

BYLAWS
OF
SUGARLAND RUN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Name of Corporation

The name of the corporation is SUGARLAND RUN HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Corporation").

ARTICLE II

Offices

The principal office of the Corporation in Virginia shall be located in Loudoun County. The Corporation may have such other offices, either within or without Virginia, as the directors may from time to time determine.

The Corporation shall have and continuously maintain in Virginia a registered office and a registered agent whose office is identical with such 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. The registered office may be, but need not be, identical with the principal office of the corporation in Virginia.

ARTICLE III

Members

Section 1. Membership in the Corporation.

The members of the Corporation shall be every Owner of a Lot or Multifamily Structure (as such terms are defined in the Declaration hereinafter described) of the property (hereinafter referred to as the "Property") subject to the provisions of a Declaration made by Boise Cascade Building Company (hereinafter referred to as the "Developer") dated February 11, 1971, and recorded among the Land Records of Loudoun County, Virginia, in Deed Book 524, Page 140; provided, however, that any person or entity who holds title merely as security for the performance of an obligation shall not be a member of the Corporation.

The Board of Directors of the Corporation may suspend any person from membership in the Corporation during any period of time when such person is in default of any of his obligations under the Declaration (including, without limitation, the failure to pay any assessment), provided that such default has continued uncured for a period of ten (10) days after written notice thereof to such member.

Section 2. Membership Classes. There shall be the following two classes of voting membership in the Corporation:

The Class A members shall be all Lot Owners (with the exception of the Developer and Owners of Multifamily Structures) and shall be entitled to two (2) votes for each such Lot owned. When more than one person holds an interest in any Lot, all persons shall be members. The votes for such Lot shall be exercised by such persons as they themselves determine, but in no event shall more than two (2) votes be allowed with respect to any Lot.

The Class B members shall be the Owners of Multifamily Structures, and each Owner shall be entitled to one (1) vote for each Living Unit in a Multifamily Structure so owned provided that the vote of the Class B members shall not have a weight in excess of forty-nine percent (49%) of the total vote cast in any matter.

Section 3. Voting Rights in the Corporation.

The members of the Corporation shall have the right to vote for the election and removal of directors and upon such other matters with respect to which a vote of members is required under the Declaration or under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia.

ARTICLE IV

Meeting of Members

Section 1. Annual meeting. The annual meeting of the members shall be held on July 1st of each year commencing with July 1, 1971. Such annual meetings shall be held for the purpose of electing directors and/or for the transaction of such other business as may come before the meeting. If the date fixed for the annual meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day.

Section 2. Special Meeting. 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 may designate any location within Loudoun or Fairfax Counties, 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 of the Corporation, the place of meeting shall be the principal office of the Corporation.

Section 4. Notice of Meetings. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed or delivered not less than ten (10) or more than fifty (50) 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 of the Corporation at his address as shown on the records of the Corporation. In lieu of delivering notice as above, the Corporation may publish notice of any annual or special meeting of members in the manner provided by law. 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. Informal Action by Members. Any action required or permitted by the 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 or ballots constituting one-tenth (1/10) of the total votes of each class of membership shall constitute a quorum at any meeting unless provided otherwise in the Declaration. The act of a majority of each class of membership 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, the Articles of Incorporation, these By-Laws, or by the Declaration.

Action authorized: May 20, 1974

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 regulations shall be binding upon the Corporation and its members.

ARTICLE V

Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its directors.

Section 2. Number and Tenure. The number of Directors shall be nine and a change in the number of directors shall be made only by amendment to the Articles of Incorporation. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years. At each annual meeting thereafter the members shall elect three directors for a term of three years. Any vacancy occurring in the initial or any subsequent 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, or by a sole remaining Director and, if not previously so filled, shall be filled at the next succeeding meeting of the members of the Corporation. At the discretion of the Board, at the time of appointment, any director appointed by the Board, to fill a vacancy, shall either serve as such until the next succeeding annual meeting of the Corporation, or until the expiration of the term of the director whose position he was appointed to fill. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director whose position he was elected to fill. This amendment is to become effective April 4, 1984.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice at such time and place as may be fixed from time to time by resolution of the Board of Directors. If the date fixed for the regular monthly meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day. 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. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors by giving notice thereof as provided in Section 5 of this Article V. Such person calling a special meeting of the Board of Directors may fix any location as the place for holding such special meeting.

