

**FIRST ARTICLES OF AMENDMENT  
OF  
LONGHILL STATION HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, being the sole member and all of the directors of the corporation, desires to amend the Articles of Incorporation for Longhill Station Homeowners' Association, Inc. pursuant to Va. Code Ann. §13.1-886, and to that end states as follows:

1. **Text of Amendments:** The following new articles are added to the existing Articles of Incorporation, which Articles of Incorporation are not otherwise amended:

9. In the event that the corporation is dissolved, the assets of the corporation shall be dedicated to James City County, Virginia or another non-profit organization organized for similar purposes to Longhill Station Homeowners' Association, Inc.

10. These Articles of Incorporation shall not be further amended without the express consent and approval of at least two-thirds vote of the members.

11. So long as there are Class B members, HUD/VA approval shall be required in advance to: (a) annex additional property other than that which has been previously identified in Article X of the Declaration of Covenants, Conditions and Restrictions dated February 10, 1997, and recorded in Deed Book 2164, page 162, in the Clerk's Office of the Circuit Court of the City of Williamsburg and James City County, Virginia (the "Declarations"); (b) merge or consolidate with another entity; (c) mortgage the common area (other than the development mortgage, as amended from time to time, existing at the date of this Amendment to the Articles of Incorporation); (d) dissolve the corporation; or (e) amend these Articles of Incorporation.

2. **Source of Authority:** The foregoing amendment was authorized and executed in accordance with Va. Code Ann. §13.1-886.

3. **Unanimous Written Consent:** The sole member and all of the directors adopted the amendments described above by unanimous written consent, a copy of which is attached hereto and made a part hereof.

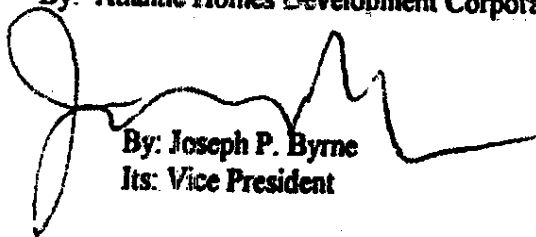
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The undersigned, being the sole member and all of the directors, hereby declares that the facts stated herein are true and correct to the best of their knowledge and belief as of the \_\_\_\_\_ day of September, 1997.

**SOLE MEMBER:**

**WALLACE ASSOCIATES, L.L.C., a Virginia limited liability company**

By: Atlantic Homes Development Corporation




By: Joseph P. Byrne  
Its: Vice President

Its: Operating Manager

**DIRECTORS:**

9/24/97  
Date

  
\_\_\_\_\_  
Kenneth L. Allen

9/24/97  
Date

  
\_\_\_\_\_  
Frances K. Barber

**ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE SOLE MEMBER  
IN LIEU OF ORGANIZATIONAL MEETING OF  
LONGHILL STATION HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to Section 13.1-841 and Section 13.1-865 of the Code of Virginia, and in lieu of a meeting of the sole member of Longhill Station Homeowners' Association, Inc. (the "Corporation") for such purposes, the undersigned, being the sole member of the Corporation, does hereby waive all requirements as to notice of such a meeting and hereby take, authorize and consent to the following actions:

1. Charter

**RESOLVED**, that the Articles of Incorporation, as amended, and the Certificate of Incorporation dated August 6, 1997, copies of which are attached to and made a part of this unanimous consent, are hereby accepted and the originals, as amended, are hereby ordered filed in the corporate records.

2. Bylaws

**RESOLVED**, that the bylaws (the "Bylaws") set forth in Exhibit "A", a copy of which is attached hereto and made a part hereof, is adopted without amendment and shall be filed in the corporate records with the minutes of this meeting.

3. Nominate and Elect Director(s)

**RESOLVED**, that the following named persons are hereby nominated and elected to be the sole directors of this Corporation:

Kenneth L. Allen

Frances K. Barber

4. Nominate and Elect Officers:

**RESOLVED**, that the following named persons are hereby nominated and elected to be the sole officers of this Corporation:

President

Willard W. Morris

Vice President

Steve F. Kelly

Secretary

Frances K. Barber

Treasurer

Joseph P. Byrne

## **5. Corporate Banking Resolution**

**RESOLVED**, that an account or accounts be opened and maintained with any federally insured bank, savings and loan, or credit union licensed to do business within the Commonwealth of Virginia (the "Bank"), subject to the Bank's present and future regulations, in which funds of this Corporation may be deposited, subject to withdrawal or charge at any time, or in the case of a time or savings accounts, subject to the withdrawal restrictions of applicable state or federal law and regulations; all withdrawals from demand, time and savings accounts to be upon instruments or orders for the payment of money when made, drawn or accepted by the President or his designee(s), that the Bank need not inquire into the circumstances of issuance of such instruments or orders or the disposition of proceeds, even if such instruments or orders are drawn or endorsed to the order of any person who made or accepted them, or to bearer, or cash, or payable to the Bank or others for such person's account; that endorsement of deposited items or instruments may be made in writing or by stamp without designation of the person so endorsing, and that anyone affixing the Corporation's endorsement may also waive demand, protest and notice of protest or dishonor.

