

Articles of Incorporation

ARTICLES OF RESTATEMENT OF THE ARTICLES OF INCORPORATION

FOR

THE OAKS ON HENRY HOMEOWNERS ASSOCIATION, INC.

We hereby restate the amended Articles of Incorporation of The Oaks on Henry Homeowners Association, Inc. pursuant to the provisions of Chapter 10 of Title 13.1 of the *Code of Virginia* and to that end set forth the following:

- A. The name of the Corporation is The Oaks on Henry Homeowners Association, Inc.
- B. The text of the restated and amended Articles of Incorporation is attached hereto as Exhibit A.

We hereby certify the following:

1. The name of the corporation immediately prior to restatement was The Oaks on Henry Homeowners Association, Inc.
2. The restatement was adopted on November 30, 2005.
3. The restatement contains amendments to the Articles of Incorporation.
4. The amendments to the Articles of Incorporation were proposed by the board of directors and submitted to the members in accordance with the Virginia Nonstock Corporation Act, and, at a special meeting of the membership held November 30, 2005 of which notice was given to each member entitled to vote:
 - a. a quorum existed of the single voting group entitled to vote on the amendments; and

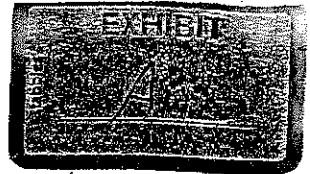
b. the total number of undisputed votes cast for the amendments by the single voting group entitled to vote on the amendments was 38, which number was sufficient for approval of the amendments by the single voting group.

THE OAKS ON HENRY HOMEOWNERS ASSOCIATION, INC.

By Donna Griffith, President
Donna Griffith, President

Attest:

Geraldine Conradi
Geraldine Conradi, Secretary



ARTICLES OF INCORPORATION

OF

THE OAKS ON HENRY HOMEOWNERS ASSOCIATION, INC.

The Oaks on Henry Homeowners Association, Inc., a non-stock corporation formed under the provisions of Title 13.1 of the Code of Virginia, restates its Articles of Incorporation amended as of November 30, 2005. These Articles of Incorporation supersede prior versions thereof. The text of the Articles of Incorporation is hereby amended and restated to read as herein set forth.

These Amended and Restated Articles of Incorporation were duly adopted in accordance with Section 13.1-886 of the Code of Virginia at a special meeting of the membership of The Oaks on Henry Homeowners Association, Inc., held November 30, 2005.

ARTICLE I NAME

The name of the corporation is The Oaks on Henry Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II PURPOSES

The Association does not contemplate pecuniary gain or profit to its members, and the general purposes for which it is formed are to provide for the management, maintenance and care of the real estate development known as The Oaks ("the Property") located in the City of Williamsburg, as more particularly described in the Declaration of Covenants, Conditions and Restrictions ("the Declaration") for The Oaks, recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City on the 6th day of March, 1984, in Book 66, page 581, as any of the same may hereafter be or have been further amended or supplemented, and to provide a means whereby the Owners, acting together, may provide for the health, safety and welfare of the residents within the above described Property, and for this purpose to:

(a) enforce the Declaration, which Declaration is incorporated by reference into these Articles of Incorporation, and exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

(b) fix, levy, collect and enforce payment of, by any lawful means, all assessments pursuant to the Declaration and Bylaws of the Association;

(c) pay all expenses of the Association;

(d) subject to the Declaration and Bylaws, acquire, 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, and, with the assent of two thirds of the votes cast by a quorum of members in good standing, borrow money; and

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Act of the State of Virginia by law may now or hereafter have or exercise. No part of the net earnings of the Property shall inure to the benefit of any private individual.

No substantial part of the activities of the Company shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The Company shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot subject to the Declaration shall be a Member of the Association. Membership shall be appurtenant to, and shall not be separated from, ownership of any Lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE IV VOTING RIGHTS

Each member shall be entitled to one vote for each Lot owned of record in The Oaks subdivision located in the City of Williamsburg, Virginia. When more than one person holds an interest or interests in any Lot, the vote for such Lot shall be exercised as they shall among themselves determine.

ARTICLE V REGISTERED OFFICE AND AGENT

(a) The address of the registered office of the Association is 1177 Jamestown Road, Williamsburg, Virginia 23185.

(b) The name of the registered agent of the Association is Andrew M. Franck, who is a resident of Virginia and a member of the Virginia State Bar, whose address is identical to that of the registered office.

ARTICLE VI
BOARD OF DIRECTORS

(a) Term and composition. The affairs of the Company shall be managed by a Board of five (5) Directors, which number may not be changed except by amendment to these Articles, and who must be members in good standing.

(b) Method of nomination. At least forty-five (45) days before the annual meeting, candidates for election shall file a petition of candidacy, signed by not less than three members, with the Elections Committee of the Association. The Elections Committee shall provide all members with a ballot containing the names of all bona fide candidates not less than thirty (30) days before the annual meeting.

(c) Method of Election. Election shall be by secret written ballot at the annual meeting or by proxies delivered to the Chairman of the Elections Committee prior to the start of the annual meeting. The members may cast, in respect to each vacancy, as many votes as they are entitled to under the provisions of the Articles of Incorporation. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.

