

ARTICLES OF INCORPORATION

OF

LONG BRANCH SHORES PROPERTY OWNERS ASSOCIATION, INC.

(A Virginia Non-Stock, Nonprofit 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:

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The name of the corporation shall be LONG BRANCH SHORES PROPERTY OWNERS ASSOCIATION, INC. (the "Corporation").

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The Registered Agent of the Corporation is E. Warren Matthews, an Attorney-at-Law, a resident of Mecklenburg County, Virginia, who is a member of the Virginia State Bar and whose business office is the same as the Registered Office of the Corporation.

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The Registered Office of the Corporation is 115 West Danville Street, South Hill, in Mecklenburg County, Virginia 23970. The mailing address of the Registered Agent and the Registered Office is Post Office Box 369, South Hill, Mecklenburg County, Virginia 23970.

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The Corporation shall administer and maintain the common property and facilities, including streets and roadways within and the access road to the subdivision known as Long Branch Shores (the "Subdivision"), owned and developed by Tanglewood Land Company, Inc., a Virginia corporation, situate in

LaCrosse Magisterial 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 Protective Covenants (the "Covenants") made or to be made by Tanglewood Land Company, Inc., as they specifically relate to the Subdivision together with any amendments, additions, or supplements thereto or revisions 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. .

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There shall be but one class of membership.

Each owner of a Residential Lot, as that term is defined in the Covenants, shall be a member of the 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 in the By-Laws of the Corporation from time to time.

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.

The Corporation shall have perpetual existence.

The Corporation shall have general powers, including those conferred upon non-stock corporations by Section 13.1-826 of the Code of Virginia, 1950, as amended, not in conflict with the provisions of these Articles of Incorporation nor prohibited by applicable law.

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. (1) 2

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 or 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.

The number of directors constituting the initial Board of Directors shall be two, and they shall manage the affairs of the Corporation for the first year or until their successors are duly elected, qualify, and take office. The directors need not be members of the Corporation.

The names and addresses of the initial Board of Directors are:

J. Lawson Jones

P. O. Box 696, Clarksville,
in Mecklenburg County,
Virginia 23927

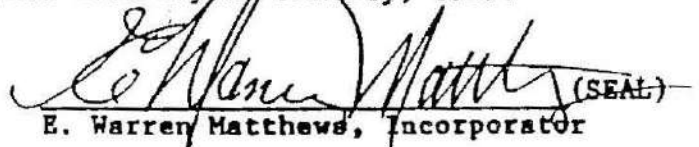
P. H. Rudd

P. O. Box 116, Bracey, in
Mecklenburg County, Virginia 23919

The initial By-Laws 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 By-Laws; except, however, that the number of directors shall not be less than two.

Given under my hand and seal on this 20th day of January, 1989.

 (SEAL)
E. Warren Matthews, Incorporator