

RESTATED ARTICLES OF INCORPORATION OF LAKE LAND'OR PROPERTY OWNERS ASSOCIATION, INC.

July 24, 2000

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and we, by this our Articles of Incorporation, set forth as follows:

I - Name

The name of the Corporation is LAKE LAND'OR PROPERTY OWNERS ASSOCIATION, INC.

II - Purpose

The purpose or purposes for which the Corporation is organized are as follows:

(1) To have an Association composed of property owners in the development in Caroline County, Virginia, known as Lake Land'Or, Inc., and to provide rules and regulations for the maintenance, upkeep, and enhancement of the Association's property for the exclusive pleasure and recreation of the members of the Association, in which Association no part of the net earnings shall inure to the benefit of any member.

Approved June 30, 1971

Filed July 23, 1971

Amended December 17, 1974

Filed January 9, 1975

(2) To provide By-Laws for the operation of the Association, and to improve, promote and protect all property transferred or deeded to the Association for the benefit of the members of the Association and to adopt rules for the improvement, promotion and protection of the members of the Association and property owners in the development known as Lake Land'Or, Inc. in Caroline County, Virginia.

Approved June 30, 1971

Filed July 23, 1971

(3) To exercise all the powers conferred by the laws of Virginia upon non-stock corporations, it being hereby expressly provided that the foregoing enumeration of purposes shall not be held to limit and restrict in anyway such general powers.

Approved June 30, 1971

Filed July 23, 1971

III - Membership and Rights

The Corporation is to have members who are property owners of the Lake Land'Or, Inc. development in Caroline County, Virginia, whose applications for membership are accepted by the Corporation; the members will have the right to vote and other privileges of membership.

Approved June 30, 1971

Filed July 23, 1971

IV - Election of Directors

The Directors of the Corporation are to be elected by the vote of the members of the Corporation for terms of three years each.

Approved June 30, 1971

Filed July 23, 1971

V - Registered Office

The post office address of the initial registered office is 115 Court House Lane, Bowling Green, Virginia. The County in which the initial registered office is located is Caroline County, Virginia. The name of the initial registered agent is Edward Stehl, III, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the registered office of the Corporation.

Approved June 30, 1971

Filed July 23, 1971

VI - Initial Board of Directors

The number of Directors constituting the initial Board of Directors is three (3) and are to serve for a term of three years. The names and addresses of the persons who are to serve as the initial Directors are:

Ralph C. Gibson, RFD #1, Box 141-B, Milford, Virginia

Edward Stehl, III, 115 Court House Lane, Bowling Green, Virginia

Helen B. Douglas, Box 278, Milford, Virginia

Approved June 30, 1971 Filed July 23, 1971

VII - Voting Powers of Members

(1) Sole Voting power is vested in the individual active members of the Corporation which voting power shall mature, vest, and commence at the first Annual Meeting of such active members, and continue thereafter so long as an individual member remains an active member.

Approved October 6, 1975 Filed November 10, 1975

(2) Each active member shall have one vote for each assessment of annual dues. When a certificate or membership in the Corporation is held in the name of more than one (1) person or in the name of an association, partnership, corporation, or a business enterprise, only one (1) vote may be cast by virtue thereof in any election or upon any issue.

Approved October 6, 1975 Filed November 10, 1975

(3) In all elections for directors, every member, in person or by proxy, may cast, in respect to each vacancy or open Board position, as many votes as they are entitled to exercise under the provisions of the Declaration, these Articles of Incorporation, or Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Approved October 6, 1975 Filed November 10, 1975

Amended April 18, 1998 Filed June 25, 1998

(4) A member entitled to vote may vote in person or by proxy; in addition and only in elections for directors, a member entitled to vote may vote by mail.

Approved October 6, 1975 Filed November 10, 1975

VIII - Limit of Size and Powers of Directors

(1) The Directors of the Corporation are forbidden to enter into any contract, agreement, alliance, or relationship which contravenes state law or jeopardizes the non-profit tax status of the Association.

Approved April 28, 2000 Filed July 24, 2000

(2) The Directors, acting on the interests of the Association, may not purchase real estate or borrow money without the affirmative vote of a majority of members at any meeting where a quorum of members is present in person or by proxy.

Approved April 28, 2000 Filed July 24, 2000

(3) Prior to adoption of proposed changes to Bylaws, Building Rules and Regulations, or General Rules and Regulations, the Directors shall:

(a) publish or distribute a copy of all changes, additions, and deletions to all members, and

(b) following said distribution, hold a public meeting (or meetings as deemed necessary) for review and comment by the members.

Approved April 28, 2000 Filed July 24, 2000

(4) The number of Directors shall be seven (7).

Approved April 28, 2000 Filed July 24, 2000