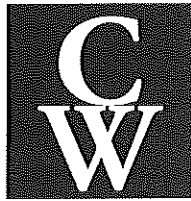


Kenneth E. Chadwick (VA, MD)
Wilbert Washington II (VA, MD, DC)
Stephen H. Moriarty (VA)
Andrew G. Elmore (VA)
Brendan P. Bunn (VA, DC)
Daniel B. Streich (VA, DC)
Allen B. Warren (VA, DC)



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Jerry M. Wright, Jr. (VA)
Sara J. Ross (VA)
Sheyna Nicole Burt (VA, DC)
Alexandra Spaulding (VA)
Mary N. Peacock (VA, DC)
Marie Johnson (VA, DC)
Cassie R. Craze (VA)
Bruce H. Easmunt (VA)
Terence J. Everitt (VA, MD, DC, NJ)

December 24, 2009

State Corporation Commission
Office of the Clerk
P.O. Box 1197
Richmond, VA 23218- 1197

Re: Articles of Incorporation
McGhee's Outlook Homeowners' Association, Inc.

To the Clerk's Office:

Enclosed are the Articles of Incorporation for McGhee's Outlook Homeowners' Association, Inc. and a check for \$75.00 for the filing fee. Please contact our office if you need any additional information.

Sincerely,

Wendy Kirkpatrick
Administrative Assistant

Enclosure
Cc: William E. Goode, Sr.

ARTICLES OF INCORPORATION
OF
MC GHEE'S OUTLOOK HOMEOWNERS' ASSOCIATION, INC.

The undersigned hereby forms a nonstock corporation under the provisions of Chapter 10 of Title 13.1, Section 13.1-801 et seq. of the Code of Virginia 1950, as amended, and to that end adopts the following Articles of Incorporation for such Association.

ARTICLE I – Name

The name of the Association is McGhee's Outlook Homeowners' Association, Inc.

ARTICLE II - Duration

The period of duration of this Corporation is perpetual.

ARTICLE III – Powers and Purposes

The purposes and powers of the Association are as follows:

(a) The purposes for which the Corporation is organized are as follows:

(1) to be and constitute the homeowners Association (hereinafter referred to as "Association") to which reference is made in the Declaration of Covenants, Conditions and Restrictions Applicable To All Property In McGhee's Outlook (hereinafter referred to as "Declaration"), which will be recorded in the Office of the Clerk of the Circuit Court of Hanover County, Virginia, and may be amended from time to time;

(2) To manage, maintain and care for all easements reserved for the benefit of homeowners, common areas, if any, including buffer strips, roads and entrances to McGhee's Outlook Subdivision signs identifying McGhee's Outlook Subdivision and all decorative structures and other amenities located in McGhee's Outlook Subdivision, located in Hanover

County, Virginia, with such maintenance of the common area to be conducted in a manner consistent with Hanover County zoning RC district regulations;

(3) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Virginia Property Owners' Association Act, Section 55-508 et seq. of the Code of Virginia, 1950, (hereinafter referred to as the "Act") and the Declaration of the Association as recorded and as amended and as otherwise provided by law; and

(4) to provide an entity for the furtherance of the interests of the owners of the property subject to the Declaration; and

(5) to exercise the powers contemplated by Section 13.1-826 of the Nonstock Act, as amended, and any other powers now or hereafter conferred by law on Virginia nonstock corporations.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless otherwise indicated by the Act or the Declaration, may be exercised by the Board of Directors:

(1) all of the powers conferred upon nonstock corporations by common law and the statutes of the Commonwealth of Virginia in effect from time to time;

(2) all powers, unless otherwise specified in the Act or the Declaration, conferred upon property owners' associations by common law and the statutes of the Commonwealth of Virginia, in effect and as amended from time to time; and

(3) all of the powers necessary or desirable to perform the obligations and

duties and to exercise the rights and powers set out in these Articles or the Declaration, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the properties;

(b) to manage, control, operate, maintain, repair, and improve the common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, or contract, has a right or duty to provide;

(c) to enforce covenants, conditions, rules or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or by law;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(f) to borrow money for any purpose of the Corporation, limited in amount or in other respects as may be provided in the Declaration;

(g) to enter into, make, perform, or enforce contracts of every kind

and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with, or in association with, any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(i) to adopt, alter, and amend or repeal the Declaration or the Association's Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

(j) to provide or contract for services benefitting the property subject to the Declaration, including any and all supplemental municipal services as may be necessary and desirable;

(k) to do everything necessary and proper for the accomplishment of the above-stated objectives, or necessary or incidental to the protection and benefit of the Association, and, in general, to carry out any lawful business necessary to the attainment of the purposes of this Association, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise.

(4) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objectives or purposes herein set out shall be construed

to authorize the Association to do any act in violation of the Nonstock Act, and all such objectives or purposes are subject to said Nonstock Act. The powers specified in each of the paragraphs of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article III.

ARTICLE IV – Membership

All Owners shall be members of the Association. Any creditor of an Owner who becomes an Owner by acquiring title to a Lot pursuant to foreclosure or any other proceeding or deed in lieu of foreclosure shall be a member of the Association. Governmental entities and tenants of Owners of Lots shall not be members of the Association.

ARTICLE V - Voting and Declarant Control Period

The Association shall have two (2) classes of voting membership as follows: 1) Class A. Class A members shall consist of all of the Owners of a Lot, excluding the Declarant. The Owner of each Lot shall be entitled to cast one (1) vote for each Lot owned. 2) Class B. Class B members shall be the Declarant which shall be entitled to cast thirty-one (31) votes for each Lot owned. There shall be no cumulative voting. The rights of the Class "B" Member are specified elsewhere in the Declaration and the Bylaws. The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors during the "Declarant Control Period", as specified in Article I, Section 1.10 and Article III, Section 3.3 of the Declaration.

