

ARTICLES OF INCORPORATION
OF
WALNUT CREEK POWHATAN HOMEOWNERS ASSOCIATION, INC.
(a non-stock corporation)

ARTICLE I
Name

The name of the corporation is Walnut Creek Powhatan Homeowners Association, Inc. (the "Association")

ARTICLE II
Purpose

The Association does not contemplate pecuniary gain or profit to the members of the Association and the specific purposes for which it is formed are to provide maintenance, preservation and architectural control of the lots and to own, provide maintenance, preservation and architectural control of the common area within a parcel of land known as Walnut Creek, Section 1, and subsequent sections of Walnut Creek subdivision (the "Subdivision"), in Powhatan County, Virginia (the "Property").

The Association is also formed to promote the health, safety and welfare of the owners of the lots within the Subdivision.

The Association shall:

- a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration (the provisions of which are incorporated in these Articles) applicable to the property and recorded in the Clerk's Office, Circuit Court, Powhatan County, Virginia.
- b) fix, levy, collect and enforce payment by any lawful means, all changes or assessments pursuant to the terms of the Declaration; pay all expenses

incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property;

- 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 two-thirds of each class of members, mortgage, pledge 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 upon by the members. No such dedication or transfer shall be effective unless two-thirds of each class of members, agrees to such dedication, sale or transfer;
- f) participate in mergers and consolidations with other non-profit associations or corporations organized for the same purposes or annex additional property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds of each class of members;
- g) exercise all powers, rights and privileges which an incorporated association organized under Virginia law may now or in the future have or exercise.

ARTICLE III
Indemnification of Directors and Officers

A. Limits on Liability. In every instance permitted by the Virginia Non-Stock Corporation Act, the liability of a director or officer of the Association to the Association on its members arising out of a single transaction, occurrence or course of conduct shall be limited to one hundred dollars.

B. Indemnification of Directors and Officers. The Association shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Association) because such individual is or was a director or officer of the Association or because such individual is or was serving the Association or any other legal entity in any capacity at the request of the Association while a director or officer of the Association, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are or may be incurred because of such individual's willful misconduct or knowing violation of the criminal law.

C. Indemnification of Others. The Association may provide indemnification and make advances and reimbursements for expenses to its employees and agents and any person serving in any capacity at the request of the Association, and may contract in advance to do so.

D. Miscellaneous. Every reference in this Article III to persons who are or who may be entitled to indemnification shall include all persons who formerly occupied any of the positions referred to and their respective heirs, executors and administrators.

ARTICLE IV

Members

Every person or entity who is a record owner of a fee or undivided fee interest in any lot in the Subdivision (including contract sellers) (as defined in the Declaration) shall be a member of the Association, but shall not include persons or entities who hold an interest hereby 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 V

Voting Rights

The Association shall have two classes of voting membership:

1. Class A. Class A members shall be all lot owners with the exception of the Declarant (as defined in the Declaration) and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such person 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.
2. Class B. The Class B member shall be the Declarant who shall be entitled to 10 votes for each lot owned. The Class B membership shall cease and shall be converted to Class A membership upon the happening of either of the following events, whichever shall first occur:
 - a) When the votes outstanding in Class A membership exceeds the votes outstanding in Class B membership; or

- b) On the termination of the Declarant Control Period as defined in the Restrictions.

ARTICLE VI
Directors

The number of Directors constituting the initial Board of Directors is three, each of whom shall hold office until the election of his successor. Members of the Board of Directors need not be members of the Association. The Directors shall serve until the first annual meeting of the members of the Association. The number of Directors shall never be less than three or more than five and may be increased above that number only by amendment to the By-Laws of the Association.

The initial Directors and their addresses are:

Ray Avery
5210 Old Tavern Road
Powhatan, VA 23139

R.T. Avery
P.O.Box 4309
Midlothian, VA 23112

Michael T. Barr
14361 Sommerville Ct.
Midlothian, VA 23112

ARTICLE VII
Registered Office and Agent

The post office address of the Corporation shall be 5210 Old Tavern Road, Powhatan, Virginia, 23139 in Powhatan County, Virginia. The name of the registered agent is Ray Avery, who is a resident of Virginia and a director of the Corporation and whose business address is the same as the registered office of the Association.

ARTICLE VIII
Dissolution

The Association may not be dissolved without the prior written approval of the Powhatan County Director of Planning, Environmental Engineering Department and Department of Transportation and the approval of two-thirds of each class of the members of the Association. No real estate owned by the Association may be disposed of without the prior written approval of the Directors of Planning, Environmental Engineering and Transportation Department of Powhatan County. 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 or nonprofit organization to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused, the assets shall be granted, conveyed, transferred and assigned to any non-profit association, trust or other organization devoted to purposes similar to those for which this Association was created.

ARTICLE IX
Amendment

Amendment of these Articles shall require the approval of two-thirds of the entire membership of the Association.

Date: 3/11/08

DC Martin

Incorporator
David C. Martin
P.O. Box 353
Midlothian, VA 23113