Section 5. Notice. When notice of any meeting of the Board of Directors is required, such notice shall be given at least two days previous to such meeting by written notice delivered personally or sent by mail or telegram 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 the telegram is delivered to the telegraph company. Any director may waive notice of any meeting before or after the time of the meeting stated therein. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board 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 Declaration.

Section 6. Quorum. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws or the Declaration, 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 without further notice.

Section 7. 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 8. 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 a director. No director shall receive compensation for any service he may render to the Corporation.

Section 9. Informal Action by Directors. 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 the directors.

Section 10. Removal of Directors. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the Corporation. The vacancy thus created by such a removal shall be filled as provided in Section 2 of this Article V.

ARTICLE VI

Powers and Duties of the Board of Directors

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

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, 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 recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Corporation. Such rights may also be suspended 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 this Corporation and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, 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 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 at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A and Class B members who are entitled to vote;

(b) supervise all officers, agents and employees of the Corporation, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the monthly assessment against each Lot at least thirty (30) days in advance of each monthly assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each monthly assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) procure and maintain adequate liability and hazard insurance on property owned by the Corporation;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained;

(h) cause the exterior of dwellings on Lots to be maintained.

ARTICLE VII

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 from time to time by the Board of Directors. Any two or more offices may be held by the same person, excepting the offices of President and Secretary. The President and Vice President shall be directors 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 first meeting of the Board of Directors following each annual meeting of the members as herein set forth in Article IV. A vacancy in any office of the members 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, except as otherwise provided by law, the Articles of Incorporation, these Bylaws or the Board of Directors, 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. The President shall be the 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 VIII

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 a 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 a resolution adopted by the Board of Directors. Such committees shall perform such duties and 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 IX

Certificates 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. Such certificates shall be signed by the President or 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 certificates shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

ARTICLE X

Books and Records

The books, records and papers of the Corporation shall at all times be subject to inspection by any member during reasonable business hours. The Declaration, 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 XI

Specific Proxies

Section 1. Each member may vote in person at all meetings of the Corporation, and may vote in person or by specific proxy for the election and removal of directors of the Corporation and upon such other matters with respect to which a vote of members is required under the Declaration or under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia.

Section 2. All specific proxies shall be in writing and in an appropriate form approved by the Secretary.

Section 3. All specific proxies must be received by the Secretary of the Corporation, or the Secretary's designated agent, prior to the commencement of the meeting at which the voting shall be held. No person who has voted by specific proxy shall be permitted to vote in person at such meeting, but may vote in person on any other business to come before such meeting.

Action Authorized: May 5, 1976.

ARTICLE XII

Construction

In the event of any conflict between the Declaration and the Articles of Incorporation or the Bylaws, the Declaration shall control; and in the case of any conflict between the Articles of Incorporation and the Bylaws that the Declaration does not resolve, the Articles of Incorporation shall control.

ARTICLE XIII

Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Corporation annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight percent (8%) per annum, and the Corporation may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot or Multifamily Structure.

ARTICLE XIV

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Sugarland Run Homeowners Association, Inc., Commonwealth of Virginia; 1961. (Sic)

ARTICLE XV

Amendments

Section 1. These By-Laws may be altered, amended, or repealed and new By-Laws adopted either: by a vote of one (1) less than one-hundred percent (100%) of the members of the Board of Directors present at the time of voting, except that in a case where no more than five (5) Board members are present, then one hundred percent (100%) of the Board members would be required (to vote affirmatively); or at a regular or special meeting of the members by a vote of ninety percent (90%) of the votes of the membership of the Corporation (or seventy-five percent [75%] of the votes of the membership of the Corporation after January 1, 1991).

Action authorized: December 1, 1976.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XVI

Appropriations

Section 1. All monies appropriated from the reserves of the Corporation must be appropriated either: by a two thirds (2/3) majority of the members of the Board of Directors in attendance at the time of voting, except in a case where five (5) or less Board members are present, in which case one hundred percent (100%) of the Board members present must vote affirmatively, except that no such appropriation may be passed by the Board of Directors if more than fifty percent (50%) of the seated Board members are absent; or at a regular or special meeting of the members by a vote of ninety percent (90%) of the votes of the membership of the Corporation (or seventy-five percent [75%] of the votes of the membership of the Corporation after January 1, 1991).

