

ARTICLE I NAME OF CORPORATION PAGE 1

ARTICLE II OFFICES PAGE 1

ARTICLE III DEFINITIONS PAGE 1

ARTICLE IV MEETING OF MEMBERS PAGE 2 - 3

ARTICLE V DIRECTORS PAGE 3 - 5

ARTICLE VI POWER & DUTIES OF THE BOARD PAGE 5 - 6

ARTICLE VII OFFICERS PAGE 7

ARTICLE VIII COMMITTEES PAGE 7

ARTICLE IX CERTIFICATE OF MEMBERSHIP PAGE 8

ARTICLE X BOOKS & RECORDS PAGE 8

ARTICLE XI CONSTRUCTION PAGE 8

ARTICLE XII ASSESSMENTS PAGE 8

ARTICLE XIII CORPORATE SEAL PAGE 8

ARTICLE XIV AMENDMENTS PAGE 8

March 1, 2010

ARTICLE I - NAME OF CORPORATION

The name of the Corporation is Captain's Cove Golf and Yacht Club, Inc. (hereinafter referred to as the "Club").

ARTICLE II - OFFICES

The principal office of the Club in Virginia shall be located in Accomack County. The Club may have such other offices, either within or without Virginia, as the Directors may from time to time determine

The Club shall have and continuously maintain in Virginia a registered office and registered agent whose office is identical with such registered office, as required by the Virginia Non-Stock Corporation Act. The address of the registered office and registered agent may be changed from time to time by the Directors. The registered office may be, but need not be, identical with the principal office of the Club in Virginia.

ARTICLE III - DEFINITIONS

"Club" shall mean and refer to Captain's Cove Golf and Yacht Club, Inc., a Virginia Corporation, its successors and assigns.

"Subdivision" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Club.

"Common Areas" shall mean all portions of the Property owned by the Club for the common use and enjoyment of the Owners, including, but not limited to parks, playgrounds, swimming pools, commons, streets, footways and all buildings, structures and personal property incident thereto.

"Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map if the Property is a lot for a single or multi-family residential dwelling with the exception of the Common Areas that may be contained therein or appurtenant thereto.

"Living Unit" shall mean and refer to each single or multi-family residential dwelling constructed on a Lot with the exception of the Common Areas that may be contained therein or appurtenant thereto.

"Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any lot or living unit 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 or as trustees under any instrument securing such an obligation.

"Declarant" shall mean and refer to First Charter Land Corporation or its successors and assigns.

"Declaration" shall mean and refer to the Deed of Dedication and Restrictive Covenants applicable to the Subdivision recorded among the land records of Accomack County, Virginia.

"Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and the Articles of Incorporation of the Club.

"Eligible Voter" and eligible voter is a member whose club dues and assessments are currently paid to

ARTICLE IV - MEETING OF MEMBERS

ANNUAL MEETING: As of 11/9/98 The Annual Meeting is required by the Code of Virginia Section 13.1-838 to be held on any Saturday in November and December (both dates inclusive). The Board of Directors will choose the specific date each year and shall give members written notice of the date, time and place of each annual meeting, which notice shall be given not less than ten days, nor more than 60 days, before the date of the meeting. If an annual meeting is continued or adjourned to a different date, place or time, no notice of such meeting need be given if the new date, time and place is announced at the meeting prior to adjournment. Changed 11/18/00

RECORD DATE: The record date or dates of the Corporation determining the eligibility of members to vote on any issue at an annual meeting, or in any Election of Board of Directors, shall be fixed by the Board of Directors at the time it fixes the date for the annual meeting. In no event shall such record date be more than 70 days before such annual meeting, or election of Directors. Added 5/16/00

SPECIAL MEETING: Special meetings of the Members may be called by the President or a majority of the Board of Directors. (Amended 2/22/10)

PLACE OF MEETING: The Board of Directors may designate any location within Accomack County, Virginia, as the place of any annual meeting or special meeting called by the Board of Directors and the President may designate any reasonable location as decided by the President and Board of Directors, as the place of any Special Meeting called by him. If no designation is made or if a Special Meeting is called by the Members of the Club, the place of the meeting shall be the Yacht Club building at Captain's Cove.

