**BYLAWS OF**

 **(Shareholders Agreement Referenced)**

 **ARTICLE I - OFFICES**

The principal office of the corporation shall be lo­cated at , , County of , Virginia 22 . The corporation may have such other offices, either within or without the state of incorporation, as the Board of Directors may designate or as the business of the corpora­tion may from time to time require.

 **ARTICLE II - STOCKHOLDERS**

1. ANNUAL MEETINGS.

The annual meeting of the stockholders shall be held during the month of of each year, at such time and place to be fixed by the Board of Directors.

2. SPECIAL MEETINGS.

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of the holders of not less than two thirds of all the outstanding shares of the corporation entitled to vote at the meeting.

3. PLACE OF MEETING.

The Directors may designate any place, either within or without the state unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Directors. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be other­wise called, the place of meeting shall be the principal office of the corporation.

4. NOTICE OF MEETING.

Written or printed 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 deliv­ered not less than ten nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secre­tary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stock­holder at his or her address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. If an amendment is proposed to the articles of incorporation, then notice of the meeting shall be made not less than twenty-five (25) nor more than sixty (60) days before the date of the meeting.

5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.

For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the Directors of the corporation may provide that the stock transfer books be closed for a stated period but not to exceed, in any case, thirty days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such books shall be closed for at least fifteen days immediately preceding such meeting. In lieu of closing the stock trans­fer books, the Directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than thirty days and, in case of a meeting of stockholders, not less than ten days prior to the date on which the particular action requiring such determination of stockholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stock­holders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the directors declaring such divi­dend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a deter­mination of stockholders entitled to vote at any meetin­g of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

6. VOTING LISTS.

The officer or agent having charge of the stock trans­fer books for shares of the corporation shall make, at least fifteen days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which li­st, for a period of seven days prior to such meet­ing, shall be kept on file at the principal office of the corporation at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer book shall be prima facie evi­dence as to who are the stockholders entitled to examine such list or transfer books or to vote at the meeting of stockholders.

7. QUORUM.

At any meeting of stockholders fifty percent plus one share of the out­standing shares of the corporation entitled to vote, repre­sented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than said number of the outstanding shares are represented at a meet­ing, a majority of the shares so repre­sented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transact­ed which might have been transacted at the meeting as origi­nally notified. The stockholders present at a duly organized meeting may con­tinue to transact business until adjournment, notwithstand­ing the withdrawal of enough stockholders to leave less than a quorum.

8. PROXIES.

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

9. VOTING.

Each stockholder entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these Bylaws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholders. Upon the demand of any stockholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation of the laws of this state.

10. ORDER OF BUSINESS.

The order of business at all meetings of the stockhold­ers shall be as follows:

1. Roll call.

2. Proof of notice of meeting or waiver of notice.

3. Reading of minutes of preceding meeting.

4. Any reports of Officers.

5. Election of Directors.

6. Any unfinished business.

7. Any new business.

11. INFORMAL ACTION BY STOCKHOLDERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the sharehold­ers entitled to vote with respect to the sub­ject matter thereof.

 **ARTICLE III - BOARD OF DIRECTORS**

1. GENERAL POWERS.

The business and affairs of the corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a board and they may adopt such rules and regulations for the conduct of their meetings and the manage­ment of the corporation as they may deem proper, not inconsis­tent with these Bylaws and the laws of this state.

2. NUMBER, TENURE & QUALIFICATIONS.

The number of directors of the corporation shall be ( ); however, the number of directors may be increased or decreased as may be deemed to be in the best interests of the corporation. The corporation reserves the right to appoint an executive director for the corporation as well. Each director shall hold office until the next annual meet­ing of stockhold­ers and until his successor shall have been elected and qualified.

3. REGULAR MEETINGS.

A regular meeting of the directors shall be held with­out other notice than this Bylaw immediately after and at the same place as the annual meeting of the stockholders. The Direc­tors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. SPECIAL MEETINGS.

Special meetings of the Directors may be called by or at the request of the President or, if applicable, any two of the directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.

5. NOTICE.

Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally, or by telegram or mailed to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail so addressed, with postage thereon prepaid. If notice be given by tele­gram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The atten­dance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transac­tion of any business because the meeting is not lawfully called or convened.

6. QUORUM.

At any meeting of the Directors, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7. MANNER OF ACTING.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the Directors then in office although less than a quorum exists. Vacan­cies occur­ring by reason of the removal of Directors without cause shall be filled by vote of the stockholders. A Direc­tor elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. REMOVAL OF DIRECTORS.

Any or all of the Directors may be removed for cause by vote of the stockholders or by action of the Board. Direc­tors may be removed without cause only by vote of the stock­holders.

10. RESIGNATION.

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. COMPENSATION.

No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

12. PRESUMPTION OF ASSENT.

A Director of the corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent or abstention shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjourn­ment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

13. EXECUTIVE AND OTHER COMMITTEES.

The Board, by resolution, may designate from among its members an executive committee and other committees of at least two or more Directors. Any such committee may act unanimous­ly.

 **ARTICLE IV - OFFICERS**

1. NUMBER.

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Directors. Such other officers and assis­tant officers as may be deemed necessary may be elected or appoint­ed by the Directors.

2. ELECTION AND TERM OF OFFICE.

The officers of the corporation to be elected by the Directors shall be elected annually at the first meeting of the Directors held after each annual meeting of the stockhold­ers. Each officer shall hold office until his successor shall have been duly elected and shall have quali­fied or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. REMOVAL.