Action Authorized: December 1, 1976.

SUGARLAND RUN HOMEOWNERS ASSOCIATION, INC.

POLICY RESOLUTION

ASSESSMENT COLLECTION

Procedure Relative to Assessment Collection

WHEREAS, Article V, Section 1 of the Declaration of Sugarland Run Homeowners Association, Inc. (hereinafter referred to as the "Declaration") creates an assessment obligation for the Owners; and

WHEREAS, Article V, Section 1 of the Declaration and Article XIII of the Bylaws authorizes the assessment of interest, costs, and attorney's fees as a personal obligation of the delinquent Owner; and

WHEREAS, Article III, Section 1 of the Bylaws authorizes the Board to suspend any person from membership in the Association during any period of time when such person is in default of any of his obligations under the Declaration;

WHEREAS, there is a need to establish orderly procedures for the billings and collection of said assessments.

NOW, THEREFORE, BE IT RESOLVED THAT the Board duly adopt the following assessment collection procedures:

I. ROUTINE COLLECTIONS

- A. All installments of the annual assessments shall be due and payable on the first day of the applicable month; all special assessments shall be due as specified in the notice of special assessment.
- B. All documents, correspondence and notices relating to the charges shall be mailed to the address which appears on the books of the Association or to such other address as is designated in writing by the Owner. Non-Resident Owners shall furnish the Board of Directors with an address where mail shall be promptly received by the Owner.
- C. Non-receipt of payment coupons, billing statements, or such other devices shall in no way relieve the Owner of the obligation to pay the amount due by the due date.

II. REMEDIES FOR NON-PAYMENT OF ASSESSMENTS

- A. The assessments shall be paid monthly and due the first day of each month. Any assessment that is not paid by the due date shall be delinquent.

- B. The failure of any Owner to pay any monthly assessment within thirty (30) days from the due date shall result in the assessment bearing interest from the date of delinquency at the rate of eight percent (8%) per annum.
- C. In any instance where a check is returned dishonored, a (\$25.00) twenty five dollar returned check charge shall be assessed against the account of the Owner responsible for payment.
- D. Any delinquent account may be referred to legal counsel for collection. Pursuant to Article XIII of the Bylaws, all attorney's fees incurred by the Association in connection with the collection of the delinquent account shall be assessed against the Owners account. Counsel shall initiate appropriate legal action, which may include the filing of a lien and/or suit to collect all sums due the Association, and/or the initiation of a foreclosure on the lien.
- E. After an account becomes delinquent, payment received from an Owner will be credited in the following order of priority:
 - 1. Charges for attorney's fees and court costs;
 - 2. Interest and returned check charges;
 - 3. All other charges and fees incurred by the Association as a result of any violation by an Owner his family, employees, agents, tenants or licensees of the governing instruments of the Sugarland Run Homeowners Association, Inc.;
 - 4. Any and all special assessments;
 - 5. The annual assessment.

III. SUSPENSION OF PRIVILEGES

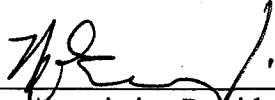
After an account becomes delinquent and after written notice of such default, provided the default has continued uncured for a period of (10) ten days after written notice thereof to such member, the responsible Owner shall no longer be a member in good standing of the Association and shall not be entitled to any of the rights and privileges of membership, including general access and use of the common elements of the Association; with the exception that the right to vote at a meeting of the Association's membership may be suspended at the discretion of the Board of Directors.

IV. EFFECTIVE DATE OF RESOLUTION

This Policy Resolution on Assessment Collection supersedes the Policy Resolution on Assessment Collection that was effective February 7, 2001. The effective date of this resolution is December 1, 2004.

BOARD OF DIRECTORS OF
SUGARLAND RUN HOMEOWNERS ASSOCIATION, INC.

1/5/05
Date

By: 
Association President

This Resolution was reasonably published or circulated throughout the development pursuant to Va. Code Ann. Sec. 55-513, on the 1st day of December, 2004.