NOTICE OF MEETING: Written notice stating the place, day and hour of the meeting and, in case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be mailed or delivered in the manner provided for in Article V, Section 3, of the Articles of Incorporation of the Club.

INFORMAL ACTION BY MEMBERS: Any action required or permitted by law to be taken at a meeting of the Members of the Club may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Club's Board of Directors.

MEMBERSHIP VOTING: There shall be two classes of members entitled to vote on any issue or in any election at membership meeting: Class "A" members as defined in the Articles of Incorporation; and Class "B" members as defined in the Articles of Incorporation. Class "A" members shall have one vote for each numbered residential lot in the Captain's Cove Subdivision

owned by the member. Class "B" members shall be entitled to three votes for each numbered residential lot in the Captain's Cove Subdivision owned by the member. Changed 5/18/98 single vote a simple plurality.

QUORUM AND VOTING REQUIREMENTS: Eligible members, without regard to whether they are Class "A" or Class "B" members, holding two-tenths of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The eligibility of members and their presence in person or by proxy shall be certified by the Club Secretary or designee.

The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, the By-Laws or the Declaration of the Covenants. There shall be no separate class voting upon any issue or any election for Directors; provided however that in any such vote a Class "B" member shall be entitled to three votes for each numbered residential lot owned by such member. Members who have not paid their current dues are not eligible.

CONDUCT OF MEETING: The Directors may make such regulations, as they deem advisable for any meeting of the Members, including proof of membership in the club, evidence of the right to vote and the appointment and duties of the inspector's votes. Such regulations shall be binding upon the Club and its Members.

PROXIES: At all meetings of Members, each eligible member may vote in person or by proxy. Every proxy shall be executed in writing by the Member and filed with the Secretary or designee of the Corporation at the meeting for which such proxy is being used. Every proxy shall be revocable and shall be valid only for a period of eleven (11) months from the date upon which it is signed. Any proxy shall automatically cease upon conveyance of the Member's lot or living unit.

ARTICLE V - DIRECTORS

GENERAL POWERS: The affairs of the Club shall be managed by its Directors.

NUMBER AND TENURE The number of Directors shall be seven (7) and a change in the number of the Directors may be made by amendment to these By-Laws. Directors shall serve for a term of three (3) years, which term shall commence upon the opening of the first meeting of the Directors held after the conclusion of the Annual Meeting of the Members.

Two (2) Directors shall be elected to serve a one (1) year term.

Two (2) Directors shall be elected to serve a two (2) year term.

Three (3) Directors shall be elected to serve a three (3) year term.

Annually thereafter upon expiration of the terms of the Directors as herein above elected all successor Directors shall be elected for terms of three (3) years. The results of each such election shall be announced at the Annual Meeting, and made a part of the record thereof. Any vacancy occurring in the initial or any subsequent Board of Directors maybe filled at any meeting of the Board of Directors, by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, or by a sole remaining Director and, if not previously filled, shall be filled at the next succeeding meeting of the Members of the Club. Any Director elected to fill a vacancy shall serve as such until the expiration of the term of the Director whose position he has been elected to fill. Changed 5/16/00

ALTERNATE MEMBERS: One alternate member of the Board of Directors shall be elected prior to the Annual Meeting in the same manner as the election of Directors as set forth below. Alternate Members shall serve for a term of one (1) year, commencing upon the opening of the first meeting of the Directors held after the conclusion of the Annual Meeting of the Members. If no Alternate Member is elected immediately prior to the Annual Meeting, one may be elected by majority vote at any meeting of the Board of Directors at which a quorum is present. The Alternate Member shall attend all regular and special meetings of the Board, and may participate in discussion of all matters that come before the Board. The Alternate Member shall have no vote except at a meeting from which a regular Director is absent and has submitted no written proxy.

QUALIFICATIONS: All Directors, the Alternate Director, and candidates for Board offices shall be Members and Eligible Voters as defined in Article III above.

