

BYLAWS
OF
MASSANETTA SPRINGS, INC.

Massanetta Springs, Inc. (the Corporation), a non-stock corporation duly formed under the provisions of the Virginia Non-stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (the Code), hereby adopts the following Bylaws of the Corporation which shall govern the management and operation of the Corporation's business and the regulation of its affairs, to the extent consistent with the Corporation's Articles of Incorporation and applicable law, and in accordance with Section 13.1-823 of the Code.

ARTICLE I

DEFINITION OF TERMS

Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws which are defined in Section 13.1-803 of the Code shall be deemed to have the meaning set forth in such Section of the Code.

ARTICLE II

ADOPTION

These Bylaws shall become effective upon ratification, approval, and formal adoption by the Board of Trustees of the Corporation.

ARTICLE III

EMERGENCY BYLAWS

In the event that a quorum of the Corporation's Board of Trustees cannot readily

be assembled because of some catastrophic event, the Board of Trustees of the Corporation, consistent with Section 13.1-824 of the Code, may adopt other bylaws to be effective only in such an emergency, which bylaws shall be subject to amendment or repeal by the full Board, and shall provide procedures for calling a meeting of the Board of Trustees, quorum requirements for the meeting, and designation of additional or substitute trustees, as well as other provisions necessary for managing the Corporation during such emergency. All provisions of these Bylaws consistent with such emergency bylaws shall remain effective during such emergency. Such emergency bylaws shall not be effective after such emergency ends. Corporate action taken in good faith in accordance with such emergency bylaws shall bind the Corporation and may not be used to impose liability on a trustee, officer, employee, or agent of the Corporation.

ARTICLE IV

CORPORATE POWERS

Unless the Corporation's Articles of Incorporation provide otherwise, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

ARTICLE V

NONSTOCK CORPORATION

The Corporation shall not issue shares of stock.

ARTICLE VI

MEMBERS

The Corporation shall have no members.

ARTICLE VII

PURPOSE

It is intended that the Corporation shall continue to have the status of an organization (a) which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (b) to which contributions are deductible for Federal income tax purpose under Section 170(c)(2) of the Internal Revenue code, (c) to which bequests are deductible for Federal estate tax purposes under Section 2055 (a)(2) of the Internal Revenue Code, and (d) to which gifts are deductible for Federal gift tax purposes under Section 2522(a)(2) of the Internal Revenue Code. All references in these Bylaws to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such Sections and provisions.

The Corporation shall have all powers and authorities now or hereafter conferred upon non-stock, not-for-profit corporations organized under the laws of the Commonwealth of Virginia; provided, however, that (a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above, and (b) no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and (c) the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation operating exclusively for charitable, religious, and educational purposes within the meaning of, and exempt from Federal income tax under, Section 501(c)(3) of the Code, or (ii) by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII

BOARD OF TRUSTEES

Section One - Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Trustees, who shall have the sole voting power. Provided, however, that the Board may not sell, lease, exchange or otherwise dispose of all, or substantially all, of the Corporation's property without the prior approval of the Commissioners of the Synod of the Mid-Atlantic of the Presbyterian Church (U.S.A.), an unincorporated association (the "Synod"). Should the Synod cease to exist such that their approval or disapproval will not be available, then in the alternative, the Board of Trustees may not take any of the aforementioned actions without approval of the Presbyterian Mission Agency of the Presbyterian Church (U.S.A.).

Section Two - Number. The number of members on the Board of Trustees shall be seventeen (17).

Section Three - Election and Term of Office. Trustees shall be elected in the manner provided in the Corporation's Articles of Incorporation. The term of each Trustee shall commence on January 1 of the year following the Trustee's election. No trustee shall serve more than two full successive terms but can be re-elected after one year off the board. Exceptions would be those persons listed in Article VIII, Section (c) of the Articles of Incorporation.

Section Four - Resignation and Removal. A trustee may resign at any time by delivering written notice to the Board of Trustees, the President, or the Secretary. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. The Board of Trustees may remove one or more trustees with or without cause.

Section Five - Vacancy. If a vacancy occurs on the Board of Trustees, including a vacancy resulting from an increase in the number of trustees, the vacancy may be filled by the affirmative vote of a majority of the remaining trustees.

