

ARTICLES OF INCORPORATION
OF
WINTERS HILL PLACE ASSOCIATION

We hereby associate to form a nonstock corporation pursuant to the provisions of the Virginia Nonstock Corporation Act and to that end set forth the following:

1. **NAME.** The name of the corporation shall be Winters Hill Place Association (hereinafter the "Association").

2. **PURPOSE AND POWERS.**

a. Eagle Construction of Virginia, Inc., a Virginia Corporation, has undertaken to cause the Association to be incorporated as permitted by the provisions of the Declaration of Covenants, Conditions and Restrictions of Winters Hill Place dated October 6, 1986 (the "Protective Covenants") in connection with that certain real property located in the County of Chesterfield, Virginia consisting of 25.1 acres more or less as shown on a certain plat of survey prepared by Bodie, Taylor & Puryear, Inc., Engineers and Surveyors dated May 19, 1986 entitled "Winters Hill Place", a copy of which survey was recorded in the Office of the Clerk of the Circuit Court of the County of Chesterfield on December 18, 1986 in Plat Book 55 pages 64-65. The property shown on said survey is referred to herein as "Winters Hill Place".

b. The purpose of the Association is to promote the recreation, health, safety and welfare of the residents and to

provide for the care, maintenance, repair, restoration, replacement, improvement and renovation of the Common Area (as defined in the Protective Covenants). The Association may provide for capital reserves for its purposes, it may employ employees, engage professional persons and engage professional management to assist in the operation of the Association and borrow funds as it deems prudent and necessary to run the affairs of the Association.

c. The Association does not contemplate pecuniary gain or profit to itself or to its members. No part of the Association's net earnings may inure to any member's benefit except in the event of a rebate of excess assessments or upon dissolution of the Association in which event the assets may be distributed as provided and permitted by applicable law.

d. The Association may exercise all of the powers and privileges and perform all of the duties and obligations set forth in the Protective Covenants.

e. The Association may acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, mortgage, pledge, exchange, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the Association.

f. The Association may impose restrictive covenants upon real property owned by it to the extent permitted by the Protective Covenants and may grant and convey easements across

any real property of the Association provided such easements are consistent with the Protective Covenants and may receive and be the beneficiary of easements across any real property in Winters Hill Place or elsewhere.

g. The Association may exercise all of the corporate powers enumerated in the Virginia Nonstock Corporation Act which are not inconsistent with the general purposes and powers set forth in these Articles of Incorporation.

3. MEMBERS AND CLASSES OF MEMBERS. Each Owner (as defined in the Protective Covenants) of a Lot (as defined in the Protective Covenants) in Winters Hill Place shall, upon becoming an Owner automatically become a member of the Association. Membership in the Association shall be appurtenant to and may not be severed from record title to a Lot. Ownership of a Lot shall be the sole qualification for membership in the Association. There shall be two classes of membership: Class A and Class B. Eagle Construction of Virginia, Inc., a Virginia corporation, and its successors and assigns as permitted by the Protective Covenants (hereinafter "Declarant") shall constitute Class B. All Owners with the exception of Declarant shall constitute Class A. At such time as the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or on January 1, 1994, whichever shall occur first, Class B shall cease to exist and Class A shall be the only class of members of the Association.

4. BOARD OF DIRECTORS/VOTING.

a. The initial board of directors shall consists of two directors whose names and addresses are as follows:

Bryan E. Kornblau

Robert W. Ohly, Jr.