ELECTION: Directors and the Alternate Director shall be elected as follows:

- * Any property owner who is an Eligible Voter is qualified to run for election to the Board, either as a Board Member, or an Alternate Member.
- * The Club Secretary will accept applications, made on the approved Election Candidate form, from any Eligible voter who wishes to run for elective office during the period from June 1st through August 1st prior to the upcoming year's election.
- * The Club Secretary will verify that each candidate is an Eligible Voter and prepare a ballot listing those so qualified.
- * An approved Election Candidate form will be mailed to all members along with the March billing for dues.
- * A copy of the Ballot and Proxy form shall be mailed by the Secretary of the Club along with the September billing for dues.
- * Said Ballot shall include the following:
 1. Notice of the time, date and place of the Annual Meeting.

2. A brief biographical sketch as furnished by the individual candidates.

(3) Instructions and all necessary information regarding the voting rights and procedures.

* The aforesaid ballots shall:

(1) Describe the number of Directors to be elected.

(2) Provide instructions for the correct marking and delivery of the completed ballot together with a warning that a ballot improperly marked or delivered shall be deemed void.

(3) Set forth in alphabetical order the candidates for the Board of Directors.

* Completed ballots shall be returned by mail (only) to the Club's independent certified accountants in sealed envelopes marked "BALLOT" and must be postmarked no less than fifteen (15) calendar days prior to the scheduled and announced date of the Annual Meeting.

* The Club's independent certified accountants shall report in writing to the Secretary of the Board of Directors at the Annual Meeting, the results of the voting, including the number of ballots cast, as well as the number rejected for procedural reasons.

* All ballots, including those rejected as improperly cast, shall be retained by the Club's Secretary for period of ninety (90) days, and may be inspected by any eligible Member of the Club.

* Voting for members by mail is hereby specifically authorized as provided for by 13.1-846 of the Code of Virginia as now in effect. Directors shall be elected by a plurality of the vote cast by members who are eligible and entitled to vote in an annual meeting at which a quorum is present. Determination of eligibility shall be made as of the record date, which shall be established by the Board of Directors, and which date in no event shall be more than seventy(70) days prior to the election of Directors. Changed 5/16/00

SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors by giving notice thereof as provided in this Article V. Such persons calling a special meeting of the Board of Directors may fix any reasonable location as the place for holding such special meeting. Special meetings may be held by conference call. Changed 5/16/00

NOTICE : When notice of any meeting of the Board of Directors is required, such notice shall be given at least two (2) days previous to such meeting by written notice delivered personally or sent by mail or e-mail, or fax to each Director at his address as shown on the records of the Club. If mailed, such notice shall be deemed to be delivered when deposited prepaid in the United

States mail in a sealed envelope properly addressed. If such notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting before or after the time of the meeting stated therein. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law, the Articles of Incorporation, these By-Laws or the Declaration.
Changed5/16/00

QUORUM: Except as otherwise provided by law, the Articles of Incorporation, these By-Laws or the Declaration, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

MANNER OF ACTING: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

COMPENSATION: Directors, alternate directors or appointed committee members serving at the pleasure of the Board may be reimbursed for their actual expenses incurred in the performance of their duties as Director or receive a stipend determined by the Board.

INFORMAL ACTION BY DIRECTORS: Any action required or permitted by law to be taken at a meeting of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Directors.

REMOVAL OF DIRECTORS: Any Director may be removed from the Board of Directors with or without notice, by majority vote of the members of the Club. The vacancy thus created by such a removal shall be filled as provided in this Article V.

ARTICLE VI - POWER AND DUTIES OF THE BOARD OF DIRECTORS

POWERS: The Board of Directors shall have the power to:

* 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.

* Suspend the voting rights and right of 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 club. Such rights may also be suspended for a period not to exceed sixty (60) days for each infraction of the published rules and regulations.

Exercise for the Club all powers, duties and authority vested in or delegated to this Club and not to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

* 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.

* Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; provided, however,

* No such contract or other transaction between the Club and any other concern shall be impaired, affected or invalidated, nor shall any Director be liable in any way, by reason of the fact that any Director of the Club is interested in, or is a Director, officer, employee, partner or proprietor of, such other concern, provided that such facts are disclosed or made known to the Board of Directors; and

* Any Director, personally and individually maybe a party to or may be interested in any contract or transaction with the club, and no Director shall be liable in any way by reason of such interest, provided that the fact of such interest by disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve and ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, notwithstanding the presence of any such Director at the meeting at which such action is taken. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. This section shall not be construed to impair or invalidate or in any way affect any contract or other transaction, which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

DUTIES: It shall be the duty of the Board of Directors to:

* Cause to be kept a complete record of all its acts and Club 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 Class A and Class B members who are entitled to vote;

* Supervise all officers, agents and employees of the Club, and to see that their duties are properly performed;

* Fix the amount of the assessments against each lot or living unit at least thirty (30) days in advance of each assessment period;

* Send written notice of each assessment to every Owner subject thereto at least thirty (30) days after the due date or to bring action at law against the owner personally obligated to pay the same.

