

BY-LAWS OF WOODHAVEN WATER COMPANY

ARTICLE I GENERAL PURPOSES

The purposes for which this corporation is formed and the powers which it may exercise are set forth in the Articles of Incorporation of the corporation.

ARTICLE II NAME AND LOCATION

Section 1. The name of this corporation is WOODHAVEN WATER COMPANY.

Section 2. The principal office of this corporation shall be located in the Town of Woodhaven Shores Subdivision, County of New Kent, State of Virginia.

ARTICLE III SEAL

Section 1. The seal of the corporation shall have inscribed thereon the name of the corporation, the year of its organization and the words, (" Virginia Corporation Not for Profit").

Section 2. The secretary of the corporation shall have custody of the seal.

Section 3. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE IV FISCAL YEAR

The fiscal year of the corporation shall begin the 1st day of January in each year.

ARTICLE V ELIGIBILITY OF STOCKHOLDERS

Section 1. Every person (which word as used herein includes any legal entity) who is a record owner of a fee or undivided fee interest, or having a substantial possessory interest, in a property served by the water system is eligible to become an owner of a share of stock of the corporation. He must sign such applications and agreements for the purchase of water as may be provided and required by the corporation and pay, in addition to the par value of the stock, such connection fees as may be imposed by the board of directors. Only one share of stock at a time may be held for each property served regardless of the number of persons holding interest in said property. The board of directors shall cause to be issued appropriate stock certificates and ownership

thereof shall not be denied because of the applicant's race, color, creed, or national origin. The issuance of shares may be denied if capacity of the corporation's water system is exhausted by the need of its existing users, or, if the proposed use of the applicant is such that it would interfere with existing uses previously authorized by the board of directors.

a. A substantial possessory interest is one where the person or persons have a legal right to control and occupancy of a property but do not have a legal or the equitable ownership of the property. It may be under a lease or similar right to possession.

(1) Before a share of stock is issued to one or more persons claiming such an interest, the corporation will endeavor to obtain the application for a share of stock from the owner of such property.

(2) Where a share is issued to one or more persons having a substantial possessory interest the corporation as a condition to the issuance may require such applicant to post such collateral or bond as the directors determine necessary to fully protect the corporation from any additional risk that may be involved to the corporation by reason of the lack of legal ownership in the applicant.

Section 2. No person shall be permitted to own more than one share of stock regardless of the number of service connections he may obtain to serve his property. Each stock certificate shall represent one vote. When more than one person holds the interest in a property served, the vote shall be exercised by the person in whose name the certificate is registered or by such person as the several persons may designate, but in no event shall more than one vote be cast with respect to any property.

Section 3. Certificates of stock shall be transferable, but the transfer will be effective only when noted on the books of the corporation. Such transfer will be made only to a person who obtains a qualifying interest in the property. A stockholder will transfer his stock certificate to his successor in interest as part of the transaction whereby he disposes of his interest to said property. The secretary, upon request, will make note of such transfer upon the records of the corporation but need not issue a new certificate to the successor in interest of the previous existing stockholder.

Section 4. When a certificate of stock is not transferred, it may be canceled upon the disposition or other termination of the holders' interest in the property, regardless of whether or not the certificate is surrendered to the corporation. A certificate also may be canceled by action of the board of directors where the use of the property is changed so as to materially increase the amount of water consumed to the prejudice of other existing stockholders or to the prejudice of the orderly operation of the system

Section 5. The cancellation of a stock certificate shall not disqualify for stock ownership any other person who has or obtains an interest in the property represented by the canceled certificate and who otherwise meets the requirements of these by-laws.

Section 6. In the event a stockholders' property interest is divested other than by voluntary means, his stock certificate will pass to the trustee, receiver, executor or the like who will be entitled either in person or through a designated representative to exercise all of the rights incident to such certificate, but subject to such duties and liabilities also applicable to the

stockholder. The trustee, receiver, executor or the like, may cancel such certificate by written notice to such effect delivered or mailed to the secretary of the corporation. Upon the final disposition of such property rights, the owner thereof shall be entitled to the certificate in like manner as if it had been transferred to him by the original member as set forth in Section 4 above.

Section 7. Upon the transfer of a certificate, the corporation will not look to the successor in interest for the payment of any past due amounts. The corporation will seek collection only from the individual who incurred such charges or assessments or from the property itself if a judgment lien had been duly perfected against such property.

ARTICLE VI **CERTIFICATE OF STOCK**

Section 1. A stock certificate shall represent the right to use and enjoy the benefits of the corporation's water supply system upon the payment of necessary assessments, if any, and of reasonable charges based upon such use, provided such use and enjoyment are consistent with the rules, regulations and contracts affecting the same as may from time to time be prescribed by the board of directors.

