

ARTICLES OF INCORPORATION

OF

JERDONE ISLAND ASSOCIATION, INC.

We hereby associate to form a nonstock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

(a) The name of the corporation is Jerdone Island Association, Inc.

(b) The purpose or purposes for which the corporation is organized are to promote the health and general welfare of its members and in pursuit thereof to acquire, hold and manage real and personal property or interests therein for recreational facilities. The corporation is not organized for profit and no part of its net income shall inure to the benefit of any member, director or other individual.

(c) The corporation shall have three classes of members, namely:

CLASS A: Class A members shall be all owners of record of any lot or apartments as a condominium unit in Jerdone Island Subdivision as may be platted in sections from time to time of record in the Clerk's Office of the Circuit Court of Louisa County, Virginia, with the exception of Virginia Development Corporation, A Virginia Corporation, and 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, but they shall, collectively, have only one vote for such Lot or apartment unit, and it shall be exercised as they, among themselves, determine, or should they not be able to agree, then in any manner the

presiding officer of the Association may determine, but in no event shall more than one vote be cast with respect to any Lot or condominium unit. The Board of Directors shall recognize each such owner for purposes of membership.

CLASS B: The Class B member shall be Virginia Development Corporation, a Virginia Corporation, and shall be entitled to three (3) votes for each lot owned and condominium unit owned in all sections of Jerdone Island as platted of record in the Clerk's Office of the Circuit Court of Louisa County at the time any such voting is held.

The Class B membership shall cease when the Developer no longer owns any lots or condominium units constituting a part of Jerdone Island.

CLASS C: The Class C members shall be persons admitted to membership by the Board of Directors of the Association who are not owners of a lot or a condominium unit in one or more sections of Jerdone Island. Such members shall not have voting rights.

(d) A majority vote of the Board of Directors may restrict or eliminate membership voting by proxy and may permit membership voting by mail.

(e) The corporation's initial registered office is Suite 312, Tower Building, 3212 Cutshaw Avenue, Richmond, Virginia, which is in the City of Richmond, Virginia, and its initial Registered Agent is Bernard H. Cross, a resident of Virginia, and a member

of the Virginia State Bar.

(f) The number of directors constituting the initial Board of Directors shall be three and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Stuart E. Moore	506 South James St., Ashland, Va. 23005
John B. Deaton, Sr.	Wilway Drive, Manakin, Va., 23103
Bernard H. Cross	Route 1, Box 24-F-4, Hanover, Va. 23069

(g) The number of directors and their duties, privileges and obligations may be modified from time to time by the by-laws.

(h) Each person now or hereafter 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 (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful 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, in case none of the persons involved shall be or has been a director, by the Board of Directors of the Corporation, and otherwise by

Independent counsel to be appointed by the Board of Directors that in its or his opinion such director or officer was not guilty of gross negligence or wilful 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 rights to which he may be entitled under any by-law, agreement, vote of the members , or otherwise.

Dated this 10th day of October, 1973.

John B. Dealy Incorporator

Bernard H. Linn Incorporator

Walter H. Fleming Incorporator