

ARTICLES OF INCORPORATION
OF
THE WOODLAND POND - PHASE II COMMUNITY ASSOCIATION

The undersigned hereby forms a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

ARTICLE I

Name

The name of the corporation is The Woodland Pond - Phase II Community Association (the "Association").

ARTICLE II

Purpose

The purposes of the Association are to act as a homeowners association, as defined in Section 528 of the Internal Revenue Code of 1986, and as a property owners' association, as defined in Section 55-509 of the Code of Virginia, as either may be amended from time to time, in the enforcement and administration of the Woodland Pond - Phase II Declaration of Protective Covenants, Conditions and Restrictions, dated as of August 7, 1997, and as recorded in the Clerk's office of the Circuit Court of Chesterfield County, Virginia (the "Protective Covenants"). The Association shall have all powers enumerated in Chapter 10 of Title 13.1 of the Code of Virginia.

ARTICLE III

Membership

The membership of the Association shall consist of two classes: Class A Members and Class B Members. Midlothian Enterprises, Inc., a Virginia corporation ("MEI") shall be the Class B member for so long as it owns any of the Lots described in the Protective Covenants. The qualifications for Class A members and the voting rights and privileges of each class of Member shall be prescribed in the By-Laws of the Association. The voting rights of the Members in the election of Directors and in other matters submitted to the members for vote shall not be equal. The voting rights of each Member shall be determined in the manner provided in the By-Laws on the basis of such Member's ownership of Lots described in the Protective Covenants and such Member's membership class.

ARTICLE IV

Board of Directors

The Board of Directors shall manage the affairs of the Association and shall be elected by the Members of the Association. The number of directors who shall manage the affairs of the Corporation shall be an odd number which is not less than three (3) nor more than nine (9), but otherwise such number shall be fixed in the By-Laws. The directors shall be elected at each

annual meeting of the Association and shall serve for a term of one (1) year, which year expires at the next annual meeting of the Association. Class A Members and Class B Members shall vote as separate voting groups in the election of directors. Until eighty percent (80%) of the Lots described in the Protective Covenants has been developed and sold, the Class B Member shall be entitled to elect a majority of the directors and the Class A Members shall be entitled to elect the remaining directors. Thereafter, for long as MEI remains the Class B Member, the Class A Members shall be entitled to elect a majority of the directors and the Class B Member shall be entitled to elect the remaining directors. After MEI ceases to be a Member, all directors shall be elected by the Class A Members. Vacancies occurring between annual meetings may be filled as provided in the By-Laws.

There shall be two (2) initial directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
E. Bryson Powell	P.O. Box 190 Manakin-Sabot, VA 23120
James M. Schnell	P.O. Box 190 Manakin-Sabot, VA 23120

ARTICLE V
Mergers and Consolidations

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonstock corporations organized for similar purposes, provided that any such merger or consolidation shall be approved by a majority vote of all Members entitled to vote at a duly called meeting, voting as one voting group.

ARTICLE VI
Dissolution

The dissolution of the Association shall require the affirmative vote of at least eighty percent (80%) of the total number of votes entitled to be cast by all Members at a duly called meeting, voting as one voting group. Upon dissolution of the Association, other than incident to a merger or consolidation, and after all liabilities and obligations of the Association shall have been paid, satisfied and discharged, or adequate provision shall have been made therefore, the assets of the Association, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to the purposes for which such assets were used by the Association. In the event that acceptance of any such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be used for purposes similar to the purposes for which such assets were used by the Association.

In the event the assets of the Association cannot be disposed of in accordance with the foregoing provisions, any tangible assets owned by the Association shall be offered to the Members according to such procedure and at such price and on such terms and conditions as may

be determined by the Board of Directors. Thereafter, the assets of the Association shall be distributed among the Members, according to their voting rights, in such manner, as the Board of Directors shall determine.

ARTICLE VII Amendments

Any amendment of these Articles shall require the affirmative vote of at least eighty percent (80%) of the total number of votes entitled to be cast by all Members at a duly called meeting, voting as one group; provided, however, that any amendment affecting the relative voting rights of the classes of Members shall require the affirmative vote of at least sixty percent (60%) of each class of members voting as separate groups.

ARTICLE VIII Indemnification and Limitation of Liability

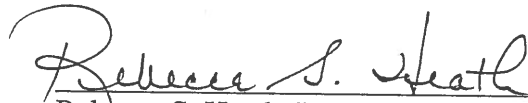
(1) Indemnification of Directors and Officers. Every individual, and his estate, heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitrate or investigative, and whether or not by or in the right of the Association, by reason of his being or having been a director, officer, employee or agent of the Association or, at its request, of any other corporation, or by reason of his serving or having served at the request of the Association and in connection with any partnership, joint venture, committee, trust, employee benefit plan or other enterprise, shall be indemnified by the Association against expenses (including attorney's fees), judgment, fines, penalties, awards, cost, amounts paid in settlement, and liabilities of all kinds, actually incurred by him in connection with or resulting from such action, suit or proceeding to the fullest extent permitted under the Virginia Nonstock Corporation Act, without limitation upon any other right to indemnification to which such individual may otherwise be entitled, and the Association may, but shall not be required to, purchase on behalf of such individual insurance against liability asserted against or incurred by such individual in his capacity as a director, officer, employee or agent of the Association, or arising from his status as such, whether or not the Association would have power to indemnify him against the same liability under the provisions of the Virginia Nonstock Corporation Act. For the purpose of this Article, the acts or omissions of a person who serves as an officer as well as an employee or agent of the Association shall be deemed to be solely the acts and omissions of such person in his or her capacity as an officer and not as an employee or agent of the Corporation.

(2) Limitation of Liability of Directors and Officers. In any proceeding brought by a member of the Association in the right of the Association or brought by or on behalf of members of the Association, the liability of, and the damages assessed against, a director or officer of the Association arising out of or resulting from a single transaction, occurrence or course of conduct shall be limited to and shall not exceed ten dollars (\$10.00); provided, however, a director or officer who serves the Association without compensation for his service shall not be liable for damages in any such proceeding. The liability of a director or officer shall not be limited in accordance with the provisions of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

ARTICLE IX
Initial Registered Agent

The address of the Corporation's initial registered office is 2100 East Cary Street, Richmond, Virginia 23223. The name of the city in which the initial registered office is located is the City of Richmond. The name of the initial registered agent is Glenn R. Moore who is a resident of the Commonwealth of Virginia, a member of the Virginia State Bar and whose business office is the same as the registered office of the Corporation.

DATED: June 8, 2010



Rebecca S. Heath, Incorporator

#3171212 v1 036475.00001

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 10, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of

The Woodland Pond - Phase II Community
Association

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

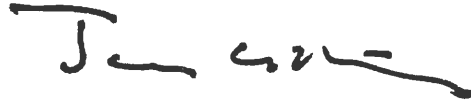
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective June 10, 2010.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

Commonwealth OF Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of The Woodland Pond - Phase II Community Association on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
June 17, 2010*

Joel H. Peck

Joel H. Peck, Clerk of the Commission