

## *Articles of Incorporation*

**ARTICLES OF INCORPORATION  
OF  
LONGHILL STATION HOMEOWNERS' ASSOCIATION, INC.**

The undersigned hereby desires to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end, by these Articles of Incorporation, states as follows:

1. The name of the corporation shall be Longhill Station Homeowners' Association, Inc.
2. The purposes for which the corporation is formed are as follows:
  - a) To own, manage, and develop for recreational use certain common areas and green space located in the residential housing development commonly known as Longhill Station in James City County, Virginia;
  - b) To collect periodic homeowner's association dues;
  - c) To pay expenses in connection with said green space;
  - d) To maintain adequate insurance on said green space;
  - e) To enforce the restrictive covenants affecting Longhill Station filed or to be filed in the clerk's office for James City County, Virginia; and
  - f) To perform such other and further acts as are necessary and appropriate to accomplish the foregoing purposes.
3. No part of the dues or other income of this corporation shall inure to the pecuniary benefit of any person or entity. However, nothing contained herein shall be deemed to prohibit the corporation from paying reasonable wages or other compensation in exchange for valuable services rendered to or for the benefit of the corporation.
4. The corporation shall be operated at all times in compliance with the federal tax laws so as to qualify for exemption from income taxes.

5. a) Two Classes of Members: The corporation shall have two (2) classes of members (collectively, the "Members"):

(i) Class A: Class A members shall include every person or entity who is a record owner of a fee or undivided fee interest in any lot and unit owned or controlled by the corporation, provided that Wallace Associates, L.L.C., a Virginia limited liability company, its successors and assigns (the "Developer") shall not be a Class A member. Class A members shall be entitled to one vote for each lot and unit owned. When more than one (1) person or entity owns or holds an interest in any lot or unit, then for the purposes of voting only, all such persons or entities shall be members and the vote for each such lot or unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any single lot and unit.

(ii) Class B: The Class B member shall be the Developer, who shall be entitled to two (2) votes for each lot owned during the seven (7) year period following the date of recordation of the Declaration of Covenants, Conditions and Restrictions of Longhill Station, Section 1A & 1B ("Declarations"). Such entitlement to two (2) votes shall be in effect until the earlier of the following events: the occurrence of the seventh anniversary of the recordation of the Declarations, or when the maximum number of votes outstanding in the Class B membership is less than the maximum number of votes outstanding in the Class A membership. For so long as the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B membership, then the Class B membership shall be entitled to only one (1) vote for each lot owned. In the event of annexation of additional lands into the development, which lands shall be owned or controlled by the corporation, all such calculations shall be on a cumulative basis. In any event the Developer shall turn over control of the corporation to the owners of the lots and units having Class A membership not later than the seventh (7th) anniversary of the date of recordation of the Declarations.

b) Quorum: A quorum shall consist of a majority of both classes of members or a majority of the directors eligible to vote. A quorum once

obtained shall not be broken by the departure of one or more members or directors, unless the meeting is adjourned. A simple majority of the quorum shall be required to pass any resolution or matter pending before a meeting of the members or the board of directors.

6. The directors of the corporation shall be elected by majority vote of the eligible Members. There shall be a minimum of three and a maximum of seven directors.

7. A. The corporation's initial registered office address, including street and number, is:

11817 Canon Boulevard  
Suite 400  
Newport News, Virginia 23606

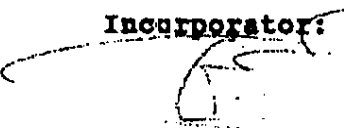
B. The registered office is located in the City of Newport News.

8. A. The name of the corporation's initial registered agent, whose business address is identical to the above registered office, is Allan R. Staley, Esq.

B. The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.

WITNESS the following signature as of the 4th day of August, 1997.

Incorporator:

  
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Allan R. Staley