The "Declarant Control Period" shall be the period beginning upon the recordation of the Declaration and terminating upon the earlier of: a) the sale of ninety percent (90%) of the Lots permitted by the subdivision plat for the property, as more specifically described in Exhibit "A"

of the Declaration, to parties other than the Declarant; or b) at such earlier time as specified in a written instrument in recordable form made by Declarant and delivered to the Association

ARTICLE VI – Directors

The affairs of the Association shall be managed under the direction of a Board of Directors. The initial Board of Directors, and for so long as less than one hundred percent (100%) of the Lots are owned by Owners other than the Declarant, as defined by the Declaration, will consist of no less than three (3) but no more than five (5) directors all appointed by Virginia Land Development, Inc. Thereafter, the number of directors will be five (5). Directors not appointed by Virginia Land Development, Inc. shall be elected by the members of the Association at the annual meeting of the Association in accordance with the Bylaws. Initially, elected Directors shall serve for 1, 2 and 3 year terms in accordance with the Bylaws. Thereafter, Directors shall be elected to serve for two year terms. After the termination of the Declarant Control period, upon the death, resignation or removal of a Director, a majority of the remaining Directors may appoint a Director who shall serve until the next annual meeting. Directors need not be members of the Association. The initial Board of Directors shall be:

William E. Goode, Sr.
1791 Cambridge Drive
Richmond, VA 23233

Eleanor M. Goode
1791 Cambridge Drive
Richmond, VA 23233

William E. Goode, Jr.
1791 Cambridge Drive
Richmond, VA 23233

ARTICLE VII – Registered Office, Registered Agent

The address of the initial registered office of the Association is 1791 Cambridge Drive, Richmond, Virginia 23233. The name of the County in which the initial registered office is located is Henrico. The name of the initial registered agent is William E. Goode, Sr., who is a

director of the Corporation and a resident of the Commonwealth of Virginia and whose business address is identical with the registered office of the Association.

ARTICLE VIII – Mergers

To the extent provided by law, the Association may participate in mergers with other non-profit associations in the community organized for the same purpose, provided, however, that any such mergers shall require approval by the vote of more than two-thirds (2/3) of the members at a meeting duly called for such purpose.

ARTICLE IX – Dissolution

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. If such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization devoted to such similar purposes.

ARTICLE X – Definitions

The following words and terms when used in these Articles of Incorporation (unless the context shall clearly indicate otherwise), shall have the following meanings:

- (a) “Association” shall mean the McGhee’s Outlook Homeowners Association, Inc.
- (b) “Declaration” shall mean the Declaration of Covenants, Conditions and Restrictions applicable to all property in McGhee’s Outlook that is recorded or will be recorded in the Office of the Clerk of the Circuit Court of the County of Hanover, Virginia (the “Clerk’s Office”).
- (c) “Declarant” shall mean Virginia Land Development, Inc., its successors or assigns.

(d) "Homeowner" shall mean an Owner of a dwelling constructed on a Lot in which a Certificate of Occupancy has been issued by Hanover County;

(e) "Lot" shall mean each lot shown on that certain subdivision plat filed for record in the Clerk's Office, and on any other subdivision plat filed in the Clerk's Office with respect to the Property including easements, which is subject to the Declaration.

(f) "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot, but excluding those holding such interest merely as security for the performance of an obligation and those building homes for resale.

(g) "Property" shall mean the property described in Exhibit A of the Declaration and all other land which is thereafter subjected to the Declaration.

(h) All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

Article XI- Amendments

These Articles may be amended, pursuant to the Nonstock Act, by the affirmative vote of the Board of Directors and members holding two-thirds (2/3rds) of the total Class "A" votes in the Association and the approval of the Class "B" Member, so long as such membership exists; provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall impair or dilute any rights of members that are granted by the Declaration.

Article XII - Liability of Directors

Subject to any limitations contained in the Nonstock Act, as it exists on the date hereof or as it may hereafter be amended, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of the duty of care or other duty as director; provided, however, the above provision shall not apply to the personal liability of a director of the Association:

(a) for any appropriation, in violation of his or her duties, of any business opportunity of the Association;

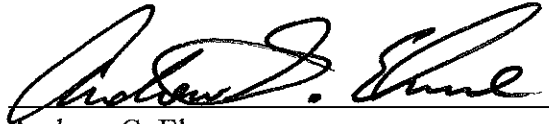
(b) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or

(c) for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article XII by the members of the Association shall not adversely affect any right of a director or the Association existing at the time of such repeal or modification.

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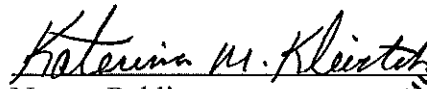
IN WITNESS WHEREOF, I have hereunto set my hand and seal as of this 24th
day of December, 2009.


Andrew G. Elmore
Incorporator

COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO TO-WIT:

I, Katerina Klevitch, a Notary Public in and for the Commonwealth of Virginia, do hereby certify that Andrew G. Elmore, who signed the foregoing Articles of Incorporation of McGhee's Outlook Homeowners Association, Inc., has acknowledged the same before me in the jurisdiction aforesaid.

Given under my hand and notarial seal this 24th day of December, 2009.


Notary Public

My Commission Expires: 08-31-13