Section 2. Each stock certificate shall bear on its face the following statements:

This stock certificate, No._____, is issued and accepted in accordance with and subject to the conditions and restrictions stipulated in the Articles of Incorporation and By-laws and Amendments to the same of Woodhaven Water Company.

ARTICLE VII **MEETINGS OF STOCKHOLDERS**

Section 1. The annual meeting of the stockholders of the corporation shall be held at the Town of Woodhaven Shores Subdivision, County of New Kent, State of Virginia, at 8:30 o'clock p.m., on the 4th Monday in January of each year, if not a Sunday or legal holiday, place, day, and time of the annual meeting may be changed to any other convenient place, day, and time in the county by the board of directors giving notice thereof to each stockholder not less than ten(10) days in advance thereof.

Section 2. Special meetings of the stockholders may be called at any time by action of the board of directors, and such meetings must be called whenever a petition requesting such meeting is signed by at least ten percent of the stockholders and presented to the secretary or to the board of directors. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted thereat except such as is specified in the notice.

Section 3. Notice of meetings of the stockholders of the corporation both regular and special, shall be give by notice mailed by first class mail to each stockholder of record, directed to the

address shown upon the books of the corporation, not less than ten (10) nor more than forty (40) days prior to such meeting. Such notice shall state the nature, time, place and purpose of the meeting; but no failure or irregularity of notice of any annual meeting, regularly held, shall affect any proceeding taken thereat.

Section 4. The presence at a meeting of stockholders entitled to cast in their own right or by proxy one third of the total number of shares entitled to vote at the meeting shall constitute a quorum. All proxies shall be in writing and filed with the secretary. Such proxies may be general or restrictive. Proxies shall be revocable and shall not be valid beyond 11 months unless otherwise stated in the proxy nor after cancellation of the stock certificate cessation of the stockholder's interest in the property.

Section 5. Directors of this corporation shall be elected at the annual meeting of the stockholders provided in ARTICLE VIII, Section 1. No cumulative voting shall be allowed.

Section 6. The order of business at the regular meetings and so far as possible at all other meetings shall be:

1. Calling to order and proof of quorum.
2. Proof of notice of meeting.
3. Reading and action on any unapproved minutes.
4. Reports of officers and committees.
5. Election of directors.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE VIII **DIRECTORS AND OFFICERS**

Section 1. The board of directors of this corporation shall consist of seven (7) members, all of whom shall be stockholders of the corporation. The directors named in the Article of Incorporation shall serve until the first annual meeting of the stockholders and until their successors are elected and have qualified. At the first annual meeting of the stockholders, two (2) directors shall be elected for a term of one year; two (2) directors for a term of two years and three (3) directors for a term of three years. At each annual meeting thereafter, the stockholders shall elect for a term of three years the number of directors whose terms of office have expired. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

Section 2. The board of directors shall meet within ten (10) days after the annual election of directors and shall elect a president and vice president from among themselves and a secretary/treasurer who need not be a member of the board of directors, each of whom shall hold office until the next annual meeting and until the election and qualification of his successor unless sooner removed by death, resignation or for cause.

Section 3. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by removal from office, a majority of the remaining directors, though less than a quorum shall, by majority vote, choose a successor who shall hold office until the next regular meeting of the stockholders of the corporation, at which time the stockholders shall elect a director for the unexpired term or terms, provided that in the call of such regular meeting a notice of such election shall be given.

Section 4. A majority of the board of directors shall constitute a quorum at any meeting of the board. The affirmative vote of the majority of the directors at a meeting at which a quorum is present shall be the act of the board.

Section 5. Compensation of officers may be fixed at any regular or special meeting of the stockholders of the corporation. Directors shall receive no compensation for their services as such.

Section 6. Officers and directors may be removed from office in the following manner: Any stockholder, officer or director may present charges against a director or officer by filing them in writing with the secretary of the corporation. If presented by a stockholder, the charges must be accompanied by a petition signed by ten percent of the stockholders of the corporation. Such removal shall be effective if approved by a vote of a majority of those voting if a quorum is present. The director or officer against whom such charges have been presented shall be informed, in writing, of such charges at least twenty days prior to the meeting, and shall have the opportunity at such meeting to be heard in person or by counsel and to present witness; and the person or persons presenting such charges against him shall have the same opportunity. If the removal of a director is approved, such action shall also vacate any other office held by the removed director in the corporation. A vacancy in the board thus created shall immediately be filled by the board of directors from among their number so constituted after the vacancy in the board has been filled.

