

EXHIBIT B

**BY-LAWS
OF**

BELDEN WOODS HOME OWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is Belden Woods Home Owners Association, hereinafter referred to as the "Association." The principal office of the corporation shall be located initially at Enirtep Inc., Unit 5 16430 Booker T. Washington Hwy., Smith Mountain Lake, Moneta, VA 24121, but meetings of members and directors may be held at such places and times as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to The Belden Woods Home Owners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Restrictions, Covenants and Conditions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to the land shown as numbered lots which are approved for construction of a residential dwelling at the time of the recordation of the final plat or amendments thereto and individual units constructed within the area designated as "Belden Woods" on the subdivision plat of "Belden Woods Estates" now of record or as may be amended from time to time.

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Section 5. "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 Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Developer" shall mean and refer to Enirtep Inc., its successors and assigns.

Section 7. "Declaration" shall mean and refer to the Declaration of Restrictions, Covenants and Conditions applicable to the properties recorded in the Clerk's Office of the Circuit Court for the County of Franklin and the County of Roanoke Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Associations members shall be held on such dates as may be established by the Board of Directors. At such meeting, members of the Board of Directors shall be elected by ballot of the members.

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 for the Membership.

Section 3. Notice of Meeting. 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 meeting by mailing such meeting notice to each member entitled to vote there at, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the 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, a majority of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the meeting shall be adjourned 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. A vote may be cast in person or by proxy provided such proxy is filed with the Secretary on or before the appointed time of the meeting. Proxies shall be duly executed in writing and shall be valid only for the particular meeting designated therein.

Section 6. Voting. Voting rights of members shall be in accordance with the provisions as set forth in the Articles of Incorporation. Each property owner (as defined in Section 5, Definitions) in good standing shall have one vote per lot in all corporation matters.

Section 7. Annual Assessment. Annual assessment will remain at Twenty Dollars (\$20.00) per month, unless changed by a vote of two thirds (2/3) of all the members who are entitled to vote.

ARTICLE IV

BOARD OF DIRECTORS: ELECTION: TERM OF OFFICE

Section 1. Number. A board of four (4) directors, who shall be members of the Association, shall manage the affairs of this Association.

Section 2. Term of Office. The directors shall be elected at each annual meeting of the members.

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 this predecessor.

Section 4. Compensation. No director shall receive compensation for any services 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 approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

MEETING OF DIRECTORS

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination For Election. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating 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 Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations 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. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRETORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at the discretion of any member of the Board without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon 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 present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Adopt and publish rules and regulations governing the use of any common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof; and
- (b) Suspend the voting rights and right to 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 Association. Such rights may also be suspended after notice and barring, for a period not exceed sixty (60) days for infraction of published rules and regulations; and
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by the other provisions of these By-Laws, the Articles of Incorporation, or the Declaration; and
- (d) 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; and
- (e) 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 of the members, 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; and

- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed; and
- (c) As more fully provided in the Declaration, to:
 - 1) Send written notice of annual assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - 2) Foreclose the lien against any property 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.
 - 3) 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 certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment; and
 - 4) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
 - 5) Cause any common area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, vice-president, secretary, and treasurer. They shall at all times be members of the Board of Directors and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers/Board. The election of the Board of Directors shall take place at the annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the members of the Association 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 Appointments. 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 at any time 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 by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The same person may hold the offices of secretary and treasurer, yet that person may be only one Board member. A fourth non-office board member shall be elected to complete the board. 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 the Article.

Section 8. Duties. The duties of the officers are as follows:

President

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

The vice-president shall act in the place 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

The secretary shall record the votes and keep the 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 papers 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

The treasurer or the treasurer's designee shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association fiscal year, and shall prepare an annual budget and statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of such to the members.

**ARTICLE IX
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE X
ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the association 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 the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten (10) percent per annum, and the Association 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 assessments provided for herein by non-use of the Common area or abandonment of his lot.

ARTICLE XI

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day in April and end on the 31st day of March of the following year, except that the first fiscal year shall begin on the date of the incorporation.

ARTICLE XII

INDEMNIFICATION

The Association shall indemnify its directors and officers in the manner, against the matter, and to the full extent provided and permitted by Section 13. 1-875 through 13. 1-881 and Section 13.1-883 of the Code of Virginia of 1950, as amended.

The foregoing By-Laws of The Belden Woods Home Owners Association were duly adopted by the action of the Board of Directors of the corporation effective Nov 6, 2005.

James G. Petrine, President
James G. Petrine, President

The forgoing instrument was acknowledged before me this 5th day of January, 2006, by James G. Petrine of The Belden Woods Home Owners Association, Inc., on behalf of said Corporation.

My Commission expires:

June 30, 2007
Gerry J. Hodges
Notary Public

INSTRUMENT # 060000202

RECORDED IN THE CLERK'S OFFICE OF

FRANKLIN COUNTY ON

Jan. 6, 2006 AT 10:35 AM

ALICE S. HALL, CLERK

BY: Margaret Board (DC)

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INSTRUMENT #200601318
RECORDED IN THE CLERK'S OFFICE OF
ROANOKE COUNTY ON
JANUARY 26, 2006 AT 11:53AM
STEVEN A. MCGRAW, CLERK

RECORDED BY: FRS