

ARTICLES OF INCORPORATION
WINTER PARK OWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter 10, Title 13.1 of the Code of Virginia, (1950) as amended), hereinafter the "Code" the undersigned, all of whom are residents of the Commonwealth 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 **WINTER PARK OWNERS' ASSOCIATION, INC.**, hereafter called the "Association."

ARTICLE II

The registered office of -the Association is located at 1313 Jamestown Road, Suite 202, Williamsburg, Virginia 23185, and this address is located in the County of James City, Virginia.

ARTICLE III

Stuart D. Spirn, who is a member of the Virginia State Bar, a resident of Virginia and whose business address, which shall be the registered office of the Corporation is 1313 Jamestown Road, Suite 202, (mailing address P. O. Box 584), Williamsburg, Virginia 23187, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purposes and Powers of the Association. This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for it which it is formed are to provide for maintenance, preservation and architectural control of the Residences, Lots and

Common Area within that certain tract of property described as:

All those certain lots, pieces or parcels of land, situate lying and being in James City County, Virginia; as shown on that certain plat entitled, plat to be recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and the County of James City, Virginia, entitled "PLAT OF SUBDIVISION, WINTER PARK - PARCEL ONE, OWNED BY JAMESTOWN BUILDING CORPORATION, INC., POWHATAN DISTRICT, JAMES CITY COUNTY, VIRGINIA", dated August 31, 1998, revised October 8, 1998 and November 23, 1998, [or as same may later be amended or revised] made by G. T. Wilson, Jr., Certified Land Surveyor, AES, Consulting Engineers, and all of the land, buildings and other property with respect to which a lot shall exist from time to time pursuant to the Declarations of Restrictions and any additional lot or parcel of land later subdivided by plat of record in said Circuit Court Clerk's Office.

Said association shall also be to provide similar service and assistance to future lots within the environs of the original tract to be later dedicated within the the Winter Park Subdivision and to promote the health, safety and welfare of the residences 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 later recorded in the Office of the Clerk of the Circuit Court of the City of Williamsburg and the County of James City 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 government&l charges levied or imposed against the

PREPARED BY:
SPIRN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 564
WILLIAMSBURG, VA
23187
(757) 229-4281

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 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, sale or transfer shall be effective unless an instrument has been signed by 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 two thirds (2/3) 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 Commonwealth 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

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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, and shall be entitled to one (1) 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 (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, 2005.

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 as

follows:

NAME	ADDRESS
C. Lewis Waltrip, II	P.O. Box 3011, Williamsburg, Virginia 23187
Stuart D. Spirn	1313 Jamestown Road, Suite 202 Williamsburg, Virginia 23185
Elizabeth B. Vinson	1313 Jamestown Road, Suite 202 Williamsburg, Virginia 23185

At the first annual meeting the members shall elect two (2) Directors for a term of one (1) year, two (2) Directors for a term of two (2) years and two (2) Directors for a term of three years; and at each annual meeting thereafter, the members shall elect two (2) Directors for a term of three (3) years. The election of the full set of directors shall bring the total number of directors to six (6).

ARTICLE VIII

Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of each class of 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.

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SPIRN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA
23187
(757) 229-4241

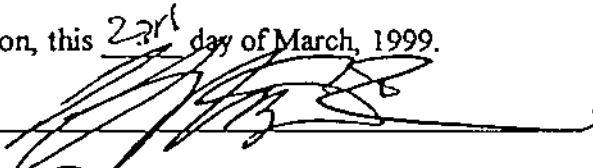
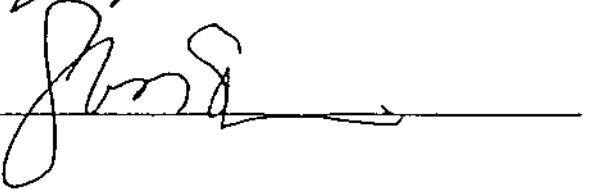

ARTICLE X

Amendments. Amendment of these Articles shall require the assent of seventy-five (75%) of the entire membership.

ARTICLE XI

FHA/VA Approval. As long as there is a Class B membership, the following actions will require prior approval of the Federal Housing Administration and/or the Veterans Administration, or their duly designated representatives; annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dedication of Common Areas, dissolution of the Corporation and amendment of these Articles.

In Witness Whereof, for the purposes 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 ^{27th} day of March, 1999.

PREPARED BY:
SPIN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA
23187
(757) 229-0181