Section 7. Officers and directors may be removed from office for failure to attend three unexcused consecutive board of directors meetings. Such removal shall be effective if approved by a majority vote of the quorum present of board of directors. If the removal of a director is approved, such action shall also vacate any other office held by the removed director in the corporation. The president of the corporation shall inform the removed director, in writing, of such removal. A vacancy in the board thus created shall be filled by the majority vote of the remaining board of directors from the person receiving the next highest vote at the last annual stockholders meeting but not receiving enough votes to place him/her on the board of directors at the last annual stockholders meeting. If the removed director held any other office in the corporation, that office shall be filled by the majority vote of the remaining directors from their remaining members. The newly appointed director shall not be eligible for office until elected at the next annual stockholders meeting.

ARTICLE IX
DUTIES OF DIRECTORS

Section 1. The board of directors, subject to restrictions of laws, the Articles of Incorporation and these by-laws, shall exercise all of the powers of the corporation; and, without prejudice to or limitation upon their general powers, it is hereby expressly provided that the board of directors shall have, and are hereby given, full power and authority in respect to the matters as hereinafter set forth to be exercised by resolution duly adopted by the board:

- a. To approve application for stock and to cause to be issued appropriate certificates of stock. The board may make binding commitments to issue certificates and to permit the connection of properties to the system in the future in cases involving proposed construction or may issue such certificates prior to the commencement of the proposed construction.
- b. To select and appoint all officers, agent, or employees of the corporation, remove such agents or employees of the corporation, prescribe such duties and designate such powers as may not be inconsistent with these by-laws, fix their compensation and pay for faithful services.
- c. To borrow from any source, money, goods, or services and to make and issue notes and other negotiable or non-negotiable instruments evidencing indebtedness of the corporation; to make and issue mortgages, deeds of trust, pledges of revenue, trust agreements, security agreements and financing statements, and other instruments evidencing a security interest in the assets of the corporation; to do every act and thing necessary to effectuate the same.
- d. To prescribe, adopt, and amend from time to time such equitable, uniform rules and regulations as, in its discretion, may be deemed essential or convenient for the conduct of the business and affairs of the corporation and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.
- e. To order, at least once each year, an audit of the books and accounts of the corporation by a competent public auditor or accountant. The report prepared by such auditor or accountant shall be submitted to the members of the corporation at their annual meeting together with a proposed budget for the ensuing year. Copies of such audits and budgets shall be submitted to such parties as may be required by other agreements.
- f. To fix and alter the charges to be paid by each water user for services rendered by the corporation, including connection fees where such are deemed to be necessary by the directors, and to fix and alter the method of billing, time of payment, manner of connection, and penalties for late or nonpayment of the same. The board may establish one or more classes of users. All charges shall be uniform and non-discriminating within each class of users.
- g. To require all officers, agents and employees charged with responsibility for the custody of any of the funds of the corporation to give adequate bonds, the cost thereof to be paid by the corporation; and it shall be mandatory upon the directors to so require.
- h. To select one or more banks to act as depositories of the funds of the corporation and determine the manner of receiving, depositing, and disbursing the funds of the corporation and the form of checks and the person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.
- i. To levy assessments against the water users of the corporation in such manner and upon such proportionate basis as the directors deem equitable, and to enforce collection of such assessments by suspension of water service or other legal methods. The board of directors shall have the option to suspend the service of any water user who has not paid such assessment within thirty

(30) days from the date the assessment was due, provided the corporation must give the water user at least ten (10) days' written notice at the address of the water user on the books of the corporation of its intention to suspend such service if the assessment is not paid. Upon payment of such assessments, any penalties applicable thereto, and a reconnection charge if one is in effect, service will be promptly restored.

Section 2. The corporation shall indemnify any and all persons who may serve or who have served at any time as directors, officers, employees or agents of the Corporation, or who at the request of the board of directors of the corporation may serve or at any time have served as directors, officers, employees or agents of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, in which the corporation at such time owned or may own an interest or of which it was or may be creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any civil, criminal or administrative claim, action, suit, or proceeding brought by a stockholder in the right of the corporation or brought by or on behalf of stockholders of the corporation, in which may be asserted against them or any of them, by reason of being or having been directors, officers, employees or agents of the corporation, or of such other corporation, partnership, joint venture, trust or other enterprise, except in relation to matters as to which any such person shall be adjudged in any action, suit, or proceeding to be liable for his own willful misconduct or a knowing violation of criminal law. 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 stockholders, or otherwise. Such right shall be a contract right and shall include the right to be paid by the corporation all expenses, including attorneys' fees, incurred in defending such claim, action, suit or proceeding.

