

ARTICLES OF INCORPORATION

OF

WESTVIEW on the Lake HOMEOWNERS ASSOCIATION

(A Virginia Non-Stock, Non-Profit Corporation)

The undersigned incorporator hereby establishes a corporation under the provisions of Chapter 10, Title 13.1 of the Code of Virginia, 1950, as amended, (Virginia Non-Stock Corporation Act), (the "Act"), and by these Articles of Incorporation, sets forth the following:

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is WESTVIEW on the Lake Homeowners Association (the "Corporation")

ARTICLE II
PURPOSES AND POWERS OF THE CORPORATION

The Corporation shall have general powers, including those conferred upon non-stock corporations by section 13.1-82~ of the Code of Virginia, 1950, as amended, not in conflict with the provisions of these Articles of Incorporation nor prohibited by applicable law.

The Corporation shall administer, preserve, maintain, and provide architectural control of the residential lots and the common property and facilities including the streets and roadways within the subdivision. The subdivision is known as WESTVIEW on the Lake Subdivision (the "Subdivision") and

is situated in the Clarksville District, Mecklenburg County, Virginia, for the exclusive use, benefit and enjoyment of the owners of residential lots in the Subdivision and their guests; to implement, administer, and enforce the Declaration of Easements and Restrictive Covenants (the "Covenants") established by Bruce Guard Development Company, LLC, as they specifically relate to the Subdivision together with any additions, supplements, revisions, or amendments thereof when recorded in the Clerk's Office of the Circuit Court of Mecklenburg County, Virginia; to cooperate with public officials in planning and implementing zoning ordinances and any other rules and regulations now existing or hereafter promulgated by lawful authority relating to the Subdivision; and to conduct all lawful affairs, not required to be specifically stated in the Articles of Incorporation, for which corporations may be incorporated under the Act.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The post office address of the initial registered office is Post Office Box 239, Boydton, Virginia 23917, which is located in the County of Mecklenburg. The name of the Corporation's initial registered agent is Walter R. Beales, III, who is a resident of Virginia and a member of the Virginia State Bar, whose business office is the same as the registered office of the Corporation.

ARTICLE IV
MEMBERS

There shall be but one class of membership in the Corporation. Each owner of a residential lot, as that term

is defined in the Covenants, shall be a member of the Corporation.

Each residential lot includes as an appurtenance thereto one, but only one, vote in all corporate affairs which, in the case of joint ownership by two or more people or legal entities, shall be exercised as the co-owners shall determine as provided by the Bylaws of the Corporation.

Proxy votes shall be permitted at any regular or special meeting of the membership. Fifteen percent (15%) of the residential lots represented in person or by proxy, at any duly called meeting of the membership shall constitute a quorum for the purpose of electing directors and transacting such other business as may come before such meeting. A majority of the votes cast at a lawfully convened meeting of the Corporation shall control.

No member, officer, or director shall receive any salary, profit, dividend or compensation by virtue of membership in the Corporation; provided, however, that nothing contained herein shall be construed to prevent any such member, officer, or director from being reimbursed for expenses costs incurred by him or her in connection with services rendered to the Corporation or for material furnished to or work performed for the Corporation at its then reasonable and fair market value as determined by the Board of Directors.

ARTICLE V
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors of no fewer than three (3) persons with the maximum number to be established by the Bylaws as amended

from time to time. The Directors must be members of the Corporation or designees of the Developer. The names and addresses of the initial directors are:

Bruce C. Guard	244 Griffin Drive Buffalo Junction, VA 24529
Joseph W. Noah	86 Goat Island Court Clarksville, VA 23927
Karin K. Kahn	699 Turkey Road Clarksville, VA 23927

These persons or their replacements as designated by the Developer shall hold office until the first annual meeting of the Corporation occurring after fifty percent (50%) of all lots in the initial phase of the project have been conveyed of record to parties other than the Developer. At such meeting, the total number of directors' positions shall be divided into three classes as nearly equal in number as possible. The persons receiving the highest number of votes shall serve a three year term, the persons receiving the next highest number of votes shall serve a two year term, and the remaining persons shall serve a one year term. At all subsequent meetings, directors shall be elected for three year terms.

ARTICLE VI
INDEMNIFICATION AND ELIMINATION OF LIABILITY

Section 1. Elimination of Liability of Directors and Officers.
To the full extent that the Virginia Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the

Corporation or its shareholders for monetary damages. Any amendment to or repeal of this Article VI shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

Section 2. Indemnification of Directors and Officers. To the full extent permitted and in a manner prescribed by the Virginia Non-Stock Corporation Act and any other applicable law, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he/she is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or' officer.

Section 3. Indemnification of Employees and Agents The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified n Section 2 of this Article who was or is a party to any proceeding, by reason of the fact that he/she is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 2.

Section 4. Liability of Directors and Officers Not Eliminated. The liability of a director or officer shall not be eliminated in accordance with the provisions of Section 1 of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law, including without limitation, any claim of unlawful insider trading or manipulation of the market for any security.

Section 5. Right to Purchase Liability Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from this status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. Indemnification When Change in Majority Composition of Board of Directors. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 1. of this Article VI shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and

the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 7. Application of Article VI. The provisions of this Article VI shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Section 8. Legal Expenses. To the full extent permitted by law, the Corporation shall pay for legal expenses incurred by the Corporation in connection with matters included in this Article.

ARTICLE VII
ASSESSMENTS

All assessments, as that term is defined in the Covenants, and all money coming into the Corporation shall be used exclusively for the payment of taxes assessed against the Common Property, as defined in the Covenants; insurance premiums for such policies of casualty or liability insurance as the directors of the Corporation shall deem necessary and proper from time to time; for the payment of any existing facility or facilities now or hereafter erected or constructed upon the Common Property; to maintain the several easements, roads and streets to or within the Subdivision;

and to enforce the terms and provisions of the Covenants, together with such additions, amendments, modifications or alterations thereto as may be made from time to time according to the, provisions of the Covenants.

ARTICLE VIII
BYLAWS

The initial Bylaws shall be made and unanimously adopted by the foregoing directors and may be thereafter amended, altered or rescinded from time to time and at any time by unanimous consent or approval of the directors.

The number of directors may be increased or decreased by amendment to the Bylaws; except, however, that the number of directors shall, not be less than three.

ARTICLE IX
AMENDMENT

These articles may be amended by vote of more than sixty-six percent (66%) of the total authorized votes pursuant to Article IV hereof.

ARTICLE X
EXISTENCE

The Corporation shall have perpetual existence.

Given under my hand and seal on this 23rd day of March 2000.

Walter R. Beales III (original signature not transferred)
Walter R. Beales, III, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

March 24, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of
WESTVIEW on the Lake Homeowners Association

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

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective March 24, 2000.

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

T.V. Morrison Jr. (original signature not transferred)
Commissioner

CORPACPT
C1S0352
00-03-24-0502

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of WESTVIEW on the Lake Homeowners Association on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 28, 2007*

Joel H. Peck
Joel H. Peck, Clerk of the Commission