or when the Board of Directors so requires, an account of all his/her transaction as Treasurer and of the financial condition of the corporation; (vii) assist the Board of Directors in arranging for periodic outside audits of the financial records of the corporation and cooperate fully with the outside auditor; and (viii) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

ARTICLE VI - COMMITTEES

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees to the extent provided in the 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 to approve an amendment to the Articles of Incorporation of the corporation or plan of merger or consolidation.

Section 2. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated by resolution adopted by the Board of Directors, to perform such duties and to have such powers as may be provided in the resolution.

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 - BOOKS AND RECORDS

Section 1. Maintenance.

The corporation shall keep detailed records of receipts and expenditures affecting the operation and administration of the corporation. All financial books and records shall be kept in accordance with generally accepted accounting practices.

Section 2. Availability.

Upon five days advance written notice from a member in good standing or his authorized agent reasonably identifying the purpose for the request and the specific books and records of the corporation requested, books and records kept by or on behalf of the corporation shall be available to the requestor for examination and copying, during reasonable business hours at a mutually convenient time and location, except that books and records may be withheld from inspection and copying to the extent they concern:

- Personnel matters relating to specific identified persons or a person's medical records;

- Contracts, leases and other commercial transactions to purchase or provide goods or services, currently in or under negotiation;
- Pending or probable litigation. Probable litigation means instances where there has been a specific threat of litigation from a party or the legal counsel of a party;
- Matters involving state or local administrative or other formal proceedings before a government tribunal for enforcement of the corporation's documents or rules and regulations;
- Communications with legal counsel which relate to paragraphs (a) through (d) of this section, or which are protected by the attorney-client privilege or the attorney work product doctrine;
- Disclosure of information in violation of law;
- Meeting minutes or other confidential records of an executive session of the Board of Directors held in accordance with Article IV, Sec. 6 a;
- Documentation, correspondence or management or other reports compiled for, or on behalf of the corporation or the Board of Directors by its agents or committees for consideration by the Board in executive session; or
- Individual member files, other than those of the requesting member, including any member's files kept by or on behalf of the corporation.

Prior to providing copies of any books or records under this section, the corporation may impose and collect a charge reflecting the reasonable costs of materials and labor, not to exceed the actual costs.

ARTICLE VIII - CERTIFICATES OF MEMBERSHIP

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

Any such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE IX - SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Corporate Seal "Virginia".

ARTICLE X - AMENDMENTS

These By-laws may be altered, amended, or repealed, and new By-laws may be adopted by the Board of Directors.