

ARTICLES OF INCORPORATION
SOUTH KESWICK OWNERS ASSOCIATION

I. NAME

The name of the corporation is:

SOUTH KESWICK OWNERS ASSOCIATION

II. PURPOSE

The Corporation is intended to assume the powers and obligations of the South Keswick Owners Association, which was established November 16, 1987, in Fluvanna County, Virginia, as a non-profit association for the administration of restrictive covenants that apply to lots within the South Keswick subdivision. The Corporation is organized as a Virginia nonstock corporation to be a property owners' association for the South Keswick subdivision in Albemarle County, Virginia, and in connection therewith, to take over operations of the current South Keswick Owners Association and to conduct any and all business which may lawfully be conducted by such an association.

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. The Corporation will not participate in or intervene in (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation will not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 528 of the Internal Revenue Code (or a corresponding section of any future Federal tax code).

Upon dissolution of this Corporation, the remaining assets, after paying all expenses and debts of the Corporation, will be distributed either to any successor entity or, if there is no such successor entity, in a manner that is appropriate under applicable Virginia and Federal law.

III. MEMBERS

All provisions regarding classes of membership and the rights of members will be set forth in the Bylaws of the Corporation.

IV. REGISTERED AGENT/REGISTERED OFFICE

The initial registered agent of the Corporation shall be William W. Tanner, who is a resident of the Commonwealth of Virginia, and an attorney licensed to practice law in the Commonwealth of Virginia. The address of the registered office is 412 East Jefferson Street, Charlottesville, Virginia, 22902. The registered office is located in the City of Charlottesville.

V. DIRECTOR SELECTION

Directors of the Corporation will be elected at an annual meeting of the membership of the Corporation, by simple majority vote, as provided in the Declaration.

VI. LIMIT ON LIABILITY

No director or officer of the Corporation will have any liability in any proceeding by or in the right of the Corporation or by or on behalf of the Corporation's shareholders, unless the director or officer is found to have engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law.

V. INDEMNITY

Any individual who was, is or is threatened to be made a party to any proceeding (including any civil, criminal, administrative or investigative action, suit or other proceeding and any appeal of such a proceeding, whether by or in the right of the Corporation or its shareholders or otherwise) because such individual is or was a director or officer of the Corporation and was serving the Corporation or, at the request of the Corporation, any other entity (including another Corporation, a partnership, an employee benefit plan or any other organization) in any capacity will be indemnified against any liability and expenses reasonably incurred in such proceeding. Service as a director or officer of any entity controlled by the Corporation will be considered service at the request of the Corporation. Indemnification will not be made, however, if the individual is determined to have engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law. An individual who is or is threatened to be made a party to any proceeding will be entitled to receive advances for expenses reasonably incurred in such proceeding if there has not yet been a determination that the individual is not entitled to indemnification, and if the individual agrees to reimburse the Corporation for any advances in the event that the individual is determined not to be entitled to indemnification.

The Corporation may indemnify any individual acting as an agent or employee of the Corporation to the same or a lesser extent as provided for a director or officer of the Corporation. An individual serving as a fiduciary of an employee benefit plan which is established for employees of the Corporation or any entity controlled by the Corporation will be entitled to indemnification to the same extent as a director or officer of the Corporation.

The Corporation may purchase insurance to provide for indemnification for any individual, even though the Corporation may not be entitled under this article or applicable law to indemnify the individual.

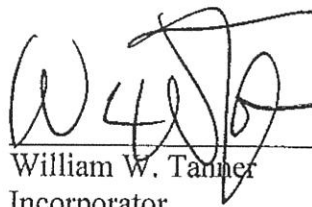
The determination of the reasonableness of expenses and the applicability of indemnification will be made by a majority of a quorum of directors not parties to the proceeding or, if such a quorum is not available, by a committee of two or more directors not parties to the proceeding. The quorum of directors not parties to the proceeding or the committee may instead have the determination made by independent counsel, who may be counsel to the Corporation, or by the shareholders.

VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of the following individuals:

RICHARD K. SNYDER, President
1291 South Keswick Drive
Troy, VA 22974

JAMES F. CONLEY, Vice President
723 South Keswick Drive
Troy, VA 22974



William W. Tanner
Incorporator

Payne & Hodous, L.L.P.
Attorneys at Law
412 East Jefferson Street
Charlottesville, Virginia 22902

COPY

Frederick W. Payne
Robert P. Hodous
Donna R. DeLoria

Telephone: 434-977-4507
Facsimile: 434-977-6574

William W. Tanner

November 7, 2003

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


Re: Articles of Incorporation, South Keswick Owners Association
ID: 0598154 - 3

Dear Clerk:

Enclosed please find our Amended Articles of Incorporation, for filing in the above file, along with our firm check for \$25.00. The Amendment corrects a mistake in Paragraph II—"Purpose." Please cause these Articles to be processed in due course.

