

BYLAWS
OF
CAMPUS EAST COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Campus East Community Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 4500 Holland Office Park, Suite 312, Virginia Beach, Virginia 23452, but meetings of members and directors may be held at such place within the State of Virginia, City of Virginia Beach as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to CAMPUS EAST COMMUNITY ASSOCIATION, its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 3. "Declarant" shall mean and refer to Campus East Associates, a Virginia corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purposes of development.

Section 4. "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions to be executed and recorded by Declarant which are designed to regulate the development and operation of the community known or to be known as "Campus East" in the City of Virginia Beach, Virginia, as the same may from time to time be amended and supplemented.

Section 5. "Campus East" shall mean all real property located in the City of Virginia Beach, State of Virginia, which becomes subject to the Declaration hereinbefore mentioned, together with such other real property as may from time to time be annexed thereto.

Section 6. "Living Unit" shall mean and refer to any portion of a Multi-Family Structure situated upon the Properties designed and intended for use and occupancy as a residence by a single family regardless of the form of ownership.

Section 7. "Lot" shall mean any parcel of real property designed as a Lot on any recorded Subdivision Plat within Campus East, with the exception of the Common Area.

Section 8. "Owner(s)" shall mean and refer to the record owner, whether one or more persons or entities, of equitable or beneficial title (or legal title if same has merged) of any Lot or of any Living Unit. The foregoing does not include persons or entities who hold an interest in any Lot or Living Unit merely as security for the performance of any obligation. Except as stated otherwise herein, "Owner" shall not include one who was merely contracted to purchase any property or a lessee or tenant, of any apartment, condominium, or a Single Family Residence. The term "Owner" shall not include a Developer, who for this Declaration shall be defined as a builder, contractor, investor or other person or entity who purchases a Lot in Campus East for the purpose of resale thereof to a Public Purchaser, or for the purpose of constructing improvements thereon for resale to a Public Purchaser. For the purposes of Article IV of the Declaration only, unless the context otherwise requires, "Owner" shall also include the family, invitees, licensees and lessees of any Owner, together with any other person or parties holding any possessory interest granted by such Owner in any Lot.

Section 9. "Properties" shall mean and refer to that certain real property described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 10. "FHA" and "VA" shall mean the Federal Housing Administration and the Veterans Administration, respectively.

Section 11. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 12. All other definitions shall be as set forth in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of the transfer of the Common Area to the Association, and each subsequent regular annual meeting of the members shall be held on

the same day of the same month of each year thereafter, at the hour of eight o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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 the non-Declarant members who are entitled to vote one-fourth (1/4) of all the votes outstanding in non-Declarant memberships.

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 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, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of 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 from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

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 his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number and Term of Office. The affairs of this Association shall be managed by a board of not more than nine (9) nor less than three (3) directors except that the initial Board of Directors shall be composed of three (3) members. The Directors need not be members of the Association and need not be residents of Virginia. The number of Directors may be changed by amendments of these By-Laws.

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; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

Section 2. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or, removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. 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 approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting subject to procedural rules adopted by the Board. Such rules shall not be established so as to exclude any member desiring to be a candidate or desiring to submit the name of a candidate from so doing. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members and shall serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be from among members or non-members. The Nominating Committee shall be announced at the annual meeting which follows its appointment.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. 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 VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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 directors, after not less than three (3) days' 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.

ARTICLE VII

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 Areas 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 Association. 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 Association all powers, duties and authority vested in or delegated to this Association 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, and 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 all the votes outstanding in non-Declarant memberships;

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

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

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

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual 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 of Directors 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 Association;

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

(g) cause the Common Areas to be maintained;

(h) approve an annual budget.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of this 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 of Directors may from time to time by resolution create.

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 of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be 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 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 later time specified therein, and unless otherwise specified therein,

the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he 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:

President

(a) the president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall sign all promissory notes; and checks from such accounts as the Board may from time to time determine. He shall make appointments of Committee Chairmen of all Standing Committees.

Vice-President

(b) the vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) 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 on 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.

