

**ARTICLES OF INCORPORATION
OF
HOLLY HILLS COMMUNITY
ASSOCIATION**

ARTICLE I

NAME

The name of the corporation is Holly Hills Community Association, hereinafter called the "Association".

ARTICLE II

PURPOSES

The 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 the management, maintenance and care of certain real estate within the development known as "Holly Hills" located in the City of Williamsburg, Virginia, as more particularly described in the Declaration of Covenants, Easements and Restrictions dated November 17, 1993, made by McCale Development Corporation, a Virginia corporation, recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City, in Deed Book 106 at page 662, as the same may hereafter be amended or supplemented ("the Declaration"), and to provide a means whereby the Owners, acting together, may provide for the management, maintenance and care of the Common Areas and for this purpose to: (a) enforce the Declaration and exercise all of the powers and privileges and perform all of the duties and obligations of the Association; (b) fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the Declaration and Bylaws; (c) pay all expenses of the Association; (d) subject to the Declaration and the Bylaws, acquire, 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; and (e) have and exercise any and all powers, rights and privileges which a corporation organized under the Nonstock Corporation Act of the Commonwealth of Virginia may by law now or hereafter have or exercise. No part of

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the net earnings of the Association shall inure (other than by providing management, maintenance and care of the Common Areas and other than by a rebate of excess membership dues, fees and assessments) to the benefit of any private individual.

ARTICLE III

DEFINITIONS

Except as expressly defined herein, all capitalized terms used herein shall have the respective meanings set forth in the Declaration or in the Bylaws of this Association.

ARTICLE IV

MEMBERSHIP

Section 4.1. Membership. Every Owner of a Lot shall be a Member of the Association. Membership shall be appurtenant to, and shall not be separated from, ownership of any Lot. Upon the closing of the sale of a Lot, the membership of the selling Owner shall cease and the purchasing Owner shall become a Member of the Association.

Section 4.2. Classes of Membership and Voting Rights. The designation of classes of membership and the voting rights of Members shall be as provided in the Declaration and the Bylaws.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. Number. Except as provided below, the number of directors shall be as fixed in accordance with the Bylaws, or in the absence of such a bylaw shall be six.

Section 5.2. Appointment of Directors During Declarant Control Period. Declarant shall have the right to appoint or remove any member or members of the Board of Directors until such time as the Class B membership terminates. The period of time until the Class B membership

terminates is hereafter called the "Declarant Control Period". Each Owner, by acceptance of a deed to or other conveyance of a Lot, vests in Declarant the authority to appoint and remove directors of the Association during the Declarant Control Period. The directors selected by Declarant need not be Owners or residents within the Submitted Land.

Section 5.3. Election of Directors After Declarant Control Period.

(a) Upon the expiration of the Declarant Control Period, the Board of Directors shall call, within 90 days, a special meeting of Members at which meeting all directors appointed by Declarant shall resign and the Class A Members shall elect successor members of the Board. Thereafter, nominations for election to the Board of Directors shall be made from the floor and may also be made by a nominating committee, if such a committee is established by the Board of Directors. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

(b) At the first meeting of the Association after termination of the Declarant Control Period and at each annual meeting thereafter, directors shall be elected. All eligible Members of the Association shall be eligible to vote on all directors to be elected and the candidate(s) receiving the most votes shall be elected. Directors shall serve until the next annual meeting following their election. Elections shall be by oral ballot of the Members unless any Member requests a written ballot, in which event elections shall be by written ballot. Votes may be cast by proxy as provided in the Bylaws.

(c) Except with respect to directors appointed by Declarant, at any regular or special meeting of the Association duly called where the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the director, any one or more of the members of the Board of Directors may be removed, with or without cause, by a majority vote of the Members and a successor may then and there be elected to fill the vacancy thus created. A director whose removal has been proposed shall be given at least seven (7) days' notice of the time, place and purpose of the meeting and shall be given an opportunity to be heard at the meeting.

(d) Vacancies in the Board of Directors occurring for any reason, other than the removal of a director by vote

of the Association, shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, any meeting of the Board of Directors or, in the absence of any remaining directors, vacancies may be filled by the Declarant. Each person so selected shall serve the unexpired portion of the term of the director being replaced. Notwithstanding the foregoing, Declarant shall fill all vacancies in the Board of Directors arising before the termination of the Declarant Control Period.

(e) Any representative of Declarant serving on the Board of Directors of the Association shall not be required