W. W. Whitlock. P.C. Attorneys at Law Virginia State Corporation Commission approved 13 April 1988

Mineral, Virginia 23117 (703) 894-5451 Louisa County recorded Chapter Book 4 page 367 on 25 May 1988

**ARTICLES OF INCORPORATION**

**of**

**COUNTRYSIDE ON LAKE ANNA ASSOCIATION, INC**

**A Virginia Corporation**

We, the undersigned citizens of the United States, hereby associate to form a non- stock, non-profit Corporation under the provisions of Chapter 10, Title 13.1 of the Code of Virginia, amended, and to that end set forth the following:

1. The name of the Corporation is to be COUNTRYSIDE ON LAKE ANNA ASSOCIATION, INC.

2. The purpose of the Corporation is to be exclusively for pleasure, recreation and other non-profitable purposes, to be organized and operated under the regulations and provisions of Section 501(c)(7) of the Internal Revenue Code of 1954.

3. The Post Office address of the initial registered office is P0 Box 1612, Louisa, Virginia, 23093. The initial registered office is in Louisa County, Virginia.

4. The Board of Directors shall consist of not less than three members and the maximum number of Board of Directors shall be provided for by the By-Laws from time to time. The number of Directors constituting the initial Board of Directors is to be six, who shall hold office until the first annual election of Directors. Vacancies in the Board of Directors shall be filled forthwith by the remaining Directors until the next annual meeting of the members shall elect a new Board of Directors. The names and addresses of the Directors of the Corporation until the first annual meeting of the Corporation are as follows:

Name Address

Lindberg J. Beggs 12605 Easy Street

Chester, VA 23831

Ila Wrenn Rt 1 Box 321A

Mineral, VA 23117

Norman Rosenberg 10102 Quayle Ct

Manassas, VA 22110

Carroll G. Chewning 10416 Buffapple Drive

Richmond, VA 23233

Donald K. Yamall 12116 Dumfries Road

Manassas, VA 22111

Thomas Sale Rt 1 Box 321F

Mineral, VA 23117

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5. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Second Article thereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (c)(7) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

6. The membership of the Corporation shall consist of persons who own property or have interest in property in COUNTRYSIDE ON LAKE ANNA Subdivision in Louisa Country, Virginia, and who have conveyed to the Corporation by quit-claim deed their undivided interest in common areas and subdivision roadways acquired by them as Lot Owners in the Subdivision or otherwise, and who have applied to the Association for membership and have been approved by the Board of Directors for membership. Except as may be provided in the By-Laws regarding matters where more than one vote per lot may be case, member of the Association shall have the right to vote, and each lot shall be entitled to one vote to be cast by the members or members owning said lot, with the total number of votes not to exceed the number (or a multiple of the number) of lots whose owners are members of the Association.

7. Each Person now or thereafter a Director or Officer of the Corporation (and his heirs, executors, and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney’s fees imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or Officer of the Corporation (regardless whether a Director or Officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer. In the event of any other judgment against such Director or Officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised by the Board of Directors of the Corporation (unless the person or persons involved shall be or have been a Director of the Corporation), or by independent counsel appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. 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. Such right of indemnification shall not be deemed exclusive of any

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**ENDORSEMENTS**

CERTIFICATE OF INCORPORATION

Issued, and admitted to record with the articles in this office of the Commonwealth of Virginia State Corporation Commission, effective April 13, 1988

State Corporation Commission

By Elizabeth B. Lacy, Commissioner

COUNTY OF LOUISA, Clerk’s Office of the Circuit Court, May 25, 1988

The foregoing Articles of Incorporation was this day received in said office and admitted

to record at 8:53 am. Signed by Anne C. Long, Deputy Clerk, Court Number 154,

Chapter Book 4, Page 367

IRS Non-profit Tax Number: 54-1796151

NationsBank Number: VA2-125-04-01

NationsBank IRS Tax Number: 24 1-32-8397

VA Corporation Commission Number: 0320006-0

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