With best regards, I am

Sincerely yours,



William W. Tanner

cc: Richard K. Snyder



SCC888
(06/02)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF AMENDMENT –
NONSTOCK CORPORATION

ARTICLES OF AMENDMENT OF

SOUTH KESWICK OWNERS ASSOCIATION

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following articles of amendment and sets forth:

ONE

The name of the corporation is SOUTH KESWICK OWNERS ASSOCIATION.

TWO

Paragraph 11 of the original Articles of Incorporation is amended to state the following:

The Corporation is intended to assume the powers and obligations of the South Keswick Owners Association, which was established November 16, 1987, in Fluvanna County, Virginia, as a non-profit association for the administration of restrictive covenants that apply to lots within the South Keswick subdivision. The Corporation is organized as a Virginia nonstock corporation to be a property owners' association for the South Keswick subdivision in Fluvanna County, Virginia, and in connection therewith, to take over operations of the current South Keswick Owners Association and to conduct any and all business which may lawfully be conducted by such an association.

THREE

The foregoing amendment(s) was/were adopted on October 21 ^{PS} ~~September~~ ____, 2003.

FOUR

(If the corporation has members with voting rights, set forth either (1) or (2), below, whichever is applicable.)

- (1) The amendment was adopted by unanimous consent of the members.

OR

- (2) The amendment was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:

- (a) The total number of:

- (i) Votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was:

Voting Group	Total No. of Votes Cast FOR the Amendment	Total No. of Votes Cast AGAINST the Amendment
<u>55</u>	<u>32</u>	<u>4</u>

OR

- (ii) Undisputed votes cast for the amendment separately by each voting group was:

Voting Group	Total No. of Undisputed Votes Cast FOR the Amendment
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- (b) And the number cast for the amendment by each voting group was sufficient for approval by that voting group.

The undersigned (chairman or vice-chairman of the board of directors, president, or any other of its officers authorized to act on behalf of the corporation [USE APPROPRIATE TERM]) declares that the facts herein stated are true as of Oct 21, 2003.

South Keswick Owners Association

By: Richard K. Snyder

Richard K. Snyder, President

HULLIHEN WILLIAMS MOORE
CHAIRMAN

CLINTON MILLER
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

November 18, 2003

WILLIAM W TANNER
PAYNE & HODOUS LLP
412 E JEFFERSON ST
CHARLOTTESVILLE, VA 22902

RE: SOUTH KESWICK OWNERS ASSOCIATION
ID: 0598154 - 3
DCN: 03-11-10-0156

This is your receipt for \$25.00 covering the fees for filing the following with this office:
articles of amendment

The effective date of the certificate of amendment is November 18, 2003.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

AMENACPT
CIS0322

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

November 18, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of
SOUTH KESWICK OWNERS ASSOCIATION

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

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective November 18, 2003, at 01:22 PM.

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

A handwritten signature in black ink, appearing to read "J.V. Morrison". The signature is stylized with a large, looped "M" and a trailing flourish.

Commissioner

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, June 12, 2003

This is to certify that the certificate of incorporation of

SOUTH KESWICK OWNERS ASSOCIATION

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: June 12, 2003



State Corporation Commission

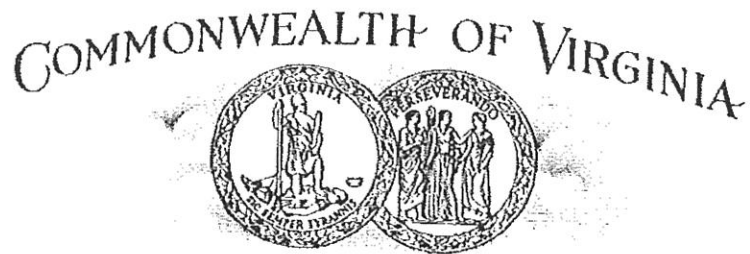
Attest:

Joel H. Beck
Clerk of the Commission

HULLIHEN WILLIAMS MOORE
CHAIRMAN

CLINTON MILLER
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

June 12, 2003

WILLIAM W TANNER
PAYNE & HODOUS
412 E JEFFERSON ST
CHARLOTTESVILLE, VA 22902

RE: SOUTH KESWICK OWNERS ASSOCIATION
ID: 0598154 - 3
DCN: 03-06-10-0063


Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is June 12, 2003.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,


Joel H. Peck
Clerk of the Commission

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