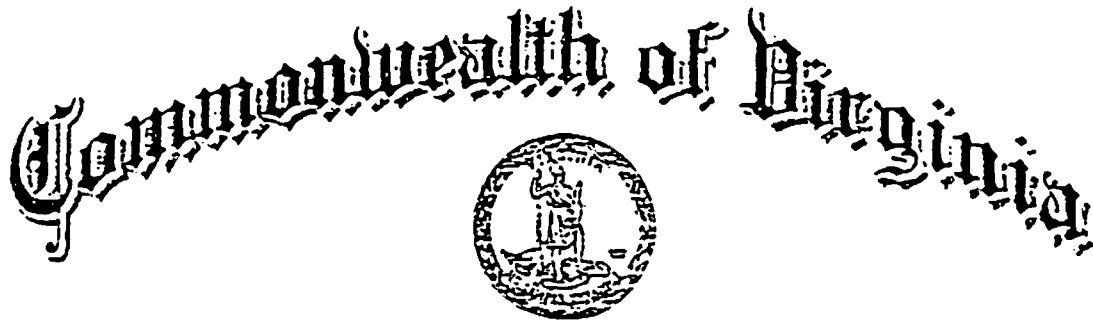


Reed's Landing Community  
Association, Inc.

Articles of Incorporation



STATE CORPORATION COMMISSION

*Richmond,* November 5, 1981

*This is to Certify that the certificate of incorporation of*  
Reed's Landing Community Association, Inc.

*was this day issued and admitted to record in this office  
and that the said corporation is authorized to transact its  
business subject to all the laws of the State applicable to  
the corporation and its business.*

*State Corporation Commission*

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*Clerk of the Commission*

**ARTICLES OF RESTATEMENT  
AMENDING AND RESTATING THE  
ARTICLES OF INCORPORATION  
OF  
REED'S LANDING COMMUNITY ASSOCIATION, INC.**

These Articles of Restatement are filed pursuant to Section 13.1-889 of the Code of Virginia of 1950, as amended.

1. The name of the corporation is REED'S LANDING COMMUNITY ASSOCIATION, INC.

2. The text of the Amended and Restated Articles of Incorporation of the Corporation (the "Restated Articles") is attached hereto and incorporated herein by this reference.

3. The undersigned hereby certifies the following:

A. The Restated Articles contain amendments requiring member approval.

B. The Restated Articles were adopted and approved by the members on November 19, 1996.

C. The Restated Articles were proposed by the board of directors of the Corporation and submitted to the members in accordance with the Virginia Nonstock Corporation Act, Va. Code 13.1-801, et seq.

D. A meeting of the members was duly called and held on November 19, 1996, and at the meeting there existed a quorum of those members entitled to vote on the Restated Articles.

E. The total number of votes cast for adoption and approval of the Restated Articles was 219 and the total number of votes cast against adoption and approval of the Restated Articles was 24. The number of votes cast in favor of the Restated Articles was sufficient for their adoption and approval.

In witness whereof, these Articles of Restatement have been executed on behalf of the Corporation by its duly authorized officer, this 7th day of January, 1997.

REED'S LANDING COMMUNITY  
ASSOCIATION, INC.

By:

  
Channing J. Martin  
President

Approved by Board of Directors: 10/1/96  
Adopted by vote of the Members: 11/19/96

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
REED'S LANDING COMMUNITY ASSOCIATION, INC.**

These Amended and Restated Articles of Incorporation provide as follows:

**ARTICLE I**

The name of the Corporation is REED'S LANDING COMMUNITY ASSOCIATION, INC.

**ARTICLE II**

The purposes and powers of the Corporation are as follows:

(a) To manage, maintain, and care for the Common Properties in the planned community development known as Reed's Landing, located in Chesterfield County, Virginia, and to assess, collect and disburse the charges due the Corporation from its members, as hereinafter provided.

(b) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, sell, lease, transfer, mortgage, encumber, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation, but only in accordance with the purposes of the Corporation.

(c) To do any and all things and acts that the Corporation, from time to time, in its discretion, may deem to be for the benefit of the Members or the Common Properties or advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of the Members; and further, the Corporation shall have the powers, rights and privileges to conduct any and all business that a Corporation organized under the Virginia Nonstock Corporation Act by law may now or hereafter have or exercise and that is not required to be specifically set forth in these Articles; provided, however, that notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law.

(d) The Corporation is not organized for profit, nor shall it have any power to issue certificates of stock or pay dividends, and

no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributed to any Member of the Corporation, director, officer or other private person, except as provided in Article VI hereof. The Corporation may enter into contracts with any person or entity (including any Member, officer or director), and may pay compensation in reasonable amounts for services rendered.

### ARTICLE III

Provisions relating to the Members of the Corporation are:

(a) The Members of the Corporation shall be all Owners of Residential Lots and Tenants of Family Dwelling Units in Reed's Landing.