RESOLUTION OF THE BOARD OF DIRECTORS
OF SUGARLAND RUN HOMEOWNERS ASSOCIATION

(Policies and Procedures Regarding Violation of Governing Documents)

WHEREAS, Article VI, Section 1(a) of the Association By-Laws grants the Board of Directors the power to adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof; and

WHEREAS, Section 55-513 (B) of the Virginia Property Owners' Association Act provides the Association with the power to suspend a member's right to use facilities or services and to assess charges against members for violations of the governing documents

WHEREAS, the Board of Directors deems it necessary and in the best interests of the Association to establish orderly procedures for the suspension of privileges and the assessment charges against Members for violations of the governing documents.

NOW, THEREFORE, BE IT RESOLVED THAT the following procedures shall be adopted to enforce violations of the governing documents.

I. ACTIONS PRIOR TO INITIATION OF FORMAL RESOLUTION PROCESS

A. Any Member, Owner or Agent of the Association has the authority to request that a Member, Owner or their family members, guests or invitees cease or correct any act or omission which appears to be in violation of the governing documents.

B. Upon receipt of a written complaint, a committee member, the Managing Agent or a member of the Board of Directors may make a preliminary investigation as to the validity of the complaint.

C. The Board of Directors, an Association Committee or the Managing Agent may make initial attempts to secure compliance through correspondence.

II. DEMAND

A. If the preliminary investigation indicates the need for further action, then the Board of Directors or a Committee shall send a written demand letter to the Member at the address which the Member has provided to the Association or to the property address if no other address has been provided. A copy may be sent to the tenant if there is a tenant.

B. The demand letter shall specify the alleged violation, the action required to abate the violation and a date, usually not less than ten (10) days after the date of the demand letter, by which the alleged violation must be remedied. Provided, however, when the violation may constitute a health or safety hazard, demand may be made to remedy the violation within twenty-four (24) hours.

C. If the violation is not remedied by the date set forth in the initial demand letter and second demand letter may be sent. The second demand letter shall state that if the violation is not remedied, the alleged violator must request in writing a hearing to avoid the imposition of charges. The letter shall also state that if no hearing is requested, the Member will be deemed to have waived the opportunity for a hearing and violation charges may be assessed. Notwithstanding the foregoing, the Association may establish a hearing date and hold a hearing to determine the validity of the complaint.

III. NOTICE OF HEARING

A. If the alleged violation is not remedied within the date or time specified in the second demand letter and the Member requests a hearing or if the Board or a Committee determines a hearing is necessary, a notice of hearing shall be sent. The Board of Directors or a Committee shall serve a Notice of Hearing on the charged Member at least fourteen (14) days prior to the hearing by hand delivery or certified mail, return receipt requested, at the address of record with the Association.

B. The Notice of Hearing shall be substantially in the following form, but may include other information.

You are hereby notified that a hearing will be held before the Board at _____ (place) _____ on _____ (date) _____, 199____, at _____ (time) _____ the charge that you are in violation of _____ of the governing documents / architectural guidelines. You may be present at hearing, may be represented by counsel, and may present any relevant evidence regarding the alleged violation. If the Association finds that a violation has occurred or has not been remedied, you may be assessed up to fifty dollars (\$50.00) for a single offense or ten dollars (\$10.00) per day for any offense of a continuing nature.

C. If the charged member advises the Association that they cannot attend the hearing on the scheduled date and indicates times and dates when they would be available, the Association may reschedule the hearing and deliver notice of the new hearing date and time.

IV. HEARING

A. The hearing need not be conducted according to technical rules of evidence applied in a court of law. The hearing shall provide the alleged violator with an opportunity to be heard and to be represented by counsel.

- B. The hearing shall be conducted in private.
- C. At the hearing, the charged party may do the following:
 - (a) make an opening statement;
 - (b) introduce evidence, testimony and witnesses;
 - (c) rebut evidence and testimony;
 - (d) make a closing statement.

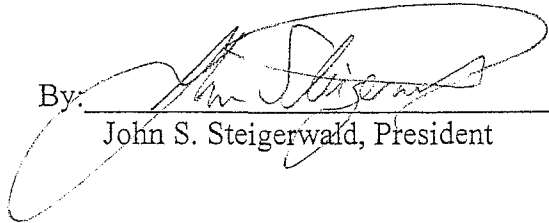
D. Within thirty (30) days of the hearing, the Association shall notify the alleged violator of its decision, the assessment of any charges, and the date from which those charges shall accrue and be due, which date shall not be earlier than the date of the first demand letter or the notice of hearing.

