

VIRGINIA
STATE CORPORATION COMMISSION
RICHMOND, VIRGINIA

ARTICLES OF INCORPORATION

POWDERHAM NEIGHBORHOOD ASSOCIATION

A NONSTOCK CORPORATION
FORMED PURSUANT TO CHAPTER 10 OF TITLE 13.1 OF THE
CODE OF VIRGINIA, AS AMENDED

FIRST: The name of the corporation is POWDERHAM
NEIGHBORHOOD ASSOCIATION.

SECOND: The purpose for which the corporation is
organized is to establish a neighborhood association
intended to promote and encourage a healthful and harmonious
residential environment for the residents of Powderham
Subdivision, Chesterfield County, Virginia. The corporation
is formed and shall be operated exclusively for religious,
charitable, scientific, literary or educational purposes.
This corporation is designed to be nonprofit in nature. No
part of its net earnings shall inure to the benefit of any
private individual or member. It shall not use any funds to
intervene in or participate in any political campaign on
behalf of any candidate for public office. The corporation
shall have the power to engage in any business or activity
not prohibited by law and shall have all of the powers set
forth in Section 13.1-826 of the Code of Virginia, 1950, as
amended, unless otherwise limited in the bylaws of the
corporation.

THIRD: Upon dissolution, the assets of the corporation
shall be distributed in accordance with the plan of
distribution adopted pursuant to the Virginia Nonstock
Corporation Act or by a court of competent jurisdiction to

one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the corporation which are at the time exempt from federal income taxation.

FOURTH: There shall be one class of members, and all members shall have the same rights and privileges. Further qualifications for membership shall be set forth in the bylaws. Election to membership in the corporation shall be by vote of the directors. Each member in good standing shall be entitled to vote at all meetings of the membership.

The vote or concurrence of more than two-thirds of the votes entitled to be cast by members present, in person only, at a meeting called expressly for that purpose, or for the annual meeting, provided sufficient notice has been given as required by the bylaws, shall be required to: (a) make any special assessment of the members; (b) remove any director; (c) amend, alter or repeal the Articles of Incorporation.

FIFTH: The address of the initial registered office is 8550 Mayland Drive, Suite One, Richmond, Virginia 23229, in the County of Henrico, and the initial registered agent at that address is Denis F. Soden, who is a resident of the State of Virginia, and member of the Virginia State Bar.

SIXTH: The number of directors shall not be less than the minimum number prescribed by law and shall be fixed by the bylaws of the corporation. In the absence of a bylaw fixing the number, the number of board members shall consist

of a minimum of five and a maximum of fifteen. The length of the term for each director shall be specified in the bylaws. The immediate past president of the corporation shall be an ex-officio director for a term of one year after his or her term as president has expired. The names and addresses of the persons who are to serve as the initial directors are:

Steven Urbanski
13610 Edmonthorpe Road
Midlothian, VA 23113

Steven Jacobs
13600 Edmonthorpe Road
Midlothian, VA 23113

Lucy Cullum
13531 Edmonthorpe Road
Midlothian, VA 23113

Robert Olsen
2920 Ellesmere Drive
Midlothian, VA 23113

Michael Tessieri
2741 Ellesmere Drive
Midlothian, VA 23113

Dennie Pritchard
13521 Edmonthorpe Road
Midlothian, VA 23113

Willie Polacek
13701 Glendower Road
Midlothian, VA 23113

Becky Kuper
13671 Glendower Road
Midlothian, VA 23113

Michael Etkin
13041 Robious Road
Midlothian, VA 23113

Michael Carroll
13510 Edmonthorpe Road
Midlothian, VA 23113

SEVENTH: The corporation shall indemnify each director and officer against liabilities (including judgments and fines and reasonable attorney's fees, costs and expenses) incurred by him in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, (any of which is hereinafter referred to as "proceeding") to which he may be a party by reason of him being or having been a director or officer of the corporation, except in relation to any proceeding in which he has been adjudged liable because of

willful misconduct, bad faith or gross negligence involved in the conduct of his office, in connection with any proceeding charging improper personal benefit to him whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him, or, in relation to any criminal proceeding, in which he had reasonable cause to believe his conduct was unlawful (any of which behavior is hereinafter referred to as "misfeasance"). In the event of this disposition of any proceeding in which no determination of misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director or officer acted in good faith and without misfeasance, that he believed that in the case of conduct in his official capacity of the corporation that his conduct was in its best interest and in all other such cases that his conduct was at least not opposed to its best interests. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding, (ii) by special legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, or (iii) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination. Directors eligible to make any such determination or to refer any such determination to

special legal counsel must act with reasonable promptness when indemnification is sought by any director or officer.

Expenses incurred in defending any proceeding may be paid by the corporation in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to indemnification.

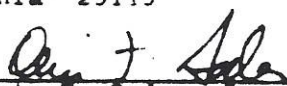
Every reference herein to director or officer shall include every director or officer or former director or officer of the corporation and every person who may have served at the request of the corporation or one of its subsidiaries as a director or in a similar capacity of another corporation, partnership, joint venture, trust or other enterprises and, in all such cases, the heirs, executors, and administrators of such officer or director.

The corporation may further indemnify each officer and director in any manner permitted by law, and shall so indemnify them if directed to do so by the shareholders.

EIGHTH: The corporation shall have perpetual duration.

NINTH: The name and address of the incorporator of the corporation are:

Denis F. Soden
2711 Ellesmere Drive
Midlothian, Virginia 23113



Denis F. Soden, Incorporator

Dated: May 26, 1986

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
June 5, 1986

CERTIFICATE OF INCORPORATION

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

POWDERHAM NEIGHBORHOOD ASSOCIATION

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

Therefore, it is ordered that this

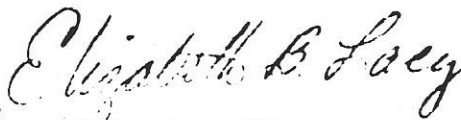
CERTIFICATE OF INCORPORATION

be issued, and admitted to record with the articles in this office of the Commission, effective June 5, 1986.

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

Court Number: 143

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