

AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BENTANA WOODS WEST CLUSTER ASSOCIATION
As adopted April 21, 1974

Articles 3 and 4 of the Articles of Incorporation of the corporation are hereby amended as follows:

"3. Provisions for the regulation of the internal affairs of the corporation are:

"(a) The corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the corporation shall be distributed, upon dissolution or otherwise, to any individual. The corporation may pay compensation in reasonable amounts to its members, directors, or officers, for services, including pensions.

"(b) There shall be two classes of membership in the corporation: (1) members and (2) associate members.

"(1) Subject to the provisions of paragraph (d) of this Article, members of the corporation shall include:

"[a] Bennett of Virginia, Inc., a Virginia corporation, and any successor to all or substantially all

of its business of developing the Bentana Woods community in Reston (referred to herein as the "Developer of Townhouses"); and

"[b] All persons owning of record any lot or dwelling unit on the Property (except a person taking title as security for the payment of money or the performance of an obligation).

"(2) Subject to the provisions of paragraph (d) of this Article, associate members of the corporation shall include all persons who, not owning of record any dwelling unit on the Property, occupy any dwelling unit as their residence pursuant to a valid lease with the owner of record.

"(c) The qualifications for membership in the corporation set forth herein shall be the only qualifications for such membership.

"(d) No person shall be a member of the corporation after he ceases to be the owner of record of any lot or dwelling unit on the Property. No person shall be an associate member of the corporation after he ceases to reside in any dwelling unit on the Property pursuant to a valid lease with the owner of record.

"(e) Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under the Deed of Resubdivision and Easement Agreement with respect to the dwelling unit he owns. Each member and associate member of the corporation, by becoming such, agrees that he shall be personally responsible for compliance by himself, his family, guests, and invitees, with the provisions of the said Deed and the rules and regulations adopted by the corporation with respect to the Property.

"(f) The directors of the corporation, by a two-thirds vote, may, after affording the member or associate member concerned an opportunity to be heard, suspend the membership rights (including voting rights) and privileges of any member or associate member of the corporation during any period of time when there exists a violation of any of the provisions of the Deed of Resubdivision and Easement Agreement (which violation may, in the case of members, include failure to make any payment to the corporation when due and payable under the terms of the said Deed) with respect to the lot or dwelling unit he owns, or the dwelling unit in which he resides;

or when he is in violation of any rule or regulation adopted by the corporation with respect to the Property. In addition, the corporation is empowered to take whatever legal action it deems necessary to remedy effectively any such violations, including the power to sue, defend, or compromise any disputes or claims.

"(g) Each member (other than the Developer of Townhouses) actually residing in the dwelling unit with respect to which he is entitled to vote, each associate member of the corporation, and the Developer of Townhouses shall have the right to vote for the election and removal of directors and on such other matters as a vote of members is required under these Articles, the By-Laws of the corporation, or the provisions of Chapter 2 of Title 13.1 of the Code of Virginia. Each member (other than the Developer of Townhouses) actually residing in the dwelling unit with respect to which he is entitled to vote and the Developer of Townhouses (but not associate members) of the corporation shall also have the right to vote on the approval of the annual budget of the corporation and on any proposal to adjust the amount of assessment for association dues. Only a member (other than the Developer of Townhouses) or associate member actually residing in the dwelling unit with

respect to which he is entitled to vote, shall have the right to vote on any matter.

"(h) The number of votes which any member or associate member shall be entitled to cast in any meeting where he is entitled to vote shall be established as follows:

"(1) Each member of the corporation (other than the Developer of Townhouses) shall have one vote, except that when any dwelling unit on the Property is owned of record in joint tenancy or tenancy-in-common, or in any manner of joint or common ownership, such owners shall collectively be entitled to only that number of votes to which one person would be entitled were he the sole owner of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the owners of record of such dwelling unit who are entitled to vote with respect thereto.

"(2) Each associate member of the corporation shall have one vote, except that when any dwelling unit on the Property is leased by more than one person, such lessees shall collectively be entitled to only that number of votes to which one person would be entitled were he the sole lessee of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the lessees of such dwelling unit who are entitled to vote

with respect thereto.

"(3) The Developer of Townhouses shall have the number of votes equal to the number of dwelling units or lots owned of record by it.

"(i) The directors may make such regulations as they deem advisable for any meeting of members or associate members, in regard to proof of membership in the corporation, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem appropriate.

"(j) The corporation may contract with the Developer of Townhouses or with any other person for the performance, as its agent, of any of the powers, duties, or functions of the corporation which may be lawfully delegated by it.

"(k) Subject to the conditions and qualifications set forth in the Virginia Nonstock Corporations Act, Chapter 2 of Title 13.1 of the Code of Virginia, the corporation shall indemnify any director or officer, or former director or officer, or any person who may have served at its request as a director or officer of another corporation in which it owns or owned shares of capital stock or of which it is or

was a creditor, and the personal representatives of any of the foregoing, against any and all expenses, including attorneys' fees, judgments, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by him in connection with the defense or settlement of any claim, action, suit, or proceeding in which he is made a party, or is a party, or which may be asserted against him by reason of his being or having been such a director or officer, or in connection with an appeal therein, unless he, or his testator, or intestate shall be finally adjudged, in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of members and associate members, or otherwise.

"(1) The corporation shall exist perpetually.

"4. The management of the affairs of the corporation shall be vested in the directors. Only members (which term as applied to the Developer of Townhouses shall include designees) and associate members of the corporation shall

be eligible to serve as directors of the corporation, provided that the number of associate members serving as directors at any given time shall never exceed one-third of the total number of directors. All directors shall serve for a term of two (2) years, provided that approximately half of the total number of directors shall be elected annually. With respect to those directors first elected following adoption of this Amendment to the Articles of Incorporation, lots shall be drawn to determine which should serve a one-year term. All directors shall be elected by a majority vote of members and associate members at the annual meeting of members and associate members or at any other membership meeting called for that purpose. All elections shall be held by secret ballot. Any vacancy occurring in the number of directors may be filled on an interim basis at any meeting of the Board of Directors by a majority vote of the remaining directors (even though less than a quorum) or by a sole remaining director, until a special meeting of the corporation can be called. Such special meeting for the purpose of electing a new director or directors shall be held within three months of the time the vacancy or vacancies occur. Any

director elected to fill a vacancy shall serve as a director until the expiration of the term of the director whose position he was elected to fill. A director may be removed from office at any meeting of members and associate members called expressly for that purpose, with or without cause, by such vote as would suffice for his election."