The initial directors shall serve until the first meeting of the Association. Subsequent directors shall serve for terms of one year; provided however, that the board of directors may provide in the Bylaws of the Association for longer terms of subsequent directors, which longer terms shall not exceed three (3) years unless so provided by amendment to the Articles of Incorporation.

b. Upon expiration of the term of the initial board of directors and thereafter so long as Class B continues to exist Declarant, as the sole member of Class B, shall appoint one member of the three member board of directors (hereinafter the "Class B Director"). For so long as Declarant is the Owner of twenty-five percent (25%) or more of the total acres of land which at any time comprises Winters Hill Place exclusive of Common Area and Street Rights-of-Way, Declarant shall be entitled to appoint one of the remaining two directors (hereinafter the "Class A Directors). Upon the termination of Class B all three directors shall be Class A Directors. All Class A Directors

which Declarant is not entitled to appoint shall be elected as set forth in paragraph 4 (c) hereof. The number of directors may be increased by the board of directors by amendment to the bylaws, but only by unanimous vote of all directors; provided, however, that no increase in the number of the directors shall change the ratio between Class B Directors and Class A Directors unless the Class B Director votes in favor of such change. In the event the number of Class A Directors is increased at a time when Declarant is entitled to appoint a Class A Director then Declarant's right shall be to appoint 1/2 of the Class A Directors.

c. Subject to the foregoing, each Class A member of the Association shall be entitled to vote for the election of directors as follows: each Owner of a Lot shall be entitled to one vote per Lot. No partial or pro rata votes may be cast. Owners entitled to vote may give a written proxy to any other Owner entitling such Owner to cast votes by proxy.

d. An individual need not be a member of the Association to qualify as a director.

e. A director may be removed only with cause. Class A Directors may be removed only by the members of Class A and Class B Directors may be removed only by the Declarant.

f. In the event a vacancy occurs on the board of directors, including a vacancy resulting from a permitted increase in the number of directors, the vacancy shall be filled

as follows: in the event the vacancy is of a Class B Director the vacancy may be filled only by the Declarant; in the event the vacancy is of a Class A Director appointed by Declarant Declarant may fill the vacancy; in the event the vacancy is of a Class A Director elected by the members of the Association then the vacancy may be filled by the affirmative vote of the majority of the remaining Class A Directors or, in the event such a Class A Directorship vacancy is not filled by the board of directors within sixty (60) days from the date on which such vacancy occurs, then such vacancy may be filled by the Class A members in a special meeting called for the purpose of electing a new Class A Director to fill said vacancy, which meeting shall be called in accordance with the provisions for special meetings as may be set forth in the bylaws or in the event the bylaws fail to provide for the calling of special meetings, as provided by law.

5. **REGISTERED OFFICE AND REGISTERED AGENT.** The address of the initial registered office of the Association is 3412 Cutshaw Avenue, Richmond, Virginia 23230 in the City of Richmond. The initial registered agent of the Association is Richard S. Rothenberg, a member of the Virginia State Bar whose address is the same as the initial registered office.

6. **LIMITATION ON LIABILITY OF OFFICERS AND DIRECTORS.** In any proceeding brought in the right of the Association or brought by or on behalf of the members of the Association, the damages assessed against any officer or director of the Association arising out of a single transaction, occurrence or course of

conduct shall not exceed the amount of cash compensation actually paid to and received by the officer or director from the Association during the twelve months immediately preceeding the act or omission for which liability was imposed.

7. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS OF THE ASSOCIATION. The Association shall indemnify its directors, officers, employees and agents against all liabilities, damages, fines, penalties and claims imposed upon or asserted against such director, officer, employee or agent on account of or by reason of such person having been a director, officer, employee or agent of the Association, shall advance expenses for and pay all reasonable costs and expenses incurred by such officer, director, employee or agent, including without limitation reasonable attorney's fees and costs, incurred by such person in connection therewith, except in relation to matters as to which such person shall have been finally adjudged to be liable by reason of (1) his willful misconduct or (2) a knowing violation of the criminal law. Such indemnity and advance and payment of expenses shall continue as to any such director, officer, employee or agent who has ceased to have such capacity and shall inure to the benefit of the heirs, executors and administrators of such person. The determination of the right of any director, officer, employee or agent to indemnification and advance and payment of expenses is provided hereby shall be made:

(1). By the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; or

(2). If a quorum cannot be obtained under paragraph (1) above, by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or

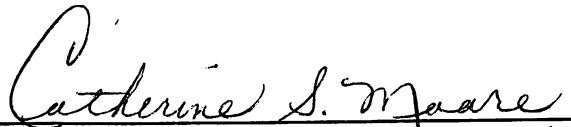
(3). By special legal counsel (a) selected by the board of directors or its committee in the manner prescribed in paragraph (1) and (2) above; or (b) if a quorum of the board of directors cannot be obtained under paragraph (1) above and a committee cannot be designated under paragraph (2) above, selected by a majority vote of the full board of directors, in which selection directors who are parties may participate; or

(4). By the members of the Association, but directors who are at the time parties to the proceeding may not vote on the determination.