Any officer or agent elected or appointed by the Direc­tors may be removed by the Directors whenever in their judgment the best interests of the corporation would be served thereby but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

5. PRESIDENT.

The President shall be the principal executive officer of the corporation and, subject to the control of the direc­tors, shall in general supervise and control all of the business and affairs of the corporation. He shall when present, preside at all meetings of the stockholders and of the Directors. Subject to the control of the Board of Directors and the provi­sions of these Bylaws, he may cause the corporation to enter into such contracts as he deems proper for the conduct of the corporatio­n's business and in connection therewith may sign any deeds, mortgages, bonds, contracts or other instru­ments except in cases where the signing and execution thereof shall be expressly delegated by the Directors or these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

6. VICE PRESIDENT.

In the absence of the President or in the event of his death or inability, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Directors.

7. SECRETARY.

The Secretary shall keep the minutes of the stockhold­ers and of the Directors meetings in one or more books provided for that purpose; see that all notices are duly given in accor­dance with the provisions of these Bylaws or as required; be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder; have general charge of the stock transfer books of the corporation and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Directors.

8. TREASURER.

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Directors shall deter­mine. He shall have charge and custody of and be responsi­ble for all funds and securities of the corporation; receive and give funds and securities of the corporation; receive and give receipts for moneys due and payable to the corpora­tion from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust compa­nies or other deposito­ries as shall be selected in accor­dance with these Bylaws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Directors.

9. SALARIES.

The salaries of the officers shall be fixed from time to time by the Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation.

 **ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

1. NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS.

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assign­ments or endorsements of stock certificates; registered bonds, or other securities owned by the corporation shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by the President and the Vice President. The Board of Directors may, how­ever, authorize any of such officers to sign any of such instruments, for and on behalf of the Corporation without necessity of counter­signa­ture.

2. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corpora­tion in such banks, trust companies or other deposi­tories as the President and Treasurer may select.

 **ARTICLE VI - CERTIFICATES FOR SHARES AND THEIR TRANSFER**

1. CERTIFICATES FOR SHARES.

Certificates representing shares of the corporation shall be in such form as shall be determined by the Direc­tors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Directors. All certificates or shares shall be consecu­tively numbered or otherwise identified. The name and address of the stockholders, the number of shares and date of issue shall be entered on the stock transfer books of the corporati­on. All certificates surrendered to the corporation for transfer shall be canceled and no new cer­tificate shall be issued until the former certificate for a like number of shares shall have been surrendered and can­celed, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Directors may pre­scribe.

2. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereon, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corpora­tion which shall be kept at its principal office.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and accordingly shall not be bound to recognize any equita­ble or other claim to or interest in such share on the part of any person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of this state.

3. RESTRICTIONS ON TRANSFER OF SHARES.

(a) No transfer of stock in this corporation shall be valid, or be recognized or be binding upon the corporation, unless the transferor shall have fully complied with all of the terms and provisions of the Stockholders Agreement entered into between the Corporation and and , and any subsequent amendments or modifica­tions thereto. All shares of stock issued shall contain the following language on the rear of the certificate:

SALE, ASSIGNMENT, PLEDGE, HYPOTHECATION OR TRANS­FER OF THESE SHARES IS RESTRICTED BY THE TERMS OF A STOCKHOLDERS' AGREEMENT, A COPY OF WHICH MAY BE EXAMINED AT THE OFFICE OF THE CORPORATION.

Failure of the corporation to purchase any share or shares of said stock and the sale or transfer thereof to any other person shall not, as to any future sale or transfer of said share or shares, or of any share or shares issued in lieu thereof, discharge any such share or shares of stock from any of the restrictions herein contained. It is the intent of these Bylaws and the Stockholders Agreement that all restrictions hereby imposed upon the sale or transfer of the corporation's stock shall apply to all shares of its stock, whensoever, howsoever or by whomsoever acquired, in the hands of all holders or owners, whether original stock­holders or subsequent purchasers or transferees and whether acquired through the voluntary or involuntary act of a stockholder or by operation of law and whether a part of the first authorized issue or of any subsequent or increased issues.

(b) Should any stockholder die or become incapaci­tated, the corporation shall have an option to purchase the shares of said stockholder from the estate of the deceased stockholder or the Committee, Guardian or Trustee of the property of the incapacitated stockholder, in accor­dance with the terms of the Stockholders Agreement.

 **ARTICLE VII - INDEMNIFICATION**

Each officer and Director of the corporation now or hereafter serving as such shall be indemnified by the corpora­tion against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as a director or officer, or by reason of any action alleged to have been taken, omitted or neglected by him as such director or officer and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liabil­ity, provided, however, that no such person shall be indem­nified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled to by law.

 **ARTICLE VIII - FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of of each year.

 **ARTICLE IX - DIVIDENDS**

The Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

 **ARTICLE X - SEAL**

The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation; the state of incorporation; the year of incorporation; and the words "CORPORATE SEAL", with such seal to be substantially as indicated at the initial meeting of the stockholders and directors at the organiza­tional meeting.

 **ARTICLE XI - WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

 **ARTICLE XII - AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Direc­tors at any annual or special meeting of the Board when the proposed amendment has been set out in the notice of such meeting.

 **ARTICLE XIII**

 **CONFLICT BETWEEN BYLAWS & STOCKHOLDERS AGREEMENT**

In the event of any conflict between the provisions of these Bylaws and the terms and provisions of the attached Stockholders Agreement, the terms and provisions of the Stockholders Agreement shall prevail.