

ARTICLES OF INCORPORATION

OF

THE WOODS OF TABB HOMES ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia of 1950, as amended, the undersigned, all of whom are residents of the State of Virginia and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is The Woods of Tabb Homes Association, hereinafter called the "Association".

ARTICLE II

The principal office of the Association, which is the initial registered office of the Association, is 2 Eaton Street, Suite 1100, Hampton, Virginia 23669. The name of the city in which the initial office is located is Hampton, Virginia.

ARTICLE III

The name of its initial registered agent is Henry L. Stephens, who is a resident of Virginia and a Director of the Association, and whose business office is the same as the registered office, namely, 2 Eaton Street, Suite 1100, Hampton, Virginia 23669.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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 certain pieces, parcels or lots of land situate, lying and being in York County, Virginia, as shown on that certain plat entitled, "SUBDIVISION PLAT OF THE WOODS OF TABB, SECTION ONE, OF THE PROPERTY OF CARY'S CHAPEL LIMITED PARTNERSHIP, COUNTY OF YORK, VIRGINIA", prepared by Davis & Associates, Land Surveyors-Planners, Grafton, Virginia, dated February 26, 1992, which plat is made a part hereof by reference thereto and is recorded in the Clerk's Office of the Circuit Court for York County, Virginia, in Plat Book 11, pages 502-504, said plat containing a Total Area of 27.9956 Acres, of which the Pump Station Lot contains 0.4481 Acres, the Lot Area contains 3.6345 Acres, the R/W Area contains 16.4699 Acres and the Common Area contains 7.4431 Acres.

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 for the County of York, Virginia;

(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 (2/3rds) 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 of 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.

(f) participate in mergers and consolidations with other nonprofit 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 two-thirds (2/3rds) of each class of members;

(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.

It is further provided that the Association shall not be dissolved, nor shall the Association dispose of any common open space, by sale or otherwise, except to an organization conceived and organized to own and to maintain the common open space, without first offering to convey the same to the County or other appropriate governmental agency in exchange for compensation in an amount not exceeding the appraisal of a mutually acceptable

appraiser.

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 sellers, 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.

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 (the term Declarant including a builder to whom Declarant has sold a Lot for the purpose of constructing a residence thereon), 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 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 (including a builder to whom Declarant has sold a Lot for the purpose of constructing a residence thereon), and the legal owner of such Lot shall be entitled to two (2) votes for each Lot owned as shown on said Plat or in any section which may be hereafter annexed. The Class B membership shall cease

and be converted to Class A membership (subject to being reconverted to a Class B membership if, pursuant to a subsequent annexation of additional Lots the total votes outstanding in the Class A membership are less than the total votes outstanding in the Class B 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) ten (10) years from the date hereof.

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:

NAME	ADDRESS
Kenneth L. Allen	2 Eaton St., #1100, Hampton, VA 23669
Henry L. Stephens	2 Eaton St., #1100, Hampton, VA 23669
B. M. Millner	2 Eaton St., #700, Hampton, VA 23669

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

ARTICLE VIII

DISSOLUTION

The Association may be dissolved, but only upon compliance with all of the provisions of Section 13.1-248 of the Code of Virginia or any amendment thereto and Section 24-252(b) (including without limitation the last sentence thereof) of the York County Code. 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 nonprofit 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 seventy five percent (75%) of the entire membership.

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 2nd day of July, 1992.



KENNETH L. ALLEN

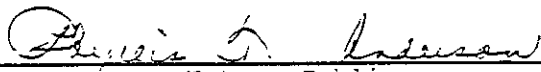

HENRY L. STEPHENS


B. M. MILLNER

STATE OF VIRGINIA

CITY/COUNTY OF Hampton, to wit:

The foregoing instrument was acknowledged before me this 2nd day of July, 1992, by KENNETH L. ALLEN, HENRY L. STEPHENS, and B. M. MILLNER, the Incorporators of The Woods of Tabb Homes Association.


Notary Public

My commission expires: May 16, 1993