

ARTICLES OF INCORPORATION
OF
GATES HEAD ASSOCIATION, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter II of Title 13.1 of the Code of Virginia, and to that end set forth the following:

A. The name of the corporation is Gates Head Association, Inc.

B. The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Common Area within that certain tract of property described as:

Gates Head, Tuckahoe District,
Henrico County, Virginia.

and to promote the health, safety and welfare of the residents of Gates Head Subdivision, Section 1, Henrico County, Virginia and any additions thereto as may hereafter be brought within the jurisdiction of this Association by Investors Service Corporation, its successors or assigns. In connection therewith, the Association shall:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of

Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and applicable to any additional properties and recorded or to be recorded in the Clerk's Office of the Circuit Court of Henrico County, Virginia and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (for the purposes hereof the initial Owner of the property subject to the Declaration, being the party executing the Declaration, shall be referred to as "Declarant");

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), 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, provided, however, that no dedication, sale or transfer shall be effective unless an

instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.

(d) borrow money, and with the assent of more than two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of more than two-thirds (2/3) of each class of members;

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

C. Every person or entity who 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 Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant who shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1987.

D. The number of Directors constituting the initial Board of Directors is three (3) and the names of the Directors who will serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Robert G. Butcher, Jr.	308 Cheswick Lane Richmond, VA 23229
Richard M. Nelms	507 Welwyn Road Richmond, VA 23229
Warner L. Blunt, III	509 Belle Grove Lane Richmond, VA 23229

The said directors shall serve until the first annual meeting of members of the Association.

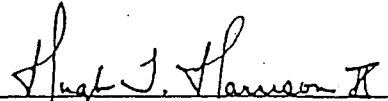
E. The post office address of the initial registered office is 1200 Ross Building, Richmond, Virginia 23219. The name of the City in which the initial registered office is located is the City of Richmond, Virginia. The name of its registered agent is George W. Rowe, who is a resident of Virginia, a member of the Virginia State Bar and whose business office is the same as the registered office of the corporation.

F. The Association may be dissolved with the assent given in writing and signed by more than two-thirds (2/3) of each class of members. Upon dissolution of the Association, 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 the Association was 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 to be devoted to such similar purposes.

G. The corporation shall exist perpetually.

H. Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

DATED this 23th day of October, 1984.


Hugh J. Harrison
Incorporator