Section Six - Annual Meeting. The fall meeting shall be the annual meeting for the purpose of general organization, the election of officers, and consideration of any other business that may properly be brought before the meeting. The failure to hold the annual meeting at the time stated herein shall not affect the validity of any corporate action.

Section Seven - Regular or Special Meetings in Addition to the Annual Meeting. Regular or special meetings of the Board of Trustees may be held upon notice by letter, or electronic communication delivered at least ten (10) calendar days preceding the time for the meeting, upon call of the President or Secretary of the Corporation.

Section Eight - Place of Meetings. Meetings of the Board of Trustees, annual, regular, or special, shall be held at Massanetta Springs unless otherwise prescribed by the board. Electronic meetings, such as by Internet or telephone, where some or all of the Trustees are not present, are permitted so long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area or are otherwise consistent with Virginia law.

Section Nine - Quorum and Voting. Action may be taken on a matter by the Board of Trustees only at a meeting at which a quorum shall be present. A quorum of the Board of Trustees shall consist of a majority of the number of trustees on the board. Except as otherwise provided herein or in the Articles of Incorporation, if a quorum is present when a vote is taken, the affirmative vote of a majority of trustees present is the act of the Board of Trustees. Whenever applicable law requires the Board of Trustees to recommend or approve any proposed corporate act, such recommendation or approval shall not be required if the proposed corporate act is adopted by the unanimous consent of the Trustees reflected by their signatures on consents described in

Virginia Code § 13.1-865 or a successor statute. Trustees may transmit such signatures electronically by an e-mail which the trustee intends to be a signature.

Section Ten - Conduct of Meetings. The President shall preside over all meetings of the trustees. If the President is not present, the Vice President or, if there be none, the Secretary shall preside. If none of such officers are present, a chair shall be elected by the meeting. The Secretary of the Corporation shall act as secretary of all the meetings if present. If the Secretary of the Corporation is not present, the officer presiding over the meeting shall appoint a secretary of the meeting.

Section Eleven - Action Without a Meeting. Any action required or permitted to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each trustee either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last trustee signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each trustee. A consent signed under this Section shall have the same effect of a meeting vote and may be described as such in any document.

Section Twelve - Committees. The Board of Trustees may create one or more committees, with the members of the committees to be selected by the President. The provisions of this Article which govern meetings, action without meetings, and quorum and voting requirements of the Board of Trustees, shall apply to committees and their members as well.

Section Thirteen - Absence From Meetings. Any trustee who is absent from three consecutive meetings of the Board shall be disqualified as a trustee and shall stand removed from the Board, unless a majority of the remaining trustees vote to excuse any such absence.

ARTICLE IX

OFFICERS

Section One - General. The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer, and such other officers and assistant officers and agents as may be deemed necessary by the Board of Trustees. All officers shall be elected by the Board of Trustees and shall serve at the pleasure of the Board of Trustees. Any two or more offices may be held by the same person. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Trustees.

Section Two - Resignation and Removal. An officer may resign at any time by delivering written notice to the Board of Trustees. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, it may fill the pending vacancy before the effective date if the officer's successor does not take office until the effective date. The Board of Trustees may remove any officer at any time with or without cause.

Section Three - Vacancies. Whenever any vacancies shall occur in any office, the vacancy shall be filled by the Board of Trustees.

Section Four - The President. The President shall preside at all meetings of the trustees, discharge all the duties of a presiding officer, and perform such other duties as these Bylaws or the Board of Trustees may prescribe. The President shall be an ex officio member of all committees.

Section Five - The Vice President. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as these Bylaws or the Board of Trustees may prescribe.

Section Six - The Secretary. The Secretary shall attend all meetings of the Board of Trustees, and shall have the responsibility for preparing and maintaining custody of minutes of

the trustees meetings and for authenticating records of the Corporation. The Secretary shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of all meetings. The Secretary shall be custodian of the records and the seal of the Corporation and shall see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal have been duly authorized. The Secretary shall attend to the giving of all notices and shall perform such other duties as these Bylaws or the Board of Trustees may prescribe.

