

**AMENDED AND RESTATED
BY-LAWS OF
THE GREENS OF PARK RIDGE HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, on July 18, 2017, the Greens of Park Ridge Homeowners Association, Inc.'s ("Association") Board of Directors adopted the original By-Laws of the Association; and

WHEREAS, the Board of Directors now deems it appropriate to update those original By-Laws to reflect current law and practices of the Association; and

WHEREAS, Article XIV of the Association's original By-Laws provides that the By-Laws may be amended at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B Membership; and

WHEREAS, as of the date of adoption of these Amended and Restated By-Laws, there is no Class B Membership of the Association; and

WHEREAS, at a special meeting of the Members, on July 18, 2017, the following Amended and Restated By-Laws were adopted by a vote of a majority of a quorum of Members present in person or by proxy at a special meeting of the Members which occurred on July 18, 2017.

ARTICLE I
NAME AND LOCATION

The name of the corporation is THE GREENS OF PARK RIDGE HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as the "Association". The principal office of the Association shall be located at 10494 Business Center Court, Manassas, VA 20110, 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

Section 1. "Association" shall mean and refer to THE GREENS OF PARK RIDGE HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Common Area" shall mean any real property (including the improvements thereto) which may now be owned or hereafter be acquired by the Association for the common use and enjoyment of the Members of the Association. Common Area owned by the Association as of the adoption of these By-Laws is described more particularly as all property, excepting any subdivided Lots, located upon Exhibit A to the Declaration.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property recorded in the Office of the Clerk of the Circuit Court of Stafford County, Virginia, on July 24, 1994, at Deed Book 1025, Page 246, and as may be amended via the recording of any Supplemental or Amended Declaration.

Section 4. "Dwelling Unit" shall mean and refer to any portion of the Property intended for any type of independent ownership and for use and occupancy as a residence by a single household and shall, unless otherwise specified, include within its meaning (by way of illustration but not limitation) patio or zero lot line homes, townhouses and detached homes.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Property upon which a Dwelling Unit could be constructed in accordance with applicable zoning ordinances, with the exception of the Common Area and streets dedicated to public use.

Section 6. "Members" shall mean and refer to every person or entity who holds a Membership in the Association.

Section 7. "Mortgagee" shall mean and refer to any person or entity secured by a first mortgage or first deed of trust on any Lot or the Common Area who has notified the Association of this fact.

Section 8. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot, as described above, including contract sellers, but excluding those holding such interest merely as security for the performance of an obligation.

Section 9. "Private Streets" shall mean and refer to the paved Private Streets which are designated on the subdivision plat for PARK RIDGE Section 7A (recorded or to be recorded among the land records of Stafford County, Virginia) as Fulton Drive, Joplin Court, Saxony Drive and Wellington Drive, and such Private Streets as may be shown on plats which may be recorded for Sections 7-B, 7-C, and 7-D of PARK RIDGE at such time as such properties are brought within the jurisdiction of the Association. All Private Streets within PARK RIDGE Section 7-A are located within Parcel A. The Private Streets are owned by The Greens of Park Ridge Homeowners Association, Inc. and shall be maintained thereby.

Section 10. "Property" shall mean and refer to that certain real property described as Exhibit A to the Declaration, and such additions thereto which from time to time may be brought within the jurisdiction of the Association.

All other terms herein shall have the meaning prescribed to them by the Virginia Property Owners' Association Act.

ARTICLE III
MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for Membership. No Owner shall have more than one (1) Membership for one (1) Lot in the Association.

ARTICLE IV VOTING RIGHTS

All Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for Membership by Article III. When more than one (1) person holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE V BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors who must be residents and Members or spouses of Members of the Association. The Board of Directors shall be composed of at least three (3) and no more than five (5) Members. The size of the Board may be increased or decreased within the stated limit, upon the vote of the Board.

Section 2. Election. Directors shall be elected for terms of three (3) years at the Annual Meeting. The terms of the serving directors shall be staggered so that at least one of the director's terms is expiring each year and no more than 1/3 of the directors' terms are expiring at any given election.

