

Resolved that §§ 2.2b and 3.1 of the Bylaws of the Mariners Landing Master Association shall be amended in their entireties to read as follows:

§2.2a. & 2b. of Bylaws

Class A. Class A membership shall be all those owners as defined in paragraph 2.1. above with the exception of the Class B member and Class C members, if any. Class A members shall be entitled to one vote for each Family Residential Unit in which they hold the interest required for membership by paragraph 2.1. above. Whenever a property is owned of record in the names of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, or if the Lot shall be owned by a corporation or a partnership, then such Owners shall file with the Secretary of the Association an instrument in writing signed by such Owners designating one Owner (one Officer in the case of a Corporation or one Partner in the case of a Partnership) to cast the vote attributable to such property. Individuals or entities which hold an interest in the property solely for the purpose of securing an obligation or debt shall not be considered Owners hereunder.

Class B. The Class B member shall be the Declarant, J. W. Holdings, Inc., a Virginia Stock Corporation, its successors and assigns. The Class B member initially shall have one vote for each lot or condominium unit described in Part IV, §2 of the Mariners Landing Master Covenants, Declaration of Rights, Restrictions, Affirmative Obligations and Conditions, as amended or, if no such lots and condominium are described therein, the Class B member shall have one vote for each property either developed and platted, or zoned to be developed on property owned by the Declarant in Mariners Landing. The Class B vote associated with any lot or dwelling shall cease and be converted to a Class A vote or, if commercial, to a Class C membership and vote (a) upon the sale and conveyance of such property to an Ultimate User; or (b) when, in its discretion, the Declarant so determines and declares in a recorded instrument. Conveyance of a Development Unit Parcel to a Subsequent Developer shall not convey the Class B votes accruing to such property unless the deed conveying such property explicitly provides for the conveyance of the votes accruing to such property. The Class B member shall select the initial Board members.

§3.1 of Bylaws:

Number and Term. The business and officers of the Association shall be managed by the Board of Directors. The initial board shall consist of three Directors: John A. White and two others to be determined by the Declarant. Commencing with the annual meeting of the Association in the year 2004, the size of the Board shall be amended to consist of a total of 7 directors, four of which shall be appointed by the Declarant and three of which shall be chosen from and elected by the Presidents of the several Property Owners' or Condominium Unit Owners' Associations for properties located within Mariners Landing who are serving at the time of the annual meeting of the Association.

Elected Directors shall be elected to a term of one year each. The Directors appointed by the Declarant shall serve their terms at the pleasure of the Declarant. All Directors to be elected by the Class A and Class C members shall be selected from nominees proposed by a nominating committee or nominated from the floor. No Property Owners' or Condominium Unit Owners' Associations may have more than one Director on the board.

If the Declarant shall resign, die or otherwise be removed from office, his board position shall be filled by an appointment made by the remaining Declarant-appointed Directors.

If any Director appointed by the Declarant shall resign, die or otherwise be removed from office, the unexpired term thereby vacated shall be filled by an appointment made by the Declarant.

If any Elected Director shall resign, die or otherwise be removed from the office of President of his/her respective association or shall resign, die or otherwise be removed from the office of the Board of Directors of the Mariners Landing Community Association, the unexpired term of such Director shall be filled by the appointment of a Director by a majority vote of all of the remaining Directors.

§3.7 (3) of Bylaws

(3) Levy and cause to be collected general and special assessments against the Family Dwelling Units and Built Commercial Units;

3.10 (c) of the Bylaws

Secretary. It shall be the duty of the Secretary to keep the minutes and record the resolutions at all meetings of the Association and of the Board of Directors; to give all notices required by these bylaws to be given to Owners and Directors; to give to each Owner notice of each assessment against his Family Dwelling Unit(s) or Commercial Unit(s) as soon as practicable after the assessment is made; to give notice and a copy of the Rules and Regulations and any amendment thereof to each Owner as soon as practicable after the adoption thereof; to make it possible for any Owner to inspect and copy, at reasonable times and by appointment, the records of the Association (other than records in the custody of the Treasurer) and of the Board, pursuant to and subject to the requirements of Section 13.1-933 of the Virginia Nonstock Corporation Act and to give notice to each Owner of any dedication, conveyance or other transfer by the Association of any real estate or of any easement or other estate or interest therein.