(d) Resignation and Removal. Any elected Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.

(e) Vacancies. In the event of death, resignation or removal of an elected director, his successor shall be selected by the remaining elected directors and shall serve for the unexpired term of his predecessor.

(f) Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties, provided that the Board pre-approve the services rendered.

The names and addresses of the current directors who are to serve until the selection of their successors are:

Geraldine Conradi
2133-30 S. Henry Street
Williamsburg, VA 23185

Bruce Krai
2133-51 S. Henry Street
Williamsburg, VA 23185

Barbara Wood
2133-29 S. Henry Street
Williamsburg, VA 23185

Donna Griffith
2133-31 S. Henry Street
Williamsburg, VA 23185

Leaza Salin
2133-39 S. Henry Street
Williamsburg, VA 23185

ARTICLE VII
INDEMNIFICATION

(a) Limit on Liability. In every instance in which the Virginia Non-stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its Members or of the directors or officers of a "community association" (as defined in the Virginia Non-stock Corporation Act), any liability of the directors of this Association shall be so limited or eliminated.

(b) Mandatory Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made party to a civil, criminal, administrative, investigative or other proceeding (including an action or suit by or in the right of the Association) by reason of the fact that he/she is or was a director or officer of the Association, a member of a Committee or other legal entity controlled by the Association, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding, except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his/her gross negligence or willful misconduct in the performance of his/her duties or for his/her knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Association shall make advances and reimbursement for expenses incurred (including attorney's fees) by any of the persons named above upon receipt of an undertaking from him/her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Association is authorized to contract in advance to indemnify any of the persons named above, to the extent it is required to indemnify pursuant to this section.

(c) Miscellaneous. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person. The right of indemnification provided by this section shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the corporation or others, even as to claims, issues or matters in relation to which the Association would not have the power to indemnify such person under the provisions of this section. However, no person shall be entitled to indemnification by the Association to the extent he/she is indemnified by another, including an insurer.

(d) Insurance against loss or liability. The corporation may purchase and maintain at its sole expense insurance in such amounts and on such terms and conditions as the Board of Directors may deem reasonable, against all liabilities or losses it may sustain in consequence of the indemnification provided for in this Article.

ARTICLE VIII
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Company, 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 is 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 as may be designated by the Board of Directors to be devoted to such similar purposes.

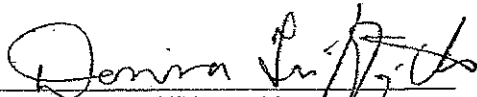
ARTICLE IX
AMENDMENTS

The Articles of Incorporation may be amended by two-thirds of all the votes cast at a meeting with a quorum of at least 51% of members in good standing.

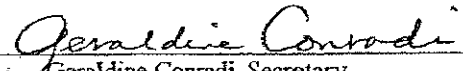
ARTICLE IX
DURATION

The Corporation shall exist perpetually.


IN WITNESS WHEREOF, we have subscribed to these Articles of Incorporation this 10th day of December, 2005, and affirmed that the statements made herein are true and correct.



Donna Griffith, President



Geraldine Conradi, Secretary

Sworn to and subscribed before me, in my presence this 10th day of December, 2005. A Virginia Notary Public, in and for JAMES C. H. County/City


Notary Public

My Commission Expires August 31, 2008

ARTICLES OF INCORPORATION

OF

THE OAKS ON HENRY HOMEOWNERS ASSOCIATION, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia.

ARTICLE I

The name of the corporation is The Oaks on Henry Homeowners Association, Inc., hereafter called the "Company".

ARTICLE II

PURPOSE AND POWERS OF THE COMPANY

This Company does not contemplate pecuniary gain or profit to its members and the general purposes for which it is formed are to provide for maintenance, preservation and architectural control in any lawful manner of the real estate development known as The Oaks (herein referred to as "the Property") which has been or will be subjected to the Declaration of Covenants and Restrictions hereafter referred to and to promote the health, safety and welfare of the residents within the property and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Company as set forth in the Declaration of Covenants and Restrictions, hereafter called the "Declaration" recorded or to be recorded in the Office of the Clerk of the Circuit Court for the City of Williamsburg and the County of James City, said Declaration being incorporated by reference;

(b) fix, levy, collect and enforce payment of, by any lawful means, all assessments pursuant to the terms of the Declaration; to pay all its expenses incident to the conduct of the business of the Company, including

but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Company;

(c) except as hereafter provided, to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, encumber, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Company;

(d) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Act of the State of Virginia by law may now or hereafter have or exercise.

No substantial part of the activities of the Company shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The Company shall not directly or indirectly participate in, or intervene in (including the publishing or distributing or statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

MEMBERSHIP

Every person or entity who is 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 Company, including contract sellers and including the Developer, Shellis, Inc., a Virginia corporation, shall be a member of the Company. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE IV

VOTING RIGHTS

Each member shall be entitled to one vote for each lot owned of record

in The Oaks subdivision located in the City of Williamsburg, Virginia.

