

ARTICLES OF INCORPORATION

OF

TALL TIMBERS ASSOCIATION, INC.

In compliance with the requirements of Chapter II of Title 13.1 of the Code of Virginia, the undersigned, a resident of Virginia and who is of full age, has this day formed a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is TALL TIMBERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The registered office of the Association is located at 2922 Hathaway Road (P. O. Box 8945), Richmond, Virginia 23225, which is in the City of Richmond, Virginia.

ARTICLE III

J. W. Keith, Jr., a resident of Virginia and a member of the Virginia State Bar, whose address is 2922 Hathaway Road, (P. O. Box 8945), Richmond, Virginia 23225, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

All those thirty-one (31) lots of land lying in Brookland District, Henrico County, Virginia, together with the Common Area appurtenant thereto, as shown on a plat of Tall Timbers, Section A, dated June 1, 1980, made by Bremner, Youngblood & King, Inc., Consulting Engineers, and to which plat reference is made for a more particular description, said lots being:

BLOCK A: Lots 1 through 26 inclusive

BLOCK B: Lots 1 through 5, inclusive

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Henrico County, Virginia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all

- licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and with the assent of more than two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by more than two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have

the assent of more than one-half (1/2) of each class of members; or

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract Seller, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Any person who owns the required interest in a Lot as indicated above shall be admitted to membership upon presentation thereof to the Board of Directors.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote

for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1985.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

J. W. Keith, Jr.	2131 Keith Lane Midlothian, Va. 23113
J. L. Ellis, Jr.	4902 River Road Richmond, Va. 23225
Margie W. Eubank	1202 Santa Rosa Road Richmond, Va. 23229

At the first annual meeting the members shall elect one (1) director, for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given by more than two-thirds (2/3) of each class members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of more two-thirds (2/3) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the unanimous approval of the Class B members: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 22nd day of October, 1980.



J. W. Keith, Jr.

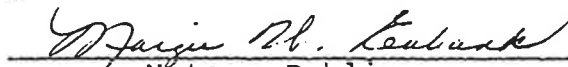
STATE OF VIRGINIA

City of Richmond, to-wit:

I, the undersigned, a Notary Public in and for the City and State aforesaid, do hereby certify that J. W. Keith, Jr., whose name is signed to the foregoing writing bearing date on the 22nd day of October, 1980, has acknowledged the same before me in my City and State aforesaid.

Given under my hand this 22nd day of October, 1980.

My commission expires: June 6, 1981



Notary Public