

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

TIMBERLAKE - SPOTSYLVANIA
HOMEOWNERS ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, 1950, as amended, the undersigned, all of whom are residents of Virginia, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-stock corporation not for profit and do hereby certify:

ARTICLE I

Name of Corporation

The name of the Corporation is TIMBERLAKE - SPOTSYLVANIA HOMEOWNERS ASSOCIATION, hereinafter called the "Association".

ARTICLE II

Registered Office

The registered office of the Association is located at 6551 Loisdale Court, Suite 901, Springfield, Fairfax County, Virginia, with a mailing address of P.O. Box 215, Springfield, Virginia 22150.

ARTICLE III

Registered Agent

Robert A. Greenbaum, a resident of Fairfax County, Virginia and a member of the Virginia State Bar, and whose business address is the same as the Registered Office, located in Fairfax County, Virginia, is hereby appointed the initial Registered Agent of this Association.

ARTICLE IV

Purpose 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 that certain property in the development known as
TIMBERLAKE, Lee Hill Magisterial District, Spotsylvania
County, Virginia and containing approximately 295 Acres more or
less.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto, as may hereafter be brought within the jurisdiction of this Association for this purpose 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, Spotsylvania County, Virginia, 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 more than 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 more than two-thirds (2/3) of the members agree to such dedication, sale or transfer;
- f) participate in mergers and consolidations with other nonprofit 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 more than 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 Virginia Non-Stock Corporation Act of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenant of record to assessment by the Association, 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.

ARTICLE VI

Voting Rights

The Association shall have one class of voting membership and each member shall be entitled to one (1) vote for each Lot owned and which is subject to assessment. If more than one person or entity is the record Owner of a Lot, all such persons or entities shall be members of the Association, however in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VII

Board of Directors

The affairs of this Association shall be managed by a Board of no fewer than five (5) Directors and no more than nine (9) Directors, who need not be members of the Association. At the first annual meeting, the Members shall elect at least five (5) Directors for a term of one (1) year, and at each annual meeting thereafter, the Members shall elect at least five (5) Directors for a term of one year each.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

LISA E. WEAVER

8506 Westover Court
Springfield, Virginia 22152

TERI A. PRAH

12773 Woodhallow Drive, #1411
Woodbridge, Virginia 22192

TINA M. SZYMANSKI

6102 N. Kings Highway
Alexandria, Virginia 22303

SHIRLEY J. HARRIS

7710 Tower Woods Drive
Springfield, Virginia 22153

JANET COLEMAN

8408 White Feather Court
Lorton, Virginia 22079

Each person now and hereafter a director or officer of the corporation and his heirs, executors and administrators shall be indemnified by the corporation against all claims, liabilities judgments, settlements, costs and expenses, including all attorneys fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim to which he is or may be made a party by reason of his being or having been a director and/or officer, at the time such costs or expenses are incurred by or imposed upon him, except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director and/or officer. In the event a settlement of any such action, suit or proceeding, or other settlement of any claim against any directors or officers, the indemnification shall be made only if the corporation shall be advised by the Board of Directors of the corporation, in case none of the persons involved shall be or have been a director of the corporation, or otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was or is not guilty of gross negligence or willful misconduct in the performance of his duties, and in the event of a settlement, that such settlement was or is in the best interests of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advise of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which the officer or director may be entitled under the by-laws, agreements, votes of stockholders or otherwise.

ARTICLE VIII

Dissolution

The Association may be dissolved with the adoption of a resolution by more 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

Duration

The Corporation shall exist perpetually.

ARTICLE X

Amendments

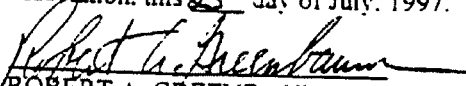
Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE VI

FHA/VA Approval

The following actions will require the prior approval of the Federal Mortgage Agencies (as defined in the Declaration): annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Virginia, I, the undersigned, being the sole incorporator of this Association, and at the direction of the Corporation's Owners and Board of Directors, have executed these First Amended and Restated Articles of Incorporation, hereby revoking the Articles of Incorporation heretofore made and adopted by this Association, this 23rd day of July, 1997.


ROBERT A. GREENBAUM