Section 3. Removal and Resignation. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association, at a meeting where quorum is satisfied. 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 his/her predecessor. A Director shall be deemed to have resigned from the Board, at its option, if he/she fails to attend three (3) consecutive regular Board meetings, without excuse from the remaining Members of the Board.

Section 4. 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.

Section 5. Action Taken Without a Meeting. The Directors 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 Directors. Any action so proposed shall have the same effect as though taken at a meeting of the Directors.

Section 6. Electronic Attendance at Meetings. Directors may conduct a meeting using the most advanced technology available, including, but not limited to, real-time computer interfacing and telephone, provided that at least two Directors are present together, in-person, at the location of the meeting, and that all Directors and attendees of the meeting, can hear each other.

Section 7. Indemnification. Each Director, officer or Committee Member of the Association, 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 negligence or willful misconduct.

ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held, at least quarterly, at such place, date and hour as may be fixed from time to time by 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 one (1) day notice to each Director.

Section 3. Quorum. A majority of the number of 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.

Section 4. Notice to Members and Directors. Notice of Board meetings shall be posted to the Membership through any means reasonably calculated to reach a majority of the Members of the Association. Such methods may include, but are not limited to, email, bulletin board posting, or mailings. Notice to Directors may be accomplished via any method so agreed upon by the Board of Directors. A Director or Member's, attendance at any meeting of the Board shall be deemed a waiver of notice, unless an objection regarding deficiency of notice is made at that meeting.

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the Annual Meeting or via advance submission to the Association of a

written request to be nominated by the candidate or another Member. Notwithstanding the foregoing, no such nomination shall be considered effective unless the candidate consents to such nomination in writing or in-person at the Annual Meeting.

Section 2. Election. Election to the Board of Directors shall be by written ballot, except that a vote by acclamation of the members present, in person or via proxy, may be utilized in appropriate cases where the number of candidates is equal to the number of vacancies up for election. At such election, the Members or their proxies may cast, in 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.

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) to adopt and publish rules and regulations governing the use of the Common Area and facilities, as well as the Lots, and the personal conduct of the Members and their guests thereon and to establish penalties for the infraction thereof, including the suspension of voting and use privileges related to the Common Areas, as well as the imposition of monetary charges in accordance with applicable law;

(b) to suspend a Member's voting rights and right to use the Common Areas, including recreational facilities, during any period in which such Member shall be in default in the payment of any assessment levied against said Member by the Association. Such rights may also be suspended after notice and opportunity for a hearing, for a period not to exceed sixty (60) days, for a fraction of published rules and regulations. No assessment shall be refunded in the event of suspension.

(c) to exercise for the Association all powers, duties and authority vested in or delegated to this Association and/or the Board of Directors, not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

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

(e) to employ a manager, an independent contractor and such other employees as they deem necessary, and to prescribe their duties;

(f) to grant easements and licenses over the Common Area and Lots for any purpose which is consistent with the residential nature of the Property;

(g) to execute deeds of boundary line adjustment and/or resubdivision and deeds of conveyance in connection therewith, as authorized by the Declaration; and

(h) to borrow money and pledge assets of the Association, in accordance with any more specific terms stated herein or the Articles of Incorporation or Declaration.

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

(a) to 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 Members who are entitled to vote;

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

(c) as more fully provided herein and in the Declaration:

(i) to fix the amount of annual Membership assessment against each Lot at least thirty (30) days in advance of the Annual Assessment period; and

(ii) to send written notices of each Membership assessment to every Owner subject thereto at least thirty (30) days in advance of the Annual Assessment period;

(d) to issue, or cause an appropriate officer to issue, upon demand a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence that any assessment the rein stated to have been paid has been paid;

(e) to procure and maintain adequate liability insurance which shall contain a severability of interest clause or endorsement and which shall preclude the insurer from denying the claim of any Owner because of the negligent acts of the Association or other Owners, and to procure adequate hazard insurance on the Common Area, and any easement areas of which the Association is the beneficiary;

(f) to cause all officers or employees having fiscal responsibilities to be bonded, as set forth in the Declaration and as it may deem appropriate;

(g) to cause the Common Area to be maintained in accordance with the standards adopted by the Board; and

(h) to provide for the maintenance of an appropriate reserve fund for the Association to fund capital improvements, repairs and replacements, and/or extraordinary and unbudgeted expenses.

