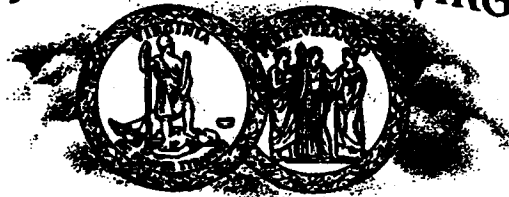


COMMONWEALTH OF VIRGINIA



WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

HULLIHEN WILLIAMS MOORE
CHAIRMAN

CLINTON MILLER
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

STATE CORPORATION COMMISSION

August 8, 1997

HAMPTON D JESSE JR
POWHATAN CROSSING HOMEOWNERS ASSOCIATION
3500 HUNTER'S RIDGE
WILLIAMSBURG, VA 23188

RE: POWHATAN CROSSING HOMEOWNERS ASSOCIATION, INC.
ID: 0341068 - 5
DCN: 97-08-08-0047

This is your receipt for \$25.00 covering the fees for filing articles of restatement with this office.

The effective date of the certificate of restatement is August 8, 1997.

Sincerely yours,

A handwritten signature in cursive script that reads "William J. Bridge".

William J. Bridge
Clerk of the Commission

AMENACPT
CIS20318

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

August 8, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

POWHATAN CROSSING HOMEOWNERS ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective August 8, 1997 at 10:02 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20318
97-08-08-0047

**ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION
FOR
POWHATAN CROSSING HOMEOWNERS ASSOCIATION, INC.**

The name of the Corporation is Powhatan Crossing Homeowners Association, Inc., hereinafter called the "Association."

The Amendments adopted are:

1. Delete the entire original Articles of Incorporation, and;
2. Restate the Articles of Incorporation as follows:

ARTICLE I

The registered office of the Association is located at 1200 Old Colony Lane, Jamestown Road, Williamsburg, Virginia 23185, and this address is located in the County of James City, Virginia.

ARTICLE II

Sheldon M. Franck, who is a member of the Virginia State Bar, a resident of Virginia and whose business address, which shall be the registered office of the Corporation is 1200 Old Colony Lane, (mailing address P. O. Drawer Q), Williamsburg, Virginia 23187, is hereby appointed the registered agent of this Association.

ARTICLE III

Purposes 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 lots, pieces or parcels of land, situated lying and being in Berkeley Magisterial District, James City County, Virginia including Lots Numbered 1 through 51, as shown on that certain plat entitled, "POWHATAN CROSSING, SECTION 1, OWNER/DEVELOPER: POWHATAN CROSSING, INC., BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA", recorded September 20, 1988, made by AES, A professional Corporation, recorded in the Clerk's Office of the Circuit Court of the

City of Williamsburg and the County of James City, Virginia, the affidavit reference thereto is located in James City County Deed Book 408 at page 144 and said plat is recorded in Plat Book 49 at page 61 to which affidavit and plat reference is here made for a more complete description thereof. Including also Lots 1 through 31 in Section II, Deed Books 439 at page 616 and 567 at page 205, Plat Book 55 at page 97; Lots 1 through 22 in Section III, Deed Book 633 at page 9, Plat Book 57 at page 95; and Lots 1 through 10 in Section IV, Deed Book 715 at page 804, Plat Book 60 at page 52 (*hereinafter referred to as the "Property"*).

and to promote the health, safety and welfare of the residences within the above-described property and 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 of the City of Williamsburg and the County of James City and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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 two thirds (2/3) of the 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. No such dedication or transfer shall be effective unless an instrument has been signed by two thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit 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 two thirds (2/3) of the 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 Commonwealth of Virginia by law may now or hereafter have or exercise.

ARTICLE IV

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is within the Property, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Membership in the Association is limited to the owners of the 115 improved and unimproved lots within the subdivision.

ARTICLE V

Voting Rights

Members shall be entitled to one (1) 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.

Article VI

Board of Directors

The affairs of this Association shall be managed by a board of six (6) directors, one of whom need not be a member of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The Officers of the Association, elected by the Board, shall include the President, the Vice-President, and the Secretary/Treasurer. The names and addresses of the Board members and officers are on file with the Registered Agent.

At each annual meeting the members shall elect two (2) Directors for a term of three (3) years.

ARTICLE VII

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of the members. 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, except for the recreation lot which is to be returned to the original grantor when not used for the purposes under which the gift was intended. 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 devoted to such similar purposes.

ARTICLE VIII

Duration

The corporation shall exist perpetually.

ARTICLE IX

Amendments

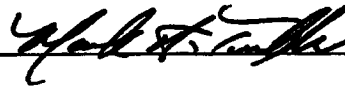
Amendment of these Articles shall require the assent of two thirds (2/3) of the entire membership, except that a change in the business address or in the registered agent or office may be made by the Board of Directors by letter to the State Corporation Commission.

3. The Amendments were adopted by the Members on July 10, 1997.

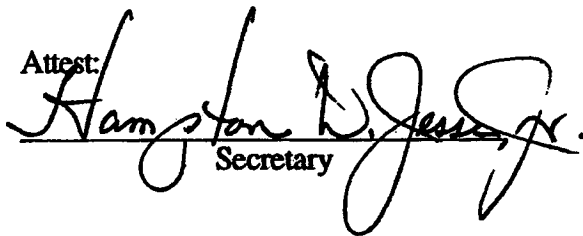
4. The Amendments were proposed by the Board of Directors and submitted to the members in accordance with the provisions of the Virginia Non-Stock Corporation Act (§13.1-801, et. seq. of the Code of Virginia). Only one class of membership of the Corporation exists. Only one voting group was entitled to vote on the amendment. A quorum of the membership existed at the meeting of the membership held on July 10, 1997. Ninety-two (92) votes were cast for the amendments which was more than seventy-five percent (75%) of the membership and was sufficient for approval of the amendments by the membership.

**POWHATAN CROSSING HOMEOWNERS
ASSOCIATION, INC.**

By _____



Attest:



Secretary