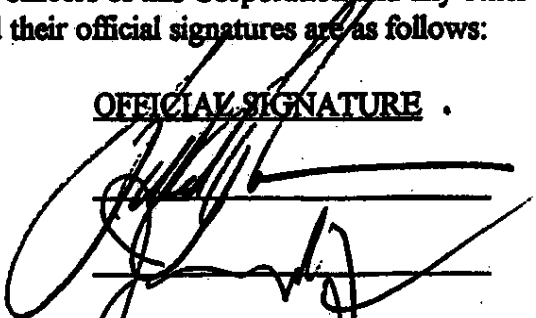
**FURTHER RESOLVED**, that, absent express authorization of the members of the Corporation in accordance with the Bylaws, the President of this Corporation is not authorized on behalf of the Corporation: (a) to borrow money from the Bank or to discount any assets with the Bank; (b) to guarantee unconditionally the debts of others to the Bank; or (c) to pledge assets of this Corporation to secure liability of the Corporation or others to the Bank. In the event that the President or other designee is authorized by the members of the Corporation to take any action on behalf of the Corporation, then the President or such designee may sign and deliver any notes, agreements or other documents required by the Bank in connection with any of the above.

**FURTHER RESOLVED**, that all past transactions of a nature set forth above are hereby ratified; and so long as this Corporation is indebted to the Bank, the Bank shall have the right to inspect and audit, at reasonable times and intervals, the collateral pledged to the Bank and any records pertinent thereto.

**FURTHER RESOLVED**, that the President or Secretary of this Corporation, is authorized to lease on behalf of this Corporation a safe deposit box or boxes from the Bank; and that either the President or the Secretary are authorized to have access to, and complete control over, the contents of such boxes upon proper identification by presentment of photographic identification or their signatures.

**FURTHER RESOLVED**, that these resolutions shall remain in full force and effect and the Bank shall be fully protected in acting thereon until written notice of their change or revocation has been duly given to and received by the Bank, and the Bank is authorized to accept, and the Secretary of the Corporation shall from time to time provide, his or her signed certificates of change of names of officers and other persons authorized to act hereunder on behalf of the Corporation, which certificates shall become a part of this resolution.

**FURTHER RESOLVED**, that the names of officers of this Corporation and any other persons authorized to act under these resolutions and their official signatures are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>OFFICIAL SIGNATURE</u>
Willard W. Morris	President	
Joseph P. Byrne	Treasurer	

The President hereby designates and authorizes each of the persons named above (and/or any further persons designated by the President) to file the necessary papers with said Bank, including signature authorization cards, to allow such officers or employees to deposit or withdraw monies and checks, and to draw or endorse checks drawn on any of the Corporation's accounts (checking or otherwise), provided that such accounts are opened in accordance with this resolution and are operated subject to any limitations outlined in the letter or other notice authorizing such officer or employee to have access and/or other privileges regarding said account.

**6. Calendar Year**

**RESOLVED**, that this Corporation shall adopt a calendar year for tax and accounting purposes.

**7. Ratification of Prior Acts**

**RESOLVED**, that all actions taken on behalf of the Corporation by the incorporator, the member, and/or the officers named herein are hereby ratified and affirmed as the acts of the Corporation.

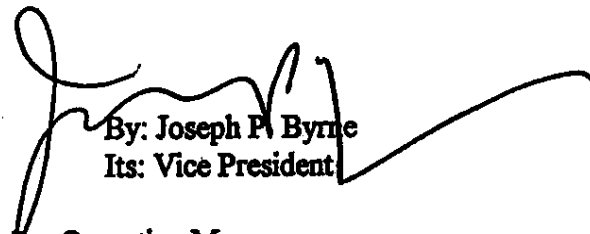
**[SIGNATURES APPEAR ON NEXT PAGE]**

**IN WITNESS WHEREOF**, this action by unanimous consent has been signed by each voting member of the Corporation on the date indicated below, and shall be effective as of the date when all required signatures are affixed hereto, and this action by unanimous written consent shall be filed with or otherwise entered on the minutes or other appropriate records of the Corporation.

**SOLE MEMBER:**

**WALLACE ASSOCIATES, L.L.C.**, a Virginia limited liability company

By: Atlantic Homes Development Corporation

  
By: Joseph P. Byrne  
Its: Vice President

Its: Operating Manager