ARTICLE IX
COMMITTEES

The Board of Directors may appoint an Architectural Review Board as provided in the Declaration. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes. The Members of any established committee serve at the pleasure of the Board and may be removed with or without cause at any time.

ARTICLE X MEETING OF MEMBERS

Section 1. Annual Meetings. The Association shall conduct regular Annual Meetings of the Membership, at such day, times and locations (within Stafford County, Virginia) as shall be set by the Board of Directors. Failure to conduct an Annual Meeting shall not invalidate the corporate status or existence of the Association, or invalidate otherwise valid corporate act.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of Members who are entitled to vote one-fourth (1/4) of all of the votes 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 or person authorized to call the meeting by delivering or mailing a copy of such notice, postage prepaid, at least fifteen (15) 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. In addition to this method of notice, the Association may send Member meeting notices using the most advanced technology available at that time of issuance, if such use is a generally accepted business practice. For example, as of the date of the adopt of these By-Laws, transmission of meeting notices via electronic mail, upon receipt of a valid email address from a particular Member, is an appropriate method of delivery of notice. A Member who attends a meeting, except for the purpose of objecting to proper notice, shall be deemed to have received proper notice of the meeting.

Section 4. Quorum. The presence at the meeting of Members or their proxies entitled to cast fifteen percent (15%) of all of the votes of the Membership 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 call another meeting, without further notice, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of its Lot. A proxy that was valid for an initial meeting where quorum was not satisfied, shall be effective for purposes of any subsequent meeting called with a reduced quorum requirement, as described in Section 4 herein.

Section 6. Voting Rights and Required Approval. Each Lot shall be entitled to cast one (1) vote for any particular matter subject to a Membership vote. Any Owner of record of a Lot may cast that Lot's vote. A majority of the votes cast by the Members at a meeting of Members duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, except as otherwise required by the Articles of Incorporation, the Declaration or these By-Laws.

Section 7. Alternative Voting Methods. Any vote, consent or approval of any matter described pursuant to the Declaration or these By-Laws may be accomplished by electronic transmission or the most advanced technology available at the time of submission if such use is a generally accepted business practice, in accordance with applicable Virginia law.

ARTICLE XI **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 Members of the Board of Directors, a secretary, and a treasurer and such other officers as the Board may elect from time to time. All other officers of the Board need not be Members of the Association or the Board.

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, or is removed, or otherwise disqualified 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 take effect on the date of receipt of such notice or at any 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 shall be filled by appointment by the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

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 Section 4 of 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 and any membership meeting, shall see that orders and resolutions of the Board are carried out, and shall sign all leases, mortgages, deeds and other written instruments;

(b) Vice President: The Vice President shall act in the place and stead of the President in the event of his/her 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 of the Association, together with their addresses, and shall 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 shall disburse such funds as directed by the Board of Directors; shall sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular Annual Meeting and deliver a copy of each to the Members.

ARTICLE XII BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association. The Association may levy reasonable costs for administration of record inspections and production, in accordance with applicable Virginia law.

ARTICLE XIII CORPORATE SEAL

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

ARTICLE XIV AMENDMENTS

These By-Laws may be amended at a regular or special meeting of the Members by a vote of the majority of a quorum of Members present in person or by proxy, or via a written instrument signed by at least fifty-one percent (51%) of the total votes of the Membership.

ARTICLE XV
SPECIAL AMENDMENTS

At any time and from time to time, the Board of Directors may make any amendment required by any of the federal mortgage agencies such as the Veterans Administration, the Federal Housing Administration, Federal National Mortgage Association, or Federal Home Loan Mortgage Corporation, or by Stafford County, Virginia, as a condition of the approval of these By-Laws.