a. If a claim under Section 2. of this ARTICLE IX not paid in full by the corporation within ninety days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense, including attorneys' fees, of prosecuting such claim. It shall be a defense to any such action that the claimant has been adjudged liable for his willful misconduct or a knowing violation of criminal law but the burden of proving such defense shall be on the corporation.

b. In any proceeding brought by a stockholder in the right of the corporation or brought by or on behalf of stockholders of the corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence or course of conduct shall not exceed one dollar (\$1.00) unless such officer or director has been adjudged to have engaged in willful misconduct or knowingly engaged in a criminal action.

c. This ARTICLE IX can only be amended by a majority vote of the stockholder of the corporation and any amendment shall not apply to any action or inaction alleged to have taken or not taken by any person entitled to indemnification hereunder prior to such amendment. In the event that the indemnification provisions contained herein conflict with the indemnification provisions in the corporation's Articles of Incorporation, if any, then the indemnification provisions contained herein shall govern.

ARTICLE X
DUTIES OF OFFICERS

Section 1. Duties of president: The president shall preside over all meetings of the corporation and the board of directors, call special meetings of the board of directors, perform all acts and duties usually performed by an executive and presiding officer, and sign all stock certificates and such other papers of the corporation as he may be authorized or directed to sign by the board of directors, provided the board of directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the corporation. The president shall perform such other duties as may be prescribed by the board of directors.

Section 2. Duties of the vice president: In the absence or disability of the president, the vice president shall perform the duties of the president provided, however, that in case of death, resignation or disability of the president, the board of directors may declare the office vacant and elect his successor.

Section 3. Duties of the secretary/treasurer: The secretary/treasurer shall keep a complete record of all meetings of the corporation and of the board of directors and shall have general charge and supervision of the books and records of the corporation. He shall attest the president's signature on all stock certificates and other papers pertaining to the corporation unless otherwise directed by the board of directors. He shall serve, mail, or deliver all notices required by law and by these by-laws and shall make a full report of all matters and business pertaining to his office to the stockholders at the annual meeting or at such other time or times as the board of directors may require. He shall keep the corporation seal and stock certificate records of the corporation, complete and attest all certificates issued, and affix said corporate seal to all papers requiring seal. He shall keep a proper stock certificate record, showing the name of each stockholder of the corporation and date of issuance surrender, transfer, cancellation or forfeiture of each certificate. He shall make all reports required by law and shall perform such other duties as may be required of him by the corporation or the board of directors. Upon the election of his successor, the secretary/treasurer shall turn over to him all books and other property belonging to the corporation that he may have in his possession. He shall also perform such duties with respect to the finances of the corporation as may be prescribed by the board of directors.

ARTICLE XI
OPERATIONS

Section 1. The corporation will install, maintain, and operate a main distribution pipeline or lines from the source of the water supply and service lines from the main distribution pipeline or lines to the property line of each water user of the corporation, at which points, designated as delivery points, meters to be purchased, installed, owned, and maintained by the corporation shall be placed. The cost of the service line or lines from the main distribution pipeline or lines of the corporation to the property line of each water user shall be paid by the corporation. The corporation also may purchase and install a cutoff valve in each service line from its main distribution line or lines, such cutoff valve to be owned and maintained by the corporation and to be installed on some portion of the service line owned by the corporation. The corporation shall

have the sole and exclusive right to use of such cutoff valve. However, the provisions of this Section shall not be construed to require the acquisition or installation of meters or cutoff valves where the directors determine under the circumstances of the system that the use of either or both of such devices is impractical, unnecessary to protect the system and the rights of the water users and/or economically not feasible.

Section 2. Each water user will be required at his own expense to have dug a ditch for the connection of the service line or lines from the property line of the water user to his dwelling or other portion of his premises, and to purchase and have installed the portion of the service line or lines from his property line to the place of use on his premises. He will maintain such portion of such service line or lines at his own expense. The corporation may, if the board of directors so determines, purchase the pipe for and install such portion of such service line or lines, the cost of which will, however, be paid by the individual water user. In addition, each water user shall pay such connection charge, if any, as may have been imposed by the board of directors before such water user will be entitled to receive water from the system.

Section 3. Each water user may be permitted to have additional service lines from the corporation's water system at the discretion of the board of directors upon proper application therefore and the tender of payment not to exceed the then existing connection charge. The approval by the board of directors of additional service lines to an existing water user may be made conditional upon such provisions as the board of directors determines necessary to protect the interests of the other water users and to other property that may need service along the distribution lines of the system. Each service line shall connect with the corporation's water system at the nearest available place to the place of desired use by the water users if the corporation's water system has sufficient capacity to permit the delivery of water through a service line at that point without interfering with the delivery of water through a prior service line. If the corporation's water system is inadequate to permit the delivery of water through a water service line installed at such place without interfering with the delivery of water through a prior service line, then such service line shall be installed at such place designated by the corporation.

