

(f) The post office address of the initial registered office is: 9108 Courthouse Road (P. O. Box 129), Spotsylvania, Virginia 22553. The name of the city or county in which the initial registered office is located is the County of Spotsylvania, Virginia, the name of the registered agent is Ronald M. Maupin, who is a resident of Virginia and who is a member of the Virginia State Bar, and whose initial business office is the same as the registered office of the corporation.

(g) The by-laws of the corporation shall be adopted by the members of the corporation.

(h) The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as the initial directors are:

Daniel P. Girouard, 5736 Courthouse Road, Spotsylvania, VA 22553

Gary B. Butler, 5736 Courthouse Road, Spotsylvania, VA 22553

(i) The duration of the corporation shall be perpetual.

(j) Each person now or hereafter a director or officer of the corporation and his heirs, executors and administrators shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim to which he is or may be made a party by reason of his being or having been a director and/or officer, at the time such costs or expenses are incurred by or imposed upon him, except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director and/or officer. In the event a settlement of any such action, suit or proceeding, or other settlement of any claim against any directors or officers, the indemnification shall be made, only if the corporation shall be advised by the Board of Directors of the corporation, in case none of the persons involved shall be or have been a director of the corporation, or otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was or is not guilty of gross negligence or willful misconduct in the performance of his duties, and in the event of a settlement, that such settlement was or is in the best interests of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall be deemed exclusive of any rights to which the officer or director may be entitled under the by-laws, agreements, votes of stockholders or otherwise.

DATE: July 29, 2003


DANIEL P. GIROUARD, II
INCORPORATOR

(I) Class A: Class A member(s) shall be all those members as defined herein with the exception of the Declarant (VA Timberline, LLC, a Delaware limited liability company, its successors and assigns for purposes of development) under the Declaration of Conditions, Restrictive Covenants and Easements of Pamunkey Point, and such other adjacent development, if any, brought under the jurisdiction of the Association. Class A members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. Where more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as the said owners among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

(II) Class B: The Class B member(s) shall be the Declarant under the Declaration of Conditions, Restrictive Covenants and Easements of Pamunkey Point, and such other adjacent developments, if any, brought under the jurisdiction of the Association, and its successors and/or assigns in the development of the property. The Class B member(s) shall be entitled to 102 votes (a number equal to two times the number of votes of the Class A members), less the number of Class A votes outstanding at the time a vote is taken.

(III) The Class B membership and the Class B voting rights shall cease on December 31, 2007, unless terminated earlier by the Class B member.

(IV) For purposes of the provision concerning Class B membership and Class B voting rights, in the event of annexation of additional lands to the Declaration, in calculating the total votes outstanding in the Class B membership, the same shall be equal to two times the number of lots in Pamunkey Point plus two times the number of lots within the annexed properties, less the number of Class A votes outstanding at the time a vote is taken.

(e) The directors or the corporation are to be selected in the following manner: Except for directors herein designated to serve until their successors are elected at the initial meeting of Pamunkey Point Property Owners Association, Inc., (which initial directors were selected by the Declarant under the Declaration of Conditions, Restrictive Covenants and Easements of Pamunkey Point) and which initial Board of Directors shall have the right and authority, but not the obligation, to appoint one additional member to the Board of Directors prior to the initial meeting of the Association, the Board of Directors shall consist of five (5) members, the Board to be elected by a combined vote of the Class A and Class B members of the Association. The Board of Directors shall also serve as the officers of the Corporation. The officers of the Corporation shall consist of President, Vice President, Secretary and Treasurer. Any two or more offices may be held by the same person, except that the person holding the office of President may hold no other office.

The Board of Directors shall be elected as hereinabove described upon a combined vote of the Class A and Class B members of the Association at the initial meeting of the Association to be held on or about August 1, 2004, and every year thereafter. The Board of Directors shall select (elect) the officers of the Association at said meeting. The initial Board of Directors shall select the officers of the Association to serve until such meeting and election. In the event of vacancies, a person shall be appointed to fill the vacancy by the Board of Directors, which person shall serve for the unexpired term of his predecessor.

ARTICLES OF INCORPORATION
PAMUNKEY POINT PROPERTY OWNERS ASSOCIATION, INC.

We hereby associate to form a non-stock, not for profit, corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

- (a) The name of the corporation is PAMUNKEY POINT PROPERTY OWNERS ASSOCIATION, INC.
- (b) The purposes for which the corporation is organized are:
 - (I) To provide the collective and individual property and civic interests and rights of all persons or entities who are members of the Association;
 - (II) To monitor and enforce as applicable, the Declaration of Conditions, Restrictive Covenants and Easements of Pamunkey Point, Spotsylvania County, Virginia, and Orange County, Virginia (to be recorded in the Clerk's Office of the Circuit Court of Spotsylvania County, Virginia, and to be recorded in the Clerk's Office of the Circuit Court of Orange County, Virginia) herein the "Declaration"), and such other adjacent development, if any, as may be brought under the jurisdiction of the Association, the By-Laws of the Association, and owner rights and privileges; and
 - (III) To manage the funding and provide for the repair and maintenance of the common areas of Pamunkey Point and such other common areas, if any, as may be brought under the jurisdiction of the Association, as set forth in the Declaration and to accept ownership of said common areas at the appropriate time, and for any and all other duties imposed upon the Association by said Declaration; and
 - (IV) To transact, promote and manage the business of the Association as required by law.
- (c) The Corporation shall be a non-stock, not for profit corporation.
- (d) Members.

Every person or entity who is the record owner of a fee or undivided interest in any lot which is subject to the Declaration, and such other adjacent developments, if any, as may be brought under the jurisdiction of the Association, shall be a member of Association; but this does not intend to include persons or entities who hold an interest merely as security for the performance of an obligation, nor trustees under any instrument securing such an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the Declaration, and such other adjacent development, if any, as may be brought under the jurisdiction of the Association. Ownership of such lot shall be the sole qualification for membership.