ARTICLE XVI
MISCELLANEOUS

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, unless otherwise determined by the Board of Directors.

Section 2. 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, the Board of Directors of The Greens of Park Ridge Homeowners Association. Inc. has caused these Amended and Restated By-Laws to be executed in its name on behalf of the Association following the adoption of this document via the assent of a majority of the votes of the Owners, at a meeting duly called for this purpose at which quorum was present, pursuant to Article XIV of the Bylaws


President.


Secretary

CERTIFICATION

I, the undersigned, do hereby certify:

I am the duly elected and acting President of The Greens of Park Ridge Homeowners Association Inc., a Virginia property owners' association located in Stafford, VA, established pursuant to a Declaration of Covenants, Conditions and Restrictions initially recorded in Land Records of Stafford County on July 24, 1994, at Deed Book 1025, Page 246. Further, that the foregoing constitutes the Amended and Restated By-Laws of the Association as duly adopted by via the assent of a majority of the votes of the Owners, at a meeting duly called for this purpose and at which quorum was met, which occurred on July 18, 2017, pursuant to Article XIV of the By-Laws. In witness whereof, I have hereunto subscribed my name and affixed the seal of The Greens of Park Ridge Homeowners Association, Inc. this 14th day of September, 2017.

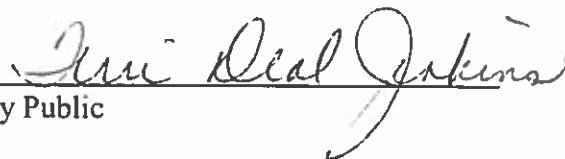


President

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Stafford

On this 14th day of September, 2017, before me, the undersigned notary public, personally appeared Andrew Miles, the Greens of Park Ridge Homeowners Association, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

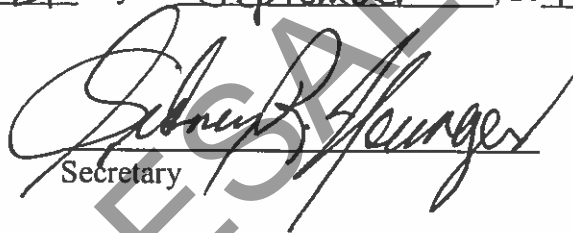
My Commission Expires: July 31, 2021



CERTIFICATION

I, the undersigned, do hereby certify:

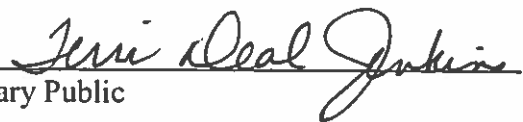
I am the duly elected and acting Secretary of The Greens of Park Ridge Homeowners Association Inc., a Virginia property owners' association located in Stafford, VA, established pursuant to a Declaration of Covenants, Conditions and Restrictions initially recorded in Land Records of Stafford County on July 24, 1994, at Deed Book 1025, Page 246. Further, that the foregoing constitutes the Amended and Restated By-Laws of the Association as duly adopted by a majority of the votes of the Owners, at a meeting duly called for this purpose and at which quorum was met, which occurred on July 18, 2017, pursuant to Article XIV of the By-Laws. In witness whereof, I have hereunto subscribed my name and affixed the seal of The Greens of Park Ridge Homeowners Association, Inc. this 24th day of September, 2017.


Secretary

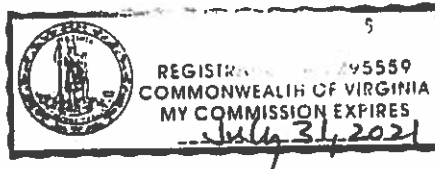
COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Stafford

On this 24th day of September, 2017, before me, the undersigned notary public, personally appeared Sidney R. Younger, the Greens of Park Ridge Homeowners Association, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

My Commission Expires: July 31, 2021



NOT FOR RESALE