

**ARTICLES OF INCORPORATION
OF
BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.**

I hereby form a nonstock 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:

- A. The name of the corporation is Bridgeforth Mill Homeowners Association, Inc.
- B. The Association intends to be a nonprofit corporation and does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the real property and related personalty and intangibles within that certain tract of real property described on Exhibit A to the Declaration described below, and any additions thereto as may hereafter be brought within the jurisdiction of this Association and to promote the health, safety and welfare of the residents of such property. For these purposes, the Association shall:
- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of, or as may be assigned to, the Association as set forth in that certain "Declaration of Covenants, Conditions and Restrictions Applicable to All Property in Bridgeforth Mill" which has been recorded in the Clerk's Office of the Circuit Court of the County of Amelia, Virginia, in Deed Book 185, Page 422 (the "Declaration"). The Declaration, as the same may be amended or supplemented by other declarations from time to time, is incorporated herein by this reference. Certain initially capitalized terms contained herein and not otherwise defined shall have the meanings set forth in the Declaration. If any provision of these Articles conflicts with any provision of the Declaration, the Declaration shall control. The initial owner of the property subject to the Declaration shall be referred to as the "Declarant";
 - (b) Fix, levy, collect and enforce payment of, by any lawful means, including foreclosure, all charges or assessments pursuant to the terms of the Declaration; 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;
 - (d) Borrow money and mortgage, pledge, or otherwise encumber any or all of its real or personal property as security for money borrowed or debts incurred;
 - (e) Subject to the Declarant's Utility Rights, dedicate, sell or transfer all or any part of the property of the Association to any public agency, authority, or utility for such purposes, and subject to such conditions, as may be agreed to by the members of the Association. No dedication or transfer, except for dedications or transfers of utility easements, shall be effective unless it shall have been approved by more than two thirds (2/3) of the votes entitled to be cast by all of the members of the Association;
 - (f) Participate in mergers and consolidations with other nonprofit corporations, provided that any such merger or consolidation shall have been approved by more than two thirds (2/3) of the votes entitled to be cast by all of the members of the Association; and

(g) Exercise any and all powers, rights, and privileges which a corporation organized under the Virginia Nonstock Corporation Act may now or hereafter have or exercise.

C. Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. When more than one person holds an interest in any property in the Development to which a vote is allocated, all such persons shall be members.

The Association shall have the following classes of voting membership:

(a) General Voting Rights. Except as provided in subparagraph (b) below, each Owner shall be entitled to cast one (1) vote for each Lot owned.

(b) Special Lake Assessment Voting Rights. In any vote taken to approve holding a special meeting to approve a general lake assessment or any vote taken to approve a special lake assessment, the Association shall have two (2) classes of voting membership:

(i) Class A. Class A members shall be all Owners of Lakefront Lots. The Owner of each Lakefront Lot shall be entitled to cast three (3) votes for each Lakefront Lot owned.

(ii) Class B. Class B members shall be all Owners of Interior Lots. The Owner of each Interior Lot shall be entitled to cast one (1) vote for each Interior Lot owned.

The Board of Directors shall determine whether the foregoing special voting rights apply to particular matters submitted to the Owners for approval.

D. The number of directors constituting the initial Board of Directors is two and the names of the directors who will be serving as the initial directors are:

<u>Name</u>	<u>Address</u>
John W. Gibbs, Jr.	c/o Dominion Land & Development Corp. 8100 Three Chopt Road, Suite 113 Richmond, Virginia 23229
Gibson M. Wright	c/o Dominion Land & Development Corp. 8100 Three Chopt Road, Suite 113 Richmond, Virginia 23229

The initial directors shall serve until the earlier of: (a) the expiration of the Declarant Control Period (as defined in the Declaration) and the election by the members and qualification of their successors; (b) the removal of the initial directors by the Declarant; or (c) until their resignation.

E. During the Declarant Control Period the Declarant shall have the sole and absolute right to appoint, in its sole and absolute discretion, the members of the Board of Directors. Notwithstanding the foregoing, the Declarant may at any time during the Declarant Control Period provide that one or more directors be elected by the Members. At the first annual

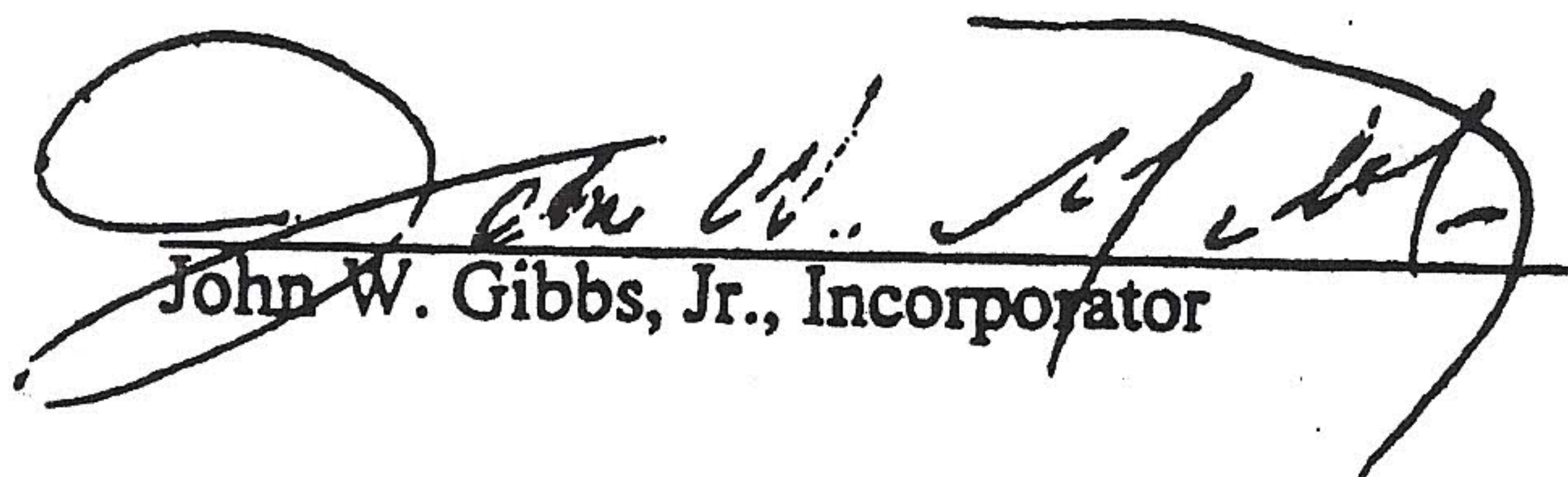
meeting after termination of the Declarant Control Period, and at every annual meeting thereafter, the members shall elect five (5) directors.

F. The address of the initial registered office is 8100 Three Chopt Road, Suite 113, Richmond, Virginia 23229. The name of the County in which the initial registered office is located is the County of Henrico, Virginia. The name of its registered agent is John W. Gibbs, Jr. who is a resident of Virginia, a director of the Association and whose business office is the same as the registered office of the Association.

G. The Association shall exist perpetually.

H. Amendment of these Articles shall require the approval of more than two-thirds (2/3) of the votes entitled to be cast by all of the members of the Association.

Dated: October 1, 1991


John W. Gibbs, Jr., Incorporator

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