

BY-LAWS
OF
VICTORIA STATION HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is VICTORIA STATION HOMEOWNERS ASSOCIATION, INC. The principal office of the corporation shall be located at 200 East Mt. Harmony Road, Box 4B-A, Owings, Maryland, 20736, but the meetings of the members and the Board of Directors may be held at such places within the State of Maryland, as may be designated from time to time by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Victoria Station Homeowners Association, Inc., its successors and assigns.

Section 2. "Property" shall mean and refer to the real property described in the Declaration recorded among the Land Records of Calvert County, Maryland in Liber 396, Folio 543.

Section 3. "Open Space" shall mean any and all areas of land designated on any recorded subdivision plat of the Property as set aside and intended for common use and enjoyment of the Owners of Lots, including designated open space lots, parking areas, and all areas delineated upon the recorded subdivision plat of the property neither lying within the property lines of residence lots, nor herein specifically designated "Open Space".

Section 4. "Lot" shall mean and refer to any of the land shown upon any recorded subdivision map of the Property, with the exception of the Open Space.

Section 5. "Member" shall mean and refer to every person or entity who holds a membership in the Association.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Declarant" shall mean and refer to the developer, Bay Mills Construction Co., Inc., and any of its successors and assigns which acquire title to more than one undeveloped lot either by sale, assignment or foreclosure of a security instrument to which any portion of the Property is subject.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Easements, Charges and Liens applicable to the Property recorded among the Land Records of Calvert County, Maryland.

ARTICLE III

MEMBERSHIP

Section 1. Membership. Qualifications for membership shall be as defined in the Articles of Incorporation.

Section 2. Suspension of Membership. During any period in which a Member shall be in default for more than sixty (60) days, in the payment of any annual or special assessment levied by the Association, the voting rights and right to use the recreational facilities of such Member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a Member may also be suspended, after notice and hearing, for a period of not to exceed thirty (30) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Open Space, the facilities, and the affairs of the Community.

ARTICLE IV

PROPERTY RIGHTS, RIGHTS OF ENJOYMENT

Section 1. Tenants, Guests, Non-resident Owners. The rights of enjoyment set forth in the Declaration shall extend to any person who is lawfully present on the Property, either (i) as a resident living on a Lot, or (ii) as a guest of such a resident and he shall be deemed to have the same rights as a Member of the Association or an owner of the particular Lot; and any person who is an owner of a Lot or a Member of the Association, but who does not actually and lawfully reside on the Lot or any other Lot shall be deemed not to have the right of a Member under the Declaration.

ARTICLE V

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE.

Section 1. Number. As of and after the first annual meeting of Members, the affairs of this Association shall be managed by a Board of five directors, who need not be members of the Association; prior to said meeting, the affairs of the Association shall be managed by the Directors named in the Articles of Incorporation.

Section 2. Election. At the first annual meeting, the Members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years, and at each annual meeting thereafter, the Members shall elect one director for a term of three years and one director for a term of two years.

Section 3. 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 4. 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 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 consent or approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held in May and December of each year without notice, at such place and time 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 presented at a duly held meeting at which a quorum is present, shall be regarded as the act of the Board.

ARTICLE VII

NOMINATION AND ELECTION FOR DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nomination Committee. Nominations may also be made from the floor at the annual meeting. The Nomination 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 Nomination Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nomination Committee shall make as many nomination 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.

Section 2. Election. Election to the Board of Directors shall be by secret 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 VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a). 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.

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

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

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

(1). fix the amount of the Assessment against each Lot as prescribed in the Declaration.

(2). foreclose the lien against any property for which Assessments are not paid as prescribed in the Declaration or to bring action at law against the Owner personally obligated to pay the same, as per the Declaration.

(d). issue, or 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 certificates shall be conclusive 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 responsibility to be bonded, as it may deem appropriate;

(g) cause the Open Space and all other property owned by the Association to be preserved and maintained in accordance with the provisions of the Declaration;

(h) cause that portion of Lots not covered or enclosed by a house or structure to be maintained in accordance with the requirements of the Declaration.

ARTICLE IX COMMITTEES

Section 1. The Board of Directors shall appoint such committees as deemed appropriate in carrying out the purposes of the Association, including but not limited to the Architectural Control Committee.

Section 2. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committees, director, officer of the Association as is further concerned with the matter presented.

ARTICLE X MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held on such a date at such a time and at such a place as may be set in advance by the Board of Directors within one year from the date of incorporation of the Association. Each subsequent regular annual meeting of the Members shall be held on the anniversary date of the first annual meeting, or in the same month of each year thereafter, at a time and a place designated by the Board of Directors.

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 Members who are entitled to vote one-fourth (1/4) of all of the votes of the entire Membership or who are entitled to vote one-fourth (1/4) of the votes of the Class A Membership.

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 meetings, by mailing a copy of such notice, postage prepaid, at least thirty (30) 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, hour and day of 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, of a simple majority of the votes of each class of Membership shall constitute a quorum for any action except as otherwise provided in the Article of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at an 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 XI
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 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 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 Appointment. 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 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 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 in the manner prescribed for regular election. The officer elected 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 co-sign all checks and promissory notes.

Vice President

(b). The vice-president shall act in the place and instead 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 a 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 paper 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 the appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause any annual budget 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 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 be at all times, during reasonable business hours, subject to inspection by any Member or other party designated in the Declaration. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for the inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIV
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by vote of a majority of a quorum of Members present in person or by proxy.

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 XV
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 so far as Maryland law shall permit, the "Declarant" is the owner of record of any Lot within this subdivision.

IN WITNESS WHEREOF, the sole director of VICTORIA STATION HOMEOWNERS ASSOCIATION, INC. has hereunto, set his hand this 10th day of March 19 87.



J. D. Murray

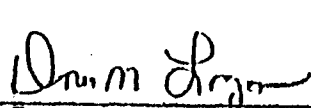
CERTIFICATION

I, the undersigned, do certify:

That I am the duly elected and acting Secretary of VICTORIA STATION HOMEOWNERS ASSOCIATION, INC, a Maryland corporation and

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of its Board of Directors thereof, held on the 10th day of March, 19 87.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association, this 10th day of March, 19 87.



Acting Secretary