

AMENDED AND RESTATED BYLAWS OF
ST. JOSEPH'S VILLA FOUNDATION

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 number of directors of the Corporation shall be no fewer than five (5) and no more than twenty (20) and shall be elected by the Board of Directors of Villa Corporation, a Virginia corporation, the sole member of the Corporation (the "Member"), for staggered terms of three (3) years each or until their successors are duly elected and qualified and take office; provided, however, that the then-current Chairman and Vice Chairman of St. Joseph's Villa, a Virginia corporation, shall serve as *ex officio*, voting members of the Board of Directors (the "Ex Officio Directors"). The directors, other than the Ex Officio Directors, shall be divided into

three (3) groups, as nearly equal in number as possible. The first group of directors shall be designated to serve a one-year term, the second group of directors shall be designated to serve a two-year term, and the third group of directors shall be designated to serve a three-year term. Thereafter, at each annual meeting of the Board of Directors of the Member, the Member shall elect one group of directors for a term of three (3) years to succeed those whose terms expire. No director shall serve more than two (2) consecutive three-year terms. 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 the Member. The Ex Officio Directors may be removed by the Member for good cause shown. In the event of the resignation or removal of a director, other than the Ex Officio Directors, the Member shall elect an interim director to serve until the next annual meeting at which a successor may be elected. In the event either of the Ex Officio Directors resigns or is removed, he shall be replaced by the individual that immediately succeeds him in the respective offices of Chairman or Vice Chairman of St. Joseph's Villa.

(D) Regular meetings of the Board of Directors shall be held as the Board of Directors shall fix, but shall be held at least quarterly, with the last meeting held in each fiscal year being designated the annual meeting for the purpose of electing officers and carrying on such other business as may properly come before such meeting. Special meetings may be called by the chairman of the Board of Directors, the vice chairman of the Board of Directors or by the Member.

(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 he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IV DIRECTORS' COMMITTEES

(A) There shall be an Executive Committee, Investment Committee, Advancement Committee, Planned Giving Committee and such other committees, both standing and special,

that a majority of all the directors in office at the time of such action may establish from time to time. With the exception of the Executive Committee, committee members shall be appointed by a majority of all the directors in office at the time of such action and each committee shall be chaired by a committee member (who shall be a director) appointed by the Board of Directors. Non-Board members may be appointed and serve in an advisory capacity.

(B) The Executive Committee shall consist of the chairman of the Board of Directors, who shall serve as chairman of the Executive Committee, the vice chairman of the Board of Directors and the chairman of each of the Investment Committee, Advancement Committee and Planned Giving Committee. The Executive Committee shall have and may exercise the full power and authority of the Board of Directors between meetings of the Board of Directors, except to the extent limited by the Articles of Incorporation, these bylaws and the laws of the Commonwealth of Virginia.

(C) The Investment Committee, in addition to other authority granted it by resolution of the Board of Directors or the Executive Committee, shall manage all assets and investments of the Corporation. The Investment Committee shall report financial concerns and opportunities and recommend financial guidelines and financial priorities to the Board of Directors.

(D) The Advancement Committee, in addition to other authority granted it by resolution of the Board of Directors or the Executive Committee, shall assist with fundraising and marketing activities and campaigns on behalf of the Corporation.

(E) The Planned Giving Committee, in addition to other authority granted it by resolution of the Board of Directors or the Executive Committee, shall develop and promote gift planning efforts on behalf of the Corporation.

ARTICLE V
OFFICERS

(A) The Board of Directors, promptly after its election in each year, shall elect a chairman (who shall be a director), a vice chairman (who shall be a director), a secretary and a treasurer, and may elect such other officers as it may deem proper. Any officer may hold more than one office. 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. The officers of the Corporation may serve consecutive terms. 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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