

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE COVES AT WILTON CREEK OWNERS ASSOCIATION

ARTICLE I - NAME

The name of the corporation (referred to herein as the "Association") is THE COVES AT WILTON CREEK OWNERS ASSOCIATION.

ARTICLE II - PURPOSES AND POWERS

The purposes and powers of the Association are as stated in Amended and Restated Bylaws, Article II.

ARTICLE III – MEMBERS

Members are as stated in Amended and Restated Bylaws, Article IV, Section 1.

ARTICLE IV – VOTING RIGHTS

Voting Rights are as stated in Amended and Restated Bylaws, Article IV, Section 2.

ARTICLE V – DIRECTORS

Directors shall be elected by the Members as set forth in the Amended and Restated Bylaws. The business and affairs of the Association shall be managed by its Board of Directors. A Director may be removed from office only with cause and by two-thirds (2/3) vote of the Members of the Association.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The mailing address of the registered office is 23 Mariners Point Lane, Hartfield, Virginia 23071.

The name of the County in which the initial registered office is located is Middlesex. The registered agent shall be an individual who is a resident of the Commonwealth and either an officer or director of the corporation or a member of the state bar so designated by the Board of Directors

ARTICLE VII - PROVISIONS FOR THE REGULATION OF
THE INTERNAL AFFAIRS OF THE CORPORATION

(a) All of the assets, earnings and income of the Association shall be used exclusively for the purposes set forth in Article II.

(b) No part of the net earnings of the Association shall inure (other than by acquiring, construction, or providing management, maintenance, and care of Association property as defined in IRC Section 528 or the corresponding provisions of any federal tax law, or a rebate of excess membership dues, fees or assessments) to the benefit of any Member or private individual.

(c) Upon liquidation of the Association, all residual assets after the payment of or provision for all liabilities or claims against the Association shall be paid to such organizations qualified under IRC Section 501 (c) (3) as the Board of Directors may designate.

(d) In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its members, the directors and officers of this Association shall not be liable to the Association or its members. Each Officer, Director and Agent of the Association shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative, arbitative or investigative action, suit or proceeding (whether brought by or in the name of the Association or otherwise) arising out of their service to the Association or because such individual is or was a participant in the Architectural Control Committee, or any other legal entity controlled by the Association. Persons who are not Directors, Officers or Agents of the Association may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Association. The Association may purchase and maintain insurance to protect itself and any such Director, Officer, Agent or other person against any liability asserted against him and incurred by him in respect of such service whether or not the Association would have the power to indemnify him against such liability by law or under the provisions of this paragraph. The provisions of this paragraph shall be applicable to actions, suits or proceedings commenced after the adoption hereof, and to Directors, Officers, Agents and such other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the Directors, Officers, Agents and other persons referred to in this paragraph. Expenses (including attorney's fees) incurred in defending an action, suit or proceeding whether civil, criminal, administrative, arbitative or investigative may, if authorized at any time by the Board of Directors, be paid by the Association in advance of the final disposition of such action, suit

or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, Agent or other person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as provided, in the case of Officers, Directors and Agents, in this provision, or as authorized, in the case of other persons, by the Board of Directors pursuant to this provision. Every reference herein to Officer, Director or Agent shall include every person who may have served at the request of the Association as an Officer, Director, or Agent of another corporation in which the Association owns shares of stock or of which it is a creditor, or, in the case of a non-stock corporation, to which the Association contributes. The right of indemnification hereby provided shall not be exclusive of any other rights to which any Officer, Director, Agent or other person may be entitled.

ARTICLE VIII - DEFINITIONS

All references herein to IRC sections shall mean the provisions of the Internal Revenue Code of 1986 and shall be deemed to include statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

THE COVES AT WILTON CREEK OWNERS ASSOCIATION

By: _____
President Date

State of Virginia

County of Middlesex, to-wit:

I, _____, a Notary Public in and for the said State and County, do hereby certify that this day personally appeared before me in my said County, _____, President of THE COVES AT WILTON CREEK OWNERS ASSOCIATION, a Virginia nonstock corporation, whose name is signed to the foregoing instrument and acknowledged the same before me in my said County, for and on behalf of said corporation.

My commission expires: _____

GIVEN under my hand this _____ day of _____ 2008.

Notary Public as aforesaid