Section 4. Each water user may be permitted to purchase from the corporation, pursuant to such agreement as may from time to time be provided and required by the corporation, such water as is needed by him for domestic, commercial, agricultural, industrial, or other purposes as may be desired, subject, however, to the provisions of these By-laws and to such rules and regulations as may be entitled to have delivered to him through his service lines only such water as may be necessary to supply the needs of each stockholder, including his family, business, agricultural or industrial requirements. The water delivered through each service line may be metered separately, irrespective of the number of service lines owned by a water user.

Section 5. In the event the total water supply shall be insufficient to meet all of the needs of the water users or in the event there is a shortage of water, the corporation may prorate the water available among the various water users on such basis as is deemed equitable by the board of directors, and may also prescribe a schedule of hours covering use of water for commercial, agricultural or industrial purposes by particular water users and require adherence thereto or prohibit the use of water for commercial, agricultural, or industrial purposes provided that if at

any time the total water supply shall be insufficient to meet all of the needs of all of the water users for domestic, livestock, commercial, agricultural, or industrial purposes, the corporation must first satisfy all of the reasonable needs for domestic purposes before supplying any water for livestock purposes and must satisfy all of the needs of all of the water users for domestic and livestock purposes before supplying any water for commercial or industrial purposes and, provided further, that where a water user has more than one service line the corporation may cut off the flow of water from the non-domestic service lines until such time as the supply of water from the system is sufficient to meet all of the needs of all of the water users for domestic, livestock, and garden purposes. During such periods of shut-off of additional service lines there shall be no minimum fee charged to the water user having such additional service lines; and the cost, if any, of resuming the flow of water to such additional service line shall be borne by the corporation.

Section 6. The board of directors shall, with the consent of the Farmers Home Administration, so long as it shall either hold any obligations or insure any financing of the system, prior to the beginning of each calendar year, determine the flat minimum monthly rate to be charged each water user during the following calendar year for a specified quantity of water, such flat minimum monthly rate to be payable irrespective of whether any water is used by a water user during any month, the amount of additional charges, if any, for additional water which may be supplied the water user and the amount of penalty for late payments, and shall fix the date for the payment of such charges. A water user to be entitled to the delivery of water shall pay such charges at the office designated by the corporation at or prior to the dates fixed by the board of directors. The failure to pay water charges duly imposed shall result in the automatic imposition of the following penalties:

- a. Non-payment within ten (10) days from the due date may be subject to a quarterly penalty charge of (4.5%), added (30) days after the due date, which may be changed at the discretion of the board of directors.
- b. Nonpayment within thirty (30) days from the due date will result in the water being shut off from the water users property upon ten (10) days written notice to such delinquent water user. Upon the payment by the delinquent water user of past due water charges, penalties thereon, or any reconnection charge, shall then be entitled to resumption of the water supply.

Section 7. The board of directors shall be authorized to require each water user to enter into water users agreements which shall embody the principles set forth in the foregoing provisions of these by-laws.

ARTICLE XII

DISTRIBUTION OF SURPLUS FUNDS

It is not anticipated that there will be any surplus funds or net income to the corporation at the end of the fiscal year after provisions are made for the payment of the expenses of operation and maintenance and the funding of the various reserves for depreciation, debt, retirement, and other purposes, including those required by the terms of borrowing transaction. In the event that here should exist such surplus funds or net income, they may be placed in an existing or new reserve account to be used for the early retirement of any outstanding indebtedness or be used for the

improvement and/or extension of the corporate facilities as the board of directors may determine to be in the best interest of the corporation and to the extent not otherwise provided for by any contractual arrangement. The occurrence in subsequent fiscal years of surplus funds or net income above the requirements of the corporation as above mentioned, including, if any, a reserve for the improvements and extension of the facilities shall be taken into consideration by the board of directors in determining the water rates to be charged the water users.

ARTICLE XIII **AMENDMENTS**

These By-laws may be repealed or amended by a vote of a majority of the stockholders present at any regular meeting of the corporation, or at any special meeting of the corporation called for that purpose, except that so long as any indebtedness is held by or guaranteed by the Farmers Home Administration, the stockholders shall not have the power to change the purposes of the corporation so as to decrease its rights and powers under the laws of the State, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the corporation or its stockholders to amend the By-laws as to effect a fundamental change in the policies of the corporation without the prior approval of the Farmers Home Administration in writing.