(b) There shall be two (2) classes of membership in the Corporation: voting Members and non-voting Members. Owners shall be voting Members of the Corporation. Tenants shall be non-voting Members of the Corporation. Except as set forth in these Articles, the qualifications and rights of each class of Members, including voting rights in the case of Owners, shall be those provided in the Bylaws.

(c) The number of votes a voting Member is entitled to cast shall be controlled by the number of Residential Lots owned by that voting Member in Reed's Landing. Ownership of a Residential Lot in Reed's Landing entitles the Owner or Owners of such lot to an aggregate total between them of two (2) votes. By way of example only, if a Residential Lot is owned by husband and wife, then each of them shall be entitled to one (1) vote. The Owner or Owners of each Residential Lot shall be entitled to cast an aggregate total between them of two (2) votes for as many persons as there are directors to be elected to the Board of Directors of the Corporation.

The act of voting shall have the following effect:

- (i) If a Residential Lot is owned by two (2) or more persons or entities and only one (1) votes, in person or by proxy, then the act of the Owner so voting shall bind all other Owners; and
- (ii) If a Residential Lot is owned by more than two (2) persons or entities and more than (1) votes, in person or by proxy, then the act of the majority so voting shall bind all other Owners. If there is an even split among the Owners voting, then each such group of Owners shall be entitled to one (1) vote.

(iii) The principles of this paragraph shall apply, insofar as possible, to execution of proxies, waivers, consents or objections and for the purpose of ascertaining the presence of a quorum.

(d) The percentage of votes cast by the Owners that are necessary for the adoption of any matter voted upon by the Owners shall be sixty-six (66%) percent, except that fifty-one (51%) percent shall be required upon a vote by the Owners to:

- (i) determine whether indemnification of a director, officer, employee or agent is permissible because he or she has met the applicable standard of conduct;
- (ii) increase the Maximum Annual Assessment that may be levied by the Board of Directors;
- (iii) rescind or reduce a special assessment levied by the Board of Directors;
- (iv) repeal or amend rules and regulations adopted by the Board of Directors with respect to the use of the Common Properties and all other areas of responsibility assigned to the Association by the Bylaws; and
- (v) authorize any trustee appointed upon termination of the Association to dispose of the Common Properties and other assets of the Association free and clear of certain limitations imposed in the Bylaws.

In addition, the percentage of votes cast by the Owners that are necessary to adopt a motion to allow the Bylaws to terminate at the end of their then current term shall be seventy-five (75%) percent.

(e) The Owners shall have the right to vote for the election of directors and upon such other matters with respect to which a vote of the Owners shall be conferred by these Articles of Incorporation, the Bylaws, or the provisions of the Virginia Nonstock Corporation Act, Va. Code § 13.11-801, et seq., as amended.

(f) The Owners shall have the exclusive power to amend or repeal the Bylaws and may do so in the manner provided in the Bylaws.

#### ARTICLE IV

The affairs of the Corporation shall be managed by a Board of Directors, whose number and qualifications shall be specified in the Bylaws. Commencing with the 1997 annual meeting, the directors shall be divided into three classes with respect to the time for which they hold office. The term of the first class, consisting of three directors, shall expire at the 1998 annual meeting. Two directors currently serving on the Board have terms expiring at the 1998 annual meeting; therefore, one director for the first class shall be elected at the 1997 annual meeting. The term of the second class, consisting of two directors, shall expire at the 1999 annual meeting. One director currently serving on the Board has a term expiring at the 1999 annual meeting; therefore, one director for the second class shall be elected at the 1997 annual meeting. The term of the third class, consisting of two directors, shall expire at the 2000 annual meeting. There are no directors now serving on the Board whose terms expire at the 2000 annual meeting; therefore, two directors for the third class shall be elected at the 1997 annual meeting. At each annual meeting commencing with the 1998 annual meeting, directors elected to succeed those directors whose terms then expire shall be elected for a term to expire at the third succeeding annual meeting after their election. A director may only serve for two successive terms. Directors shall be elected by a plurality of the votes cast. Upon the death, resignation or removal of a director, a successor shall be elected by the remaining directors and shall serve until the next annual meeting of the Association where a new director shall be elected to serve the remaining term, if any, of the director who left the Board. The Board on its own motion may remove a director for cause.

#### ARTICLE V

The Corporation shall have perpetual existence.

#### ARTICLE VI

Upon dissolution of the Corporation, the assets, both real and personal, shall be transferred, used and maintained in the same manner set forth in the Bylaws for the transfer, use and maintenance of the Common Properties and assets in the event the Association ceases to exist or function or the Bylaws are declared void, invalid, illegal or otherwise unenforceable.



## ARTICLE VII

The Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, under the circumstances and in the manner set forth in the Bylaws.

## ARTICLE VIII

The following words and terms when used in these Articles of Incorporation (unless the context shall clearly indicate otherwise) shall have the following meanings:

(a) "Association" shall mean Reed's Landing Community Association, Inc., a Virginia nonstock corporation, its successors and assigns.