Treasurer

(d) the treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; 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 be the chief officer responsible for the preparation of an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and shall deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

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, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association 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 nine percent (9%) per annum, and the

Association 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 Areas or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Campus East Community Association, Inc." and "SEAL," or some abbreviated form of the same.

ARTICLE XIII

AMENDMENTS

Section 1. These 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 Declarant's class of membership.

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

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of Campus East Community Association, Inc., have hereunto set our hands this _____ day of _____, 1985.

JACK AINSLEY

JOHN WESLEY

BRUCE A. DAMM

SUE GREGORY

THOMAS COOK

COMMONWEALTH OF VIRGINIA
AT LARGE

The foregoing instrument was acknowledged before me this _____ day of _____, 1985, by Jack Ainsley, John Wesley, Bruce A. Damm, Sue Gregory and Thomas Cook as Directors of Campus East Community Association, Inc., a Virginia corporation on behalf of the corporation.

Notary Public

My Commission Expires:

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of
_____, a Virginia corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ day of _____, 1985.

Secretary

Amendment to the By-Laws
Of the
Campus East Community Association, Inc.

This amendment to the by-laws of Campus East Community Association, Inc., located in the city of Virginia Beach, Virginia, was approved on the 4th day of April 2002 by Campus East Community Association, Inc., a Virginia, non-profit, non-stock corporation, hereinafter called "Association."

Amendment change to Section 1 of Article IV:

Number and Term of Office:

Board members of the community must be homeowners in good standing. In addition, the principal residence of the president and vice president of the Board shall be within the Campus East Community.

Amendment creating Section 9 to Article VIII:

Contractual Agreements:

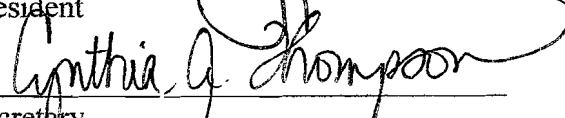
No Board member may enter into a contractual agreement to provide a service to the community and association either personally or in connection with any business in which they are employed and/or have full or partial ownership.

Certification

I hereby certify that the requisite majority of the unit owners agreed to the Amendment of the By-Laws to which this certification is amended, and evidenced their agreement thereto by execution of their ratification, which ratifications are annexed to the Amendment of the By-Laws.

Campus East Community Association, Inc.



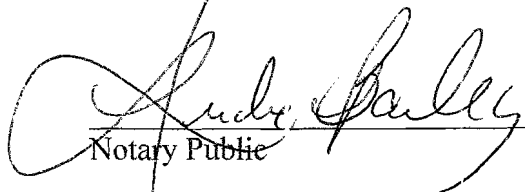
President


Secretary

The foregoing certification was acknowledged before me this 2 day of Dec 2002 by Ashley McLeod, President of Campus East Community Association, Inc., a Virginia corporation, on behalf of the corporation.

My commission expires:

9-30-05



Notary Public

DN 00 20100004

AMENDMENT TO THE BYLAWS OF CAMPUS EAST COMMUNITY ASSOCIATION

THIS AMENDMENT to the Bylaws of Campus East Community Association, Inc. located in the City of Virginia Beach, Virginia, was approved on the 12th day of November, 1993 by Campus East Community Association, Inc., a Virginia non-profit, non-stock corporation, hereinafter called "Association."

WHEREAS the Association's instruments for Campus East Community Association were recorded on January 7, 1983 in the Clerk's Office of the Circuit Court of Virginia Beach, Virginia in Deed Book 2234 at page 760; and

WHEREAS, the Association desires to make certain amendments to the Bylaws as provided by Article XIII, Section 1 thereof; and

WHEREAS, the Bylaws set the day, date, and time for the Annual Meeting of the Homeowners; and

WHEREAS, the Board of Directors and other members find the day, date, and time required by the Bylaws to be overly restrictive and having a negative impact on the attendance of the meetings; and

WHEREAS, the members desire to permit the Board of Directors to set the day, date, and time of the meeting at the discretion of a majority of the members of the Board of Directors;

NOW THEREFORE, be it so resolved that the Bylaws of Campus East Community Association, Inc., recorded among the land records in the Circuit Court of the City of Virginia Beach, Virginia in Deed Book 2234 at page 760 be amended as follows:

THAT Article III, Section 1. of the Bylaws be amended to read as follows:

"The first annual meeting of the members shall be held within one (1) year from the date of the transfer of the Common Area to the Association, and each subsequent meeting of the members shall be held on a day, date, and time in the month of November as shall be determined by the Board of Directors."