Section Seven - The Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation. The Treasurer shall cause to be maintained a full and complete system of accounting which shall reflect the detailed financial operations of each department and set forth the financial condition of the Corporation. The Treasurer shall be authorized to sign checks, and drafts, and shall cause to be paid all salaries ordered by the Board of Trustees or the Executive Committee and all bills that are properly approved. Before making an investment or loan, the Treasurer shall secure approval of the Executive Committee. The Treasurer shall make a report to the Board of Trustees quarterly with a full report being made at the annual meeting. There shall be an annual audit by a certified public accountant. The Treasurer does not have to be a member of the Board of Trustees.

Section Eight - The Executive Director. The Board of Trustees shall employ an Executive Director who shall be responsible for the operation and management of the Corporation in accordance with the policies adopted by the board.

A written contract or agreement of conditions of employment shall be entered into between the board and the Executive Director. A clearly defined position description outlining management responsibilities and standards of performance shall be made part of the contract or agreement.

The Executive Director may also serve as the Corporation's Secretary/Treasurer.

Section Nine - Transfer of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may transfer the powers or duties of that officer to any other officer or to any trustee or employee of the Corporation.

ARTICLE X

THE EXECUTIVE COMMITTEE

Section One - The Board of Trustees shall at its annual meeting elect for a term of one year an Executive Committee consisting of the President and Vice-President of the Board of Trustees and the Chairpersons of the Board Committees. The Executive Director shall be a non-voting member of the Executive Committee.

Section Two - The President of the Board of Trustees shall be Chair of the Executive Committee.

Section Three - Meetings of the Executive Committee shall be held according to the call of the Chair.

Section Four - During the interval between meetings of the Board of Trustees, the Executive Committee shall have and exercise all powers, privileges, duties, and responsibilities of the Board of Trustees not inconsistent with law, the Articles of Incorporation, these Bylaws, or other action of the Board of Trustees. The minutes of all Executive Committee meetings shall be distributed within thirty (30) days of said meeting to all Board members, and board staff members.

Section Five - A quorum of the Executive Committee shall consist of four members.

ARTICLE XI

SPECIAL CORPORATE ACTS

NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS

All checks, drafts, notes, bonds, bills of exchange and orders for the payment of money of the Corporation, as well as all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party, and all assignments or endorsements of registered bonds or other securities owned by the Corporation, shall be signed by such officer or officers of the Corporation, without necessity of countersignature, as the Board may direct, and if the Board shall have made no direction, the signature of one officer shall be sufficient. The Board may authorize the use of facsimile signatures on any such document. In addition, the Board may grant specific authority to an employee or employees of the corporation who are not officers to sign any of the above documents. Provided, however, that in the case of notes and bonds of the Corporation issued after January 1, 2004, unless the Board direct to the contrary, the signature of two officers shall be required. Nothing in these Bylaws shall affect the validity of any note or bond issued by the Corporation before January 1, 2004. Any shares of stock issued by any other corporation and owned or controlled by the Corporation may be voted at any trustees' meeting of the other corporation by the President of the Corporation, if present; or, in the President's absence, by the Vice President of the Corporation if he be present; and, in the event both the President and the Vice President shall be absent, then by such person as the President of the Corporation shall, by duly executed proxy, designate to represent the Corporation at such trustees' meeting.

ARTICLE XII

TRANSACTIONS WITH TRUSTEES

Any contract or other transaction between the Corporation and one or more of its trustees, or between the Corporation and any firm of which one or more of its trustees are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its trustees are members, trustees, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the

trustees at the meeting of the Board of Trustees of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Trustees and the Board of Trustees shall, nevertheless, authorize or ratify the contract or transaction, the interested trustee or trustees to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

For the purposes of this Article, a trustee shall be deemed to have an indirect personal interest in a transaction if another entity in which the trustee has a material financial interest or in which the trustee is a general partner is a party to the transaction or another entity of which the trustee director is a trustee, officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of Trustees of the Corporation.

ARTICLE XIII

CORPORATE SEAL

The corporate seal shall be in such form as shall be approved by the Board of Trustees.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Trustees in its discretion, subject to applicable law.

ARTICLE XV

AMENDMENT TO BYLAWS

These bylaws may be amended or repealed by the affirmative vote of the whole

number of Trustees then serving.

ARTICLE XVI

IMPLIED AMENDMENTS

Any action taken or authorized by the Board of Trustees which would be inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of trustees that would be required to amend these Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action so taken or authorized.

ARTICLE XVII

DISSOLUTION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute and pay over all the assets of the corporation to as described in the Articles of Incorporation.

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