

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HUGUENOT HUNDRED COMMUNITY ASSOCIATION**

A Virginia Nonstock Corporation

The following amendment of the articles of incorporation of Huguenot Hundred Community Association was adopted as a restatement of its articles of incorporation:

ARTICLE I

The name of the Corporation is Huguenot Hundred Community Association.

ARTICLE II

The purposes for which this Corporation is organized and shall be operated are as follows:

- 1) To own and manage the real estate conveyed to the Corporation by deed dated September 8, 1978, from Old Gun River Corporation, recorded in the Clerk's Office of Chesterfield County, Virginia, in Deed Book 1347 at Page 760, and any improvements thereon, for the pleasure and recreation of residents of Huguenot Hundred subdivision in Chesterfield County, Virginia who are members of the Corporation, and their families and their guests; and
- 2) To promote and foster fellowship among and the social and recreational interests of the residents of the said subdivision who are members of the Corporation.

Nothing in these Articles of Incorporation contained shall, however, authorize the corporation to carry on, other than as an insubstantial part of its activities, activities which are not in furtherance of one or more purposes exempting the corporation from taxation under Section 501 (a) of the Internal Revenue Code of 1986, as amended, including, but not limited to, Section 501(c)7 thereof.

ARTICLE III

The Corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws.

ARTICLE IV

The affairs of the Corporation shall be managed by a board of directors with the number specified in or fixed in accordance with the bylaws. A director may succeed himself.

ARTICLE V

The promotion of the above declared objects and purposes shall at all times be carried on subject to the following conditions and limitations, by which the Corporation and all who shall hereafter associate themselves with it, as participants in its deliberations and activities or otherwise shall be forever bound, that is to say:

- 1) The activities of the Corporation shall be non-political and non-sectarian.
- 2) No part of the income of the Corporation shall at any time inure to the benefit of or be distributed to any member, officer or director of the Corporation nor be paid to any other person or Corporation, other than to effect reimbursement for funds expended on behalf of this Corporation or to satisfy expenses or as compensation in a reasonable amount duly authorized by the board of directors for services actually rendered incident to the executing of the objects and purposes of this Corporation, and no member, officer or director of the Corporation shall have any interest in or title to any property or assets of the Corporation.
- 3) Upon dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over any of the assets of the Corporation received and held by the Corporation, subject to limitations permitting their use only for charitable, educational and similar purposes, to any other organization which qualifies to preserve the Corporation's nonprofit tax status under Section 501(c)(7) of the Code and the Virginia Nonstock Corporation Act. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal assets of the Corporation are located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

ARTICLE VI

- 1) Except as provided in Section 2, the Corporation shall indemnify every individual made a party or threatened to be made a party to a proceeding, because he is or was a director or officer, against liability incurred in the proceeding if: (i) he conducted himself in good faith; and (ii) he believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests and, in all other cases, that his conduct was at least not opposed to its best interests (or in the case of conduct with respect to an employee benefit plan, that his conduct was for a purpose he believed to be in the interests of the participants

in and beneficiaries of the plan); and (iii) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

- 2) The Corporation shall not indemnify any individual against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the Corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.
- 3) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that an individual did not meet the standard of conduct set forth in section 1 or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.
- 4) Unless ordered by a court of competent jurisdiction, any indemnification under section 1 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in section 1 and, with respect to a proceeding by or in the right of the Corporation in which such individual was adjudged liable to the Corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) if there are two or more disinterested directors, by the Board of Directors by a majority vote of all disinterested directors, a majority of whom shall constitute a quorum; or by a majority vote of a committee consisting of two or more disinterested directors appointed by such a vote; or (ii) by special legal counsel selected by the Board of Directors or its committee in the manner heretofore provided or, if there are two or more disinterested directors, selected by a majority vote of the Board of Directors (in which selection directors who do not qualify as disinterested directors may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two disinterested directors or if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

- 5) The Corporation shall pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnished the Corporation a written statement of his good faith belief that he has met the standard of conduct described in section 1 and a

written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article 6. An undertaking furnished to the Corporation in accordance with the provisions of this section 5 shall be an unlimited general obligation of the individual furnishing the same, but need not be secured and may be accepted by the Corporation without reference to financial ability to make repayment.

- 6) The Corporation may indemnify and advance expenses to employees, volunteers, members, and agents of the Corporation to the same extent as provided in this Article with respect to directors and officers.
- 7) Except as provided in section 8, in any proceeding brought by or in the right of the Corporation, or brought by or on behalf of a director or officer of the Corporation, shall not be liable in any monetary amount for damages arising out of or resulting from a single transaction, occurrence or course of conduct.
- 8) The liability of a director or officer shall not be eliminated in accordance with the provisions of section 7 if: (i) the director or officer engaged in willful misconduct or a knowing violation of the criminal law; or (ii) in any proceeding, whether or not brought by or in the right of the Corporation, he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.
- 9) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article 6 and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability under the provisions of this Article.
- 10) The indemnification provided by this Article 6 shall not be exclusive of any other rights to which any individual may be entitled, including the right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article 6.
- 11) In this Article 6:

“Director” and “officer” mean an individual who is or was a director or officer of the Corporation, as the case may be, or who, while a director or officer of the Corporation is or was serving at the Corporation’s request as a trustee, director, officer, manager, partner, employee or agent of another foreign or domestic

corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other entity. A director or officer shall be considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan.

"Disinterested director" means a director who, at the time action is to be taken does not have: (i) a financial interest in a matter that is the subject of such action; or (ii) a familial, financial, professional, employment or other relationship with a person who has a financial interest in the matter, either of which would reasonably be expected to affect adversely the objectivity of the director when participating in the action and is also not a party to the proceeding. The presence of one or more of the following circumstances shall not by itself prevent a person from being a disinterested director: (i) nomination or election of the director to the current Board of Directors by any person, acting alone or participating with others, who is so interested in the matter; or (ii) service as a director of another corporation of which an interested person is also a director.

"Individual" includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

"Expenses" includes, but is not limited to, counsel fees.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Official capacity" means: (i) when used with respect to a director, the office of director in the Corporation; (ii) when used with respect to an officer, the office in the Corporation held by him; or (iii) when used with respect to an employee, volunteer or agent, the employment, volunteer or agency relationship undertaken by him on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any limited liability company, partnership, joint venture, trust, employee benefit plan or other entity.

"Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in any action, suit or proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation to procure a judgment in its favor) and whether formal or informal.

- 12) As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article 6 are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of

competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.