Foreclose the lien against any lot or living unit 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.

* Issue, or cause an appropriate office 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;

- * Procure and maintain adequate liability and hazard insurance on property owned by the Club;
- * Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem necessary;
- * Cause the common areas to be adequately maintained;
- * Cause the exterior of the living units to be maintained; and
- * Establish an appropriate capital reserve for replacements and major repairs in respect of the common areas.

ARTICLE VII - OFFICERS

OFFICERS: The officers of the Club shall be President, at least one (1) but no more than three (3) Vice-presidents (the number thereof to be determined by the Board of Directors), a Secretary, at least one (1) but no more than three (3) Assistant Secretaries, a Treasurer and Assistant Treasurer. Any two (2) or more offices may be held by the same person, excepting the offices of the President and Secretary. The President and at least one (1) Vice President shall be Directors of the Club. Other officers may be, but need not be, Directors of the Club.

ELECTION, TERM OF OFFICE AND VACANCIES: The Officers of the Club shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each Annual Meeting of the Members as herein set forth in Article IV. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the un-expired portion of the term.

VACANCIES: Any vacancy occurring in the Board of Directors may be filled at any Meeting of the Board of Directors, by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, or by a sole remaining Director, and, if not previously filled, may be filled in the next election of Directors held pursuant to this Article. Any Director appointed or elected to fill a vacancy shall serve as such until the expiration of the term of the Director whose position he/she was elected to fill.

REMOVAL: Any officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Club will be served thereby.

POWERS AND DUTIES: The Officers of the Club shall, except as otherwise provided by law, the Article of Incorporation, these By-Laws, or the Board of Directors, each have such powers

and duties as generally pertain to the irrelative offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Club.

RESIGNATION: Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of the 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.

ARTICLE VIII - COMMITTEES

COMMITTEES OF DIRECTORS: The Board of Directors, by resolution adapted by a majority of the Directors in office, may designate one (1) or more committees, each which shall consist of one (1) or more Directors, which committees, to the extent provided in the resolution shall have and exercise the authority of the Board of Directors in the management of the affairs of the Club; provided; however, that no such committee shall have the authority of the Board of Directors to approve an amendment to the Articles of Incorporation of the Club or a plan of merger or consolidation.

OTHER COMMITTEES: Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the Club may be designated by a resolution adopted by the Board of Directors. Such committees shall perform such duties and have such powers as may be provided in the resolution.

RULES: Each committee may adopt rules of its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

ARTICLE IX - CERTIFICATE OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Club, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary, sealed with the seal of the Club. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and date of issuance of the certificate shall be entered on the records of the Club. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE X - BOOKS AND RECORDS

Contracts, legal documents and records of disbursements of Club funds shall be available for inspection by any Member during reasonable business hours, provided that advance arrangements are made for such inspection. The Declaration, the Article of Incorporation and the

By-Laws of the Club shall be available for inspection and purchase by any Member at the principal office of the Club.

ARTICLE XI - CONSTRUCTION

In the event of any conflict between the Declaration and the Articles of Incorporation or the By-Laws, the Declaration shall control; and in the case of any conflict between the Articles of Incorporation and the By-Laws that the Declaration does not resolve, the Articles of Incorporation shall control.

ARTICLE XII - ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Club 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 assessments are not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight percent (8%) per annum, and the Club 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 assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non use of the common areas or abandonment of his lot or living unit.

ARTICLE XIII - CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words; Captain's Cove Golf and Yacht Club, Inc., Commonwealth of Virginia; 1972

ARTICLE XIV - AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the Board of Directors or at a regular or special meeting of the Members by a vote of seventy-five percent (75%) of the membership of the Club.