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ARTICLES OF INCORPORATION Of MEADOWLAKE FARMS HOMES ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia of 1960, as amended, the undersigned, all of whom are residents of the State of Virginia and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is MEADOWLAKE FARMS HOMES ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The principal office of the Association, which is the initial registered office of the Association, Suite 600, 2600 Washington Avenue, Newport News, Virginia 22507. The name of the city in which the initial office is located is Newport News, Virginia.

ARTICLE III

The name of its initial registered agent is Kenneth L. Allen, who is a resident of Virginia and a Director of the Association, and whose business office is the same as the registered office, namely, Suite 600, 2500 Washington Avenue, Newport News, Virginia 23507.

ARTICLE IV

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 residence lots and Common Area within that certain tract of property described as:

All those certain pieces, parcels or tracts of land as shown on that certain plat entitled, "PRELIMINARY PLAN OF MEADOWLAKE FARMS, YORK COUNTY, VIRGINIA", prepared by Coenen & Associates, Inc., Engineers-Planners-Surveyors,

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(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 recorded or to be recorded in the Office of the Clerk of the Circuit Court for the County of York, Virginia;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or 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 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 with the assent of more than two-thirds (2/3rds) 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, all as provided in said Declaration;

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

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

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ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

A. As to the Association, the following membership and voting rights shall apply:

Section 1. Every Owner of a Detached Section lot and of a Cluster Section lot shall be subject to assessment in the manner herein set forth and shall be a member of the Association with each such lot Owner having an equal voting right with every other lot Owner. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment.

Section 2. The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners of a Detached Section lot or a Cluster Section lot, with the exception of the Declarant, 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. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B. The Class 3 member(s) shall be the Declarant, and shall be entitled to three (3) votes for each Detached Section lot and/or Cluster Section lot owned now or in any section which may be hereafter annexed. Such entitlement to three (3) votes shall be in effect at any time hereafter when the total votes outstanding in the Class A membership is less than the total votes outstanding in the Class 3 membership. At such time as the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, then the Class B membership shall be entitled to only one (1) vote for each Lot owned provided, however, that in the event of subsequent annexation or annexations Lot ownership of the Class A and Class B members shall be counted in the aggregate and based upon said aggregate Lot ownership, the entitlement as hereinabove set forth shall apply or re-apply as the case may be; provided, however, that in any event on the earlier to occur of December 1, 1995 or 66 per cent

of the total lots of the PUD having been platted in an approved sub-division plat of York County and built upon, the Class B membership shall cease and be converted to Class A membership and thereafter the Class B member and the Class A members shall be entitled to one (1) vote for each 'at ownership thereafter.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. 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>
John Worley	Suite 600, 2600 Washington Avenue, Newport News, VA 23607
Kenneth L. Allen	Suite 600, 2600 Washington Avenue, Newport News, VA 23607
Henry Stephens	Suite 600, 2600 Washington Avenue, Newport News, VA 23607
Svein Lassen	Suite 900, 2600 Washington Avenue, Newport News, VA 23607
B.M. Millner	Suite 600, 2600 Washington Avenue, Newport News, VA 23607

At the first annual meeting the members shall elect two directors for a two directors for a term of term of three years, two directors for a term of two years and one director for a term of one year; and at each annual meeting thereafter the members shall a term of three years.

ARTICLE VII

DISSOLUTION

The Association may be dissolved, but only upon compliance with all of the provisions of Section 13.1-248 of the Code of Virginia or any amendment thereto. 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

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

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this __1st__ day of December, 1985.

/s/
Kenneth L. Allen

/s/
Svein Lassen

/s/
B.M. Millner

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STATE OF VIRGINIA


City of Newport News, to-wit:

The foregoing instrument was acknowledged before me this __7th__ day of December, 1985, by KENNETH L. ALLEN, SVEIN LASSEN and B. H. MILLNER, the Incorporators of MEADOWLAKE FARMS HOMES ASSOCIATION.

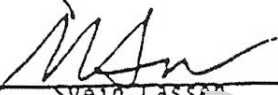
/s/
Notary Public

My commission expires: March 13, 1989


this 1st day of December, 1985.



Kenneth L. Allen



Svein Lassen



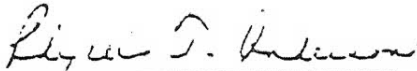
B. M. Millner

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Notary Public

My commission expires: March 13, 1989