IN WITNESS WHEREOF, the Association has caused this

Attest

Campus East Community
Association, Inc.

Mary A. Trotter
Secretary

Kathleen Hinton
President

STATE OF VIRGINIA)
) to wit:
CITY OF VIRGINIA BEACH)

The foregoing instrument was acknowledged before me this 31ST
day of November, 1998, by Kathleen Hinton, President of the Campus
East Community Association, Inc., a Virginia corporation, on behalf of
the corporation.

My commission expires:

1/31/97
Genia E. Owens
Notary Public

CERTIFICATION

I HEREBY CERTIFY that the requisite majority of the unit owners agreed to the Amendment of the Bylaws to which this Certification is annexed, and evidenced their agreement thereto by the execution of their ratifications, which ratifications are annexed to the Amendment of the Bylaws.

Attest

Campus East Community
Association, Inc.

Mary A. Toller
Secretary

Kathleen Hinton
President

STATE OF VIRGINIA)
) to wit:
CITY OF VIRGINIA BEACH)

The foregoing Certification was acknowledged before me this 31ST day of January, 1993 by Kathleen Hinton, President of Campus East Community Association, Inc., a Virginia corporation, on behalf of the corporation.

My commission expires:

1/31/94
Verita E. Choper
Notary Public

**RECORDED WITH
CERTIFICATE ANNEXED**

94 JUN -3 AM 10: 24

\$58.1-802 TAXES PAID \$
VIRGINIA BEACH, VA.

TESTE: Shirley Hunt
CLERK, CIRCUIT COURT

CERTIFICATION

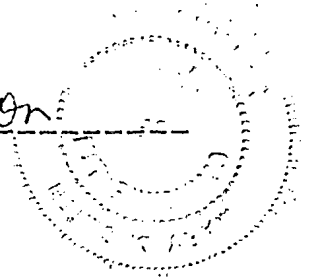
I HEREBY CERTIFY that the requisite majority of the unit owners agreed to the Amendment of the By-Laws to which this Certification is annexed, and evidenced their agreement thereto by the execution of their ratifications, which ratifications are annexed to the Amendment of the By-Laws.

Attest

Campus East Community
Association, Inc.

Mary A. Trotta
Secretary

Kathleen Hinton
President



STATE OF VIRGINIA)
) to wit:
CITY OF VIRGINIA BEACH)

The foregoing Certification was acknowledged before me this 26th day of January, 1995, by Kathleen Hinton, President of Campus East Community Association, Inc., a Virginia corporation, on behalf of the corporation.

My commission expires:
July 31, 1996

Mary D. Smith
MARY D. SMITH
Notary Public

"The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-twentieth (1/20) of the votes of the votes of each class of 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 from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented."

THAT Article VII, Section 1., paragraph (b) of the By-Laws be amended to read as follows:

"(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 Association. Such rights may also be suspended after notice and hearing, for an indefinite period for infraction of published rules and regulations."

IN WITNESS WHEREOF, the Association has caused this instrument to be executed by the duly authorized officers.

Attest:

Campus East Community Association, Inc.

Mary A. Trotter
Secretary

Kathleen Hinton
President

STATE OF VIRGINIA)
) to wit:
CITY OF VIRGINIA BEACH)

The foregoing instrument was acknowledged before me this 26th day of January, 1995, by Kathleen Hinton, President of the Campus East Community Association, Inc., a Virginia corporation, on behalf of the corporation.

My commission expires:

July 31, 1996
Mary D. Smith
Notary Public

RECORDED WITH
CERTIFICATE ANNEXED
95 JAN 31 AM 11:27

\$58.1-802 TAXES PAID \$
VIRGINIA BEACH, VA.
TESTE: Kathleen Hinton
CLERK, CIRCUIT COURT