

ARTICLES OF INCORPORATION
OF
MARLBANK COVE ASSOCIATION, INC.

The undersigned does hereby establish and form a nonstock corporation not for profit, under the provisions of Chapter 13 of Title 13 of the Code of Virginia and to that end set forth the following

ARTICLE I

The name of the corporation is "MARLBANK COVE ASSOCIATION, INC." hereafter called the "Association."

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

This 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 residential lots and Common Area within that certain tract of property situated in York County Virginia containing 35.84 acres as shown on the certain plat of the same entitled "PLAT OF PROPERTY OF LESLIE R. O'HARA ESTATE YORK COUNTY VIRGINIA" dated August 98 made by E. E. Paine, Inc. Civil Engineers/Planners and of record in the Clerk's Office of the Circuit Court of York County Virginia in Plat Book pages 2A and 2B (the "Development") and to promote the health, safety and welfare of the residents within the above described property and any additions thereto may hereafter be brought within the jurisdiction of this Association and for such purposes to

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth in the Declaration of

Restrictive Covenants hereinafter called the "Declaration" applicable to any section of the property and recorded to be recorded in the Office of the Clerk of the Circuit Court of York County Virginia and the may be amended supplemented from time to time as therein provided said Declaration being incorporated herein if set forth at length

Fix levy collect and enforce payment by any lawful all charges assessments pursuant to the terms of the Declaration; to 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 imposed against the property of the Association

C Acquire (by gift purchaser otherwise) own hold improve build upon, operate maintain convey sell lease transfer dedicate for public use or otherwise dispose of real personal property in connection with the affairs of the Association

D Borrow money and with the affirmative vote of more than two-thirds 2/3 of the members mortgage pledge deed in trust hypotheca any al of ts eal personal property security for money borrowed debts incurred

E With the affirmative vote of than two-thirds 2/3 of the members dedicate sell transfer all any part of the Common Area to any publi agency authority utility for such purposes and subject to such conditions may be agreed to by the members

F Participate in mergers and consolidations with other nonprofi corporations organized for the same or similar purposes annex additional residential property and Common Area provided that any such merger

consolidation or annexation shall have the affirmative vote of more than two-thirds (2/3) of the members

Have and to exercise any and all powers, rights and privileges which corporation organized under the Virginia Nonstock Corporation Act may now or hereafter have exercise however any other provisions of these articles notwithstanding the Association shall not engage in any activities prohibited to nonstock corporations organized under Section 528 of the Internal Revenue Code of 95 if now exists or as may be amended from time to time.

ARTICLE III

MEMBERSHIP

Every person entity who is record owner of 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 member of the Association. The foregoing is not intended to include persons entities who hold interest merely security for the performance of obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE IV

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Declar and shall be entitled to vote for each lot owned When more than person holds interest in any lot, all such persons shall be members The vote for such lot shall be exercised they among themselves determine but in event shall more than one vote be cast with respect to any lot

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to four (4) votes for each lot owned. For voting purposes, the Development shall be deemed to have a total of 163 lots until the last section is actually recorded, at which time such total shall be revised, if necessary, to reflect the actual total number of lots.

ARTICLE V

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors who need not be members of the Association. The number of directors shall be fixed by the by-laws of the Association except as to the number constituting the initial Board of Directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Dois I Rosser, Jr. | 4116 W. Mercury Boulevard Hampton, VA 23666 |
| Edgar M. Cortright | 1010 Wormley Creek Drive Yorktown, VA 23669 |
| Max C. Kurbjun | 208 Yorkview Road York County, VA 23692 |

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be 2236 Cunningham Drive in the City of Hampton, Commonwealth of Virginia; and the name of its initial registered agent shall be Lawrence G. Cumming who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

ARTICLE VII

DISSOLUTION

The Association may be dissolved upon the affirmative vote of more than two-thirds (2/3) of the members. Upon dissolution and final liquidation of the Association, other than incident to a merger or consolidation, the assets of the Association remaining after the payment of all debts and obligations of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this 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 used or distributed exclusively for purposes within the intent of Section 501(c) or 528 of the Internal Revenue Code of 1954, as they now exists or as they may be amended from time to time.

ARTICLE VIII

DURATION

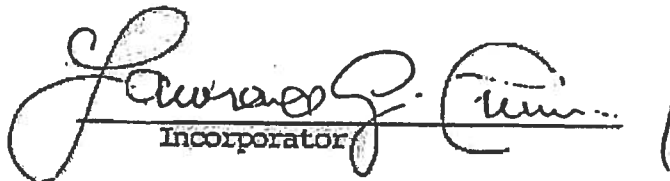
The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the affirmative vote of more than two-thirds (2/3) of the members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the Commonwealth of Virginia, we, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation on this the 6th day of August, 1986.


Incorporator

NEW

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MARLBANK COVE ASSOCIATION, INC.

THIS AMENDMENT, made this 14th day of May, 199⁶, by the undersigned, who constitute more than a two-thirds (2/3) majority of the members of the four sections of Marlbank Cove Association, Inc., (hereafter called the "Association").

WHEREAS, the Articles of Incorporation for Marlbank Cove Association, Inc. have been duly recorded with the Clerk of the State Corporation Commission, Richmond, Virginia, to which reference is hereby made; and

WHEREAS, Article III of the Articles of Incorporation provides that 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.

NOW WITNESSETH: The undersigned, being more than a two-thirds (2/3) majority of the members of Marlbank Cove Association, Inc. do hereby amend the Articles of Incorporation of Marlbank Cove Association, Inc. as follows:

Article IV, (VOTING RIGHTS), is hereby revised as follows:

The Association shall have one class only of voting membership. All members of the Association shall be entitled to one vote for each lot owned. When more than one member holds an interest in any lot, 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.

Article V, (BOARD OF DIRECTORS), is hereby revised as follows:

The affairs of this Association shall be managed by a Board of Directors who shall be members of the Association or a duly authorized agent of a member, or an agent of a corporation or trust or any other legal entity or combination thereof that owns a lot with the Development, except that any person, group, corporation, trust, or other legal entity, or combination thereof, that holds such interest solely as security for the performance of an obligation shall not be a member. The number of directors shall be fixed by the Bylaws of the Association.

Article VI, (REGISTERED OFFICE AND AGENT), is hereby revised as follows:


The registered office of the Association shall be 111 Lookout Point, in the County of York, Commonwealth of Virginia; and the registered agent of the Association shall be the current attorney of the Association who shall be a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

Except as hereby amended, the Articles of Incorporation shall remain unchanged.

WITNESSETH, the following signatures and seals as of the day and year first above written:

MARLBANK COVE ASSOCIATION, INC.
a Virginia Corporation

By:



Tim Moloney, President

Executed before me this 15 day of May, 1996, in the county of York, Virginia, by Tim Moloney.



Notary Public

My Commission Expires:

7-31-98