When more than one person holds interest or interests in any lot, the vote for such lot shall be exercised as they shall among themselves determine.

ARTICLE V

REGISTERED OFFICE AND AGENT

(a) The address of the initial office of the Company is 161-A John Williamsburg Jefferson Road, James City County, Virginia.

(b) The name of the initial registered agent of the Company is Samuel T. Powell, who is a resident of Virginia and a member of the Virginia State Bar whose address is 161-A John Jefferson Road, Williamsburg, Virginia, 23185, which is located in James City County, Virginia, which address is identical to his business office address.

ARTICLE VI ?

BOARD OF DIRECTORS

(a) Term and Composition. The affairs of the Company shall be managed by a Board of five (5) Directors, which number may not be changed except by amendment to these Articles, and who need not be members of the Company. As long as the Developer, Shellis, Inc., a Virginia corporation, owns any property within the development, the board shall consist of directors appointed by Shellis, Inc., a Virginia corporation.

The initial Board of Directors named in the Articles of Incorporation shall serve until the first annual meeting following conveyance of the first Lot in the properties. At that meeting three (3) directors shall be appointed by the Developer for terms of one (1) year and two (2) directors shall be appointed by the Developer for terms of two (2) years.

After the Developer, Shellis, Inc., a Virginia corporation, ceases to own property within the development, all directors shall be elected by the members.

(b) Method of Nomination. At least three weeks before the annual meeting candidates for election shall file a petition of candidacy, signed by not less than three members, with the Elections Committee of the Company appointed by the Board of Directors. The Elections Committee shall provide all members with a ballot containing the names of all bona fide candidates not less than ten days before the annual meeting.

(c) Method of Election. Election shall be by secret written ballot at the annual meeting or by proxies delivered to the Chairman of the Elections Committee prior to the start of the annual meeting. The members may cast, in respect to each vacancy, as many votes as they are entitled to under the provisions of the Articles of Incorporation. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.

(d) Resignation and Removal. Any elected director may be removed from the Board, with or without cause, by a majority vote of the members of the Company.

(e) Vacancies. In the event of death, resignation or removal of an elected director, his successor shall be selected by the remaining elected directors and shall serve for the unexpired term of his predecessor.

(f) Compensation. No director shall receive compensation for any service he may render to the Company. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

The names and addresses of the initial Directors who are to serve until the selection of their successors are:

James S. Ellis	119 Pinepoint Drive Williamsburg, VA 23185
Sheila J. Ellis	119 Pinepoint Drive Williamsburg, VA 23185
W. E.D. Digges	16 Mile Course Williamsburg, VA 23185
David W. Otey, Jr.	209 E. Tazewell's Way Williamsburg, VA 23185
David W. Otey, Sr.	134 Hunting Cove Williamsburg, VA 23185

ARTICLE VII

INDEMNIFICATION

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, or trustee or another corporation, partnership, joint venture, trust, or other enterprise, against judgments, fines, amounts paid in settlement and expenses (including attorneys' fees) actually and reasonably incurred by him in connection with such action, suit or proceeding, except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his gross negligence or willful misconduct in the performance of his duties. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

(b) Any indemnity under subsection (a) above shall (unless authorized by a court) be made by the corporation only as authorized in the specific case upon a determination that the director, officer, partner or trustee was not guilty of gross negligence or willful misconduct in the performance of his duties and, in case of a settlement, that such settlement was, or if still to be made is, consistent with the best interests of the corporation. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, or (iii) by the members. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel.

(c) Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of a negotiable promissory note from or on behalf of the director, officer, partner or trustee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(d) The right of indemnification provided by this section shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the corporation or others, even as to claims, issues or matters in relation to which the corporation would not have the power to indemnify such person under the provisions of this section.

(e) The corporation may purchase and maintain at its sole expense insurance in such amounts and on such terms and conditions as the Board of Directors may deem reasonable, against all liabilities or losses it may sustain in consequence of the indemnification provided for in this section.

(f) The Board of Directors shall have the power, generally and in specific cases, to indemnify employees and agents of the corporation to the same extent as provided in this section with respect to directors and officers.

ARTICLE VIII

DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Company, other than incident to a merger or consolidation, the assets of the Company shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Company as created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization as may be designated by the Board of Directors to be devoted to such similar purposes.

ARTICLE IX

DURATION

The Corporation shall exist perpetually.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, I, the undersigned, constituting the incorporation of this Company, have executed these Articles of Incorporation this 30th day of February, 1984.


James S. Ellis

Sheila J. Ellis
Sheila J. Ellis

William Digges
W. E. D. Digges

David W. Otey, Jr.
David W. Otey, Jr.

David W. Otey, Sr.
David W. Otey, Sr.

VIRGINIA: City of Williamsburg and County of
James City, to wit:
In the Clerk's office of the Circuit Court of the
City of Williamsburg and County of James City,
this 9th day of March, 1984, at Williamsburg,
Virginia presented with certificate of
admitted to record at 3:57 PM o'clock
Teste: Helen S. Ward, Ward Clerk
by Helen S. Ward
Deputy Clerk