V. SANCTIONS

Disciplinary action imposed by the Association may include, but is not limited to (a) the assessment of charges against the Member in accordance with Section 55-513 (B) of the Virginia Property Owners Association Act and (b) the suspension of the Member's right to use the Association's facilities and services in accordance with Section 55-513 (B) of the Virginia Property Owners Association Act.

This resolution was duly adopted by the Board of Directors this 2nd day of September, 1998.

Sugarland Run Homeowners Association, Inc.

By: 
John S. Steigerwald, President

AMENDMENT TO BY-LAWS OF
SUGARLAND RUN HOMEOWNERS ASSOCIATION
(Annual Meeting Date)

THIS AMENDMENT to the By-Laws of Sugarland Run Homeowners Association, Inc., made and entered into this 7th day of April, 1999, by

W I T N E S S E T H :

WHEREAS, Sugarland Run Homeowners Association (the "Association") is the Association for Sugarland Run, a residential community described in its Declaration, located entirely within the boundaries of the County of Loudoun, Virginia, and recorded in Deed Book 524 at Page 140 among the land records of Loudoun County, Virginia; and

WHEREAS, the Bylaws of Sugarland Run provide that the Annual Meeting shall be held on July 1st of each year; and

WHEREAS, the Board of Directors believes that more members of the Association would be willing and able to attend the Annual Meeting if it were not held so close to Independence Day; and

WHEREAS, one less than one-hundred percent of the members of the Board have voted at a Board Meeting where more than five Board members were present in the affirmative to approve an Amendment to the By-Laws of Sugarland Run Homeowners Association changing the Annual Meeting date from July 1st of each year to the 2nd Wednesday of November each year, pursuant to Article XV, Section 1 of the Bylaws,

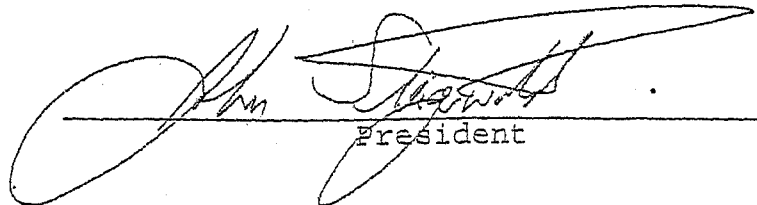
NOW THEREFORE, the By-Laws of Sugarland Run Homeowners Association are hereby amended as follows:

FOLLOWS:

Section 1. Annual meeting. The annual meeting of the members shall be held on the 2nd Wednesday of November of each year commencing with November 10, 1999. Such annual meetings shall be held for the purpose of electing directors and/or for the transaction of such other business as may come before the meeting. If the date fixed for the annual meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day.

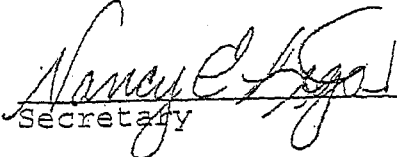
This Amendment shall become effective on April 7, 1999. Any current member of the Board of Directors or elected member of the Architectural Committee whose term was due to expire at the July 1, 1999 Annual Meeting, shall continue to serve as a "holdover" member until the Annual Meeting on November 10, 1999.

IN WITNESS WHEREOF, and further, in certification that one less than one-hundred percent of the members of the Board have voted at a Board Meeting where more than five Board members were present in the affirmative to approve an Amendment to By-Laws of Sugarland Run Homeowners Association changing the Annual Meeting date from July 1st of each year to the 2nd Wednesday of November each year the foregoing Amendment is executed by the President and the Secretary of Sugarland Run Homeowners Association on this 7th day of April, 1999.



President

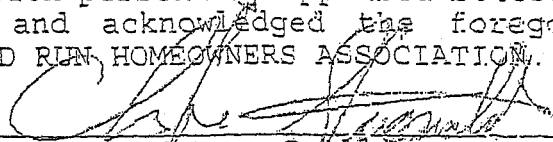
ATTEST:



Secretary

COUNTY OF LOUDOUN, to wit,

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that John Steinwald, President of Sugarland Run Homeowners Association personally appeared before me in the jurisdiction aforesaid and acknowledged the foregoing AMENDMENT TO BY-LAWS OF SUGARLAND RUN HOMEOWNERS ASSOCIATION.



Notary Public

My Commission Expires: My Comm. Exps. 3/31, 2000

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