(b) "Bylaws" shall mean the Declaration of Covenants, Restrictions and Bylaws of the Association that are recorded in the Clerk's Office of the Circuit Court of the County of Chesterfield, as amended.

(c) "Common Properties" shall mean those tracts of land with any improvements thereon which are deeded to the Association and designated in said deed as "Common Properties." The term "Common Properties" shall also include any personal property acquired by the Association if said property is designated a "Common Property" by the Board of Directors. All Common Properties are to be devoted to and intended for the common use and enjoyment of the Members and their guests, and visiting members of the general public (to the extent permitted by the Board of Directors of the Association) subject to the fee schedules and operating rules adopted by the Association.

(d) "Family Dwelling Unit" shall mean any single family dwelling on a Residential Lot in Reed's Landing.

(e) "Master Plan" shall mean the drawing which represents the conceptual plan for the development of Reed's Landing. Said plan is on file in the Chesterfield County Department of Community Development.

(f) "Member" shall mean all Owners of Residential Lots and Tenants of Family Dwelling Units in Reed's Landing.

(g) "Owner" shall mean the Owner as shown by the real estate records in the Clerk's Office of the Circuit Court of Chesterfield County, Virginia, whether it be one (1) or more persons, firms, associations, corporations, or other legal entities, of fee simple title to any Residential Lot situated in Reed's Landing but, notwithstanding any applicable theory of a deed of trust, shall not mean or refer to the mortgagee or holder of a deed of trust, its

successors or assigns, unless and until such mortgagee or holder of a deed of trust has acquired title pursuant to foreclosure or a proceeding or deed in lieu of foreclosure; nor shall the term "Owner" mean or refer to any lessee or tenant of an Owner. In the event that there is recorded in the Office of the Clerk of the Circuit Court of Chesterfield County, Virginia, a long-term contract of sale covering any Residential Lot or parcel of land within Reed's Landing, the purchaser of such Residential Lot or parcel of land shall be deemed the Owner for purposes of this Declaration, and the seller shall not be deemed the Owner even though he holds fee simple title. A long-term contract of sale shall be one where the purchaser is required to make payments for the property for a period extending beyond nine (9) months from the date of the contract, and where the purchaser does not receive title to the property until such payments are made, although the purchaser is given the use of said property.

(h) "Proprietors" shall mean Reed's Landing Corporation, its predecessors, successors and assigns.

(i) "Reed's Landing" shall mean those lands lying partially in Chesterfield County, Virginia, and partially in the City of Richmond, Virginia known as Reed's Landing Subdivision which are shown as a part of the Proprietors' Master Development Plan as revised from time to time, which plan has been filed with and approved by the Chesterfield County Planning Commission and is in the office of the Chesterfield Community Development Department.

(j) "Residential Lot" shall mean (1) any subdivided parcel of land within Reed's Landing that is improved with a Family Dwelling Unit or which is intended for use as a site for a Family Dwelling Unit, or (2) any two contiguous subdivided parcels of land within Reed's Landing that are improved with one Family Dwelling Unit constructed such that its foundation exists on both parcels. No parcel shall, however, be classified as a Residential Lot until the first day of the quarter of the year following the recording of a plat in the Clerk's Office of the Circuit Court of Chesterfield County, Virginia, showing such Residential Lot.

(k) "Tenant" shall mean the lessee under a written agreement for the rent and hire of a Family Dwelling Unit.

(l) "Unsubdivided Land" shall mean all land in Reed's Landing which has not been subdivided into Residential Lots. For the purposes of this Declaration, the following classifications of property shall not be deemed "Unsubdivided Land" and shall be expressly excepted from the definition thereof:

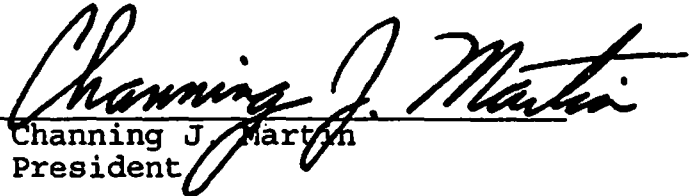
- (i) All lands committed to the Association through express, written notification by the Proprietors to the Association of intent to convey to the Association;

- (ii) All lands designated on the Master Plan for intended use, or by actual use if applicable, for outdoor recreation facilities; operating farms and/or animal pastures; woodland marsh and swamp conservances, unless conveyed by the Association pursuant to Article IV, Section 3(g) of the Bylaws; and
- (iii) All lands designated in any way as Common Properties.

In witness whereof, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its duly authorized officer this 7th day of January, 1997.

REED'S LANDING COMMUNITY  
ASSOCIATION, INC.

By:

  
Channing J. Martin  
President

Channing\0281266.02

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

January 15, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

**REED'S LANDING COMMUNITY ASSOCIATION, INC.**

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF RESTATEMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective January 15, 1997 at 06:48 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT  
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97-01-15-0008