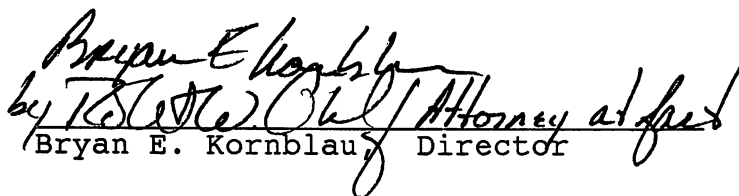
(5). Any director, officer, employee or agent of the association desiring to be indemnified and reimbursed and advanced for expenses who is either unable to obtain the determination of entitlement as set forth above or who is dissatisfied with the results of the determination may apply to the court conducting the proceeding or to the Circuit Court of the County of Chesterfield for an order directing the Association to make advances and reimbursement for expenses and to provide

indemnification and neither the failure of the Association to make a determination concerning indemnification and expenses nor the determination by the Association that the applying director, officer, employee or agent is not entitled to receive advances and/or reimbursement or indemnification shall create a presumption to that effect or otherwise of itself be a defense to such application for advances of expenses, reimbursement or indemnification. The provisions of this section shall not be exclusive and shall be in addition to and not by means of limitation of any rights which any director, officer, employee or agent may have under the Virginia Nonstock Corporation Act or any other provisions of applicable law. Nothing set forth herein shall be deemed to prevent the Association from providing for advances of expenses, reimbursement or indemnification permitted by the Virginia Nonstock Corporation Act.

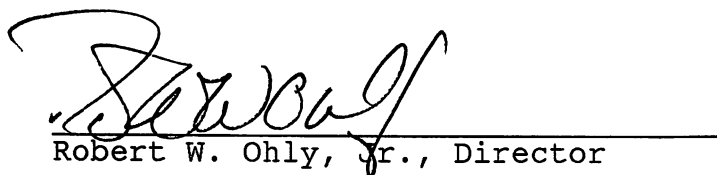
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the Commonwealth of Virginia, I the undersigned, the incorporator of this corporation, have executed these Articles of Incorporation this 9th day of June, 1988?


Catherine S. Moore, Incorporator

Pursuant to Section 13.1-855 (E) of the Code of Virginia, 1950, as amended, each of the undersigned hereby consents to being named as a member of the initial Board of Directors in the Articles of Incorporation of Winters Hill Place Association to hold office until the first election of directors.


Bryan E. Kornblau, Director

July 12, 1989
Date


Robert W. Ohly, Jr., Director

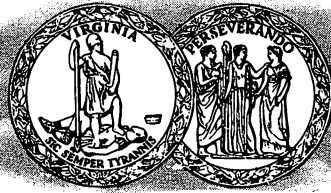
July 12, 1989
Date

COMMONWEALTH OF VIRGINIA

THOMAS P. HARWOOD, JR.
CHAIRMAN

PRESTON C. SHANNON
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER



GEORGE W. BRYANT, JR.
CLERK OF THE COMMISSION
BOX 1197
RICHMOND, VIRGINIA 23209

STATE CORPORATION COMMISSION

July 11, 1989

Brian K. Stevens
3412 Cutshaw Avenue
Richmond, VA 23230

RE: WINTERS HILL PLACE ASSOCIATION
ID: 0343510 - 4
DCN: 89-07-03-0035

This is your receipt for \$75.00 covering the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is July 11, 1989.

Sincerely yours,

George W. Bryant, Jr.
Clerk of the Commission

CORPACPT
CIS20436