

BYLAWS OF
VILLA CORPORATION

ARTICLE I
CORPORATE SEAL

The Corporation is not required to obtain a seal. Should the secretary of the Corporation determine that a seal is desirable, the corporate seal of the Corporation shall be circular and shall have the name of the Corporation inscribed thereon, within and around the circumference. In the center shall be the word "SEAL."

ARTICLE II
FISCAL YEAR

The fiscal year of the Corporation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination, it shall be the year beginning July 1 ending June 30.

ARTICLE III
DIRECTORS

(A) The business and affairs of the Corporation shall be managed by the Board of Directors.

(B) The Board of Directors of the Corporation shall consist of no fewer than seven (7) and no more than nine (9) individuals. The directors of the Corporation shall be elected at each annual meeting and shall be self-perpetuating; provided, however, that the then-current Chairman and Chairman Elect of St. Joseph's Villa, a Virginia corporation (the "Villa"), shall at all times be members of the Board of Directors (the "Ex-Officio Directors"). Each director shall

hold office until his/her successor is duly elected and qualified or until removed or replaced by the Board of Directors. Directors need not be residents of the Commonwealth of Virginia.

(C) The directors, except the Ex-Officio Directors, may be removed, recalled and replaced at any time, with or without cause, by a majority vote of a quorum of directors at a meeting duly called. The Ex-Officio Directors may be removed for good cause shown by a majority vote of a quorum of directors at a meeting duly called.

(D) Regular meetings of the Board of Directors shall be held annually on the third Wednesday of March (or such other date as the Board shall determine) to elect officers and directors and carry on such other business as may properly come before such meeting. Special meetings may be called by any director.

(E) Notice of meetings of the Board of Directors, stating the place, day and hour of the meeting, and in the case of special meetings, the purpose or purposes for which the meeting is called, shall be mailed to each director at least three days, or telegraphed or telecopied at least two days, prior to the date of the meeting.

(F) Each director, including the Ex-Officio Directors, shall have one vote on any item properly placed before the Board of Directors for consideration. A majority of the number of directors in office shall constitute a quorum at any meeting of the Board of Directors. If a quorum is present, the affirmative vote of a majority of the directors present at the meeting shall be the act of the Board of Directors unless otherwise required by law.

(G) Any action required to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in

writing, setting forth the action so to be taken, shall be signed before such action by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

(H) Notwithstanding any other provision of these bylaws, whenever notice of any meeting for any purpose is required to be given to any director of any meeting for any purpose under provisions of Virginia law or these bylaws, a waiver thereof in writing signed by the director entitled to said notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. A director who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless attending for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(I) The Board of Directors shall elect the Trustees of the Villa and the directors of St. Joseph's Villa Foundation, a Virginia corporation (the "Foundation"). Any vacancy on the Boards of the Corporation, the Villa, or the Foundation created by a resignation or other action shall be filled by action of the Corporation's Board, except that in the event an Ex-Officio Director resigns or is removed, he shall be replaced by the individual that immediately succeeds him in the office of Chairman or Chairman Elect, as the case may be, of the Villa. No board member of the Corporation, except the Chairman of the Villa, shall be eligible to election to or to serve on the Board of the Foundation.

ARTICLE IV DIRECTORS' COMMITTEES

(A) The Board of Directors, by a resolution adopted by a majority of all the directors, may designate two or more directors to constitute an executive committee, which committee, to

the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors except to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation.

(B) Other committees of Board Members with limited authority may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Non Board Members may be appointed to serve in an advisory capacity.

ARTICLE V OFFICERS

(A) The Board of Directors, promptly after its election in each year, shall elect a president (who shall be a director) and a secretary, and may elect a treasurer, one or more vice presidents or such other officers as it may deem proper. Any officer may hold more than one office except that the same person shall not be both president and secretary. All officers shall serve for a term of one year and until their respective successors are duly elected and qualified, provided, however, that any officer may be removed by the vote of a majority of all the directors with or without cause at any time whenever the Board of Directors in its absolute discretion shall consider that the best interests of the Corporation would be served thereby. Vacancies among the officers shall be filled by the directors. The officers of the Corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

(B) The Board of Directors may require that any or all officers, agents and employees of the Corporation give bond to the Corporation, with sufficient sureties, conditioned on the

faithful performance of the duties of their respective offices or position, and comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI
AMENDMENTS

(A) These bylaws may be amended or repealed and new bylaws may be made by the Board of Directors at a regular or special meeting.

(B) In the event any portion of these bylaws is subsequently rendered invalid by act of the General Assembly of Virginia, those portions hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with the terms hereof.

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