

ARTICLES OF INCORPORATION

OF

WOODLAND POND LAKEFRONT ASSOCIATION, INC.

We hereby associate to form a non-stock 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:

WOODLAND POND LAKEFRONT ASSOCIATION, INC.

ARTICLE II-MEMBERS

For the purposes of these Articles of Incorporation, the term "Woodland Pond" shall mean that real estate which is subject to the Amended Declaration of Covenants, Restrictions and Conditions for Woodland Pond, dated October 1, 1998, which is recorded in the Clerk's Office of the Circuit Court of Chesterfield County, Virginia, in Deed Book 3299, page 601, ( the "Amended Declaration"), and shall also include any other real estate which is made subject to the provisions of the Amended Declaration, pursuant to the provisions of Article I of the Amended Declaration. Every owner of a lot in Woodland Pond may be a member of the corporation, subject to the provisions set forth below. The Association shall have two classes of membership:

(1) All owners of lots fronting on the Pond shall be Class "A" members in the corporation and as Class "A" members shall be entitled to one

vote for each lot (including all undeveloped lots) owned by such member fronting on the Pond.

(2) All other owners of lots in Woodland Pond shall be Class "B" members and shall be eligible to participate in the functions of the Association and its operation, all in accordance with the By-Laws of the Association and shall be entitled to vote on the basis of one-half vote for each lot owned; provided however, that with respect to the rules and regulations from time to time adopted for the use of the Pond by the members, such rules shall be voted on by Class "A" members only but such rules and regulations shall be in all respects uniform in application to both classes of members.

(3) While all Class "B" members as defined above automatically become members in the Association and agree to abide by the By-Laws and Charter of the Association, said Class "B" members may elect to withdraw from the Association in accordance with the provisions of the By-Laws of the Association, as amended, and in effect at the time of any such withdrawal. No owner not a member of the Association shall be entitled to use the Pond for any purpose.

(4) The voting power of members of the Association shall be limited to one vote for each Pond front lot owned by a member, and one-half vote for each lot not fronting on the Pond owned by a member; provided, however, that each Pond front lot owner shall be entitled to that number of votes permitting a total voting power of said pond front owners to be at least

51% of the overall membership and votes cast at a given time shall be based on the total pond front lot owner membership as of that date. In the event of joint tenancy, or other divided ownership, the voting power in respect to such property may be exercised only when no conflicting vote is cast by any freeholder of such property.

### ARTICLE III-REGISTERED AGENT

The address of the corporation's initial registered office is:

(i) The street address:

SAUNDERS, CARY & PATTERSON  
9100 Arboretum Parkway, Suite 300  
Richmond, Virginia 23236-3400

(ii) The name of the City or County in which it is located is the  
COUNTY OF CHESTERFIELD.

The name of its initial registered agent at that office is Gary B. Patterson, who is a resident of Virginia and a member of the Virginia State Bar.

### ARTICLE IV-INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Willard E. Childress	8802 Whistling Swan Road Chesterfield, Virginia 23838
Owen L. Waltman, Jr.	9861 Waterfowl Flyway Chesterfield, Virginia 23838
George S. Orr	8930 Whistling Swan Road Chesterfield, Virginia 23838

Fred Howland	11002 Whistling Swan Place Chesterfield, Virginia 23838
Carl Kohlmeier	10801 Merganser Terrace Chesterfield, Virginia 23838
John G. Kniska	9011 Whistling Swan Road Chesterfield, Virginia 23838
Michael V. Francisco	10821 Woodland Pond Parkway Chesterfield, Virginia 23838
Jeff Meador	11021 Merganser Terrace Chesterfield, Virginia 23838
E. Buster Pugh	9340 Squirrel Tree Court Chesterfield, Virginia 23838

The Directors of the corporation are to be elected in accordance with the By-laws of the corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 9 day of DECEMBER, 1999.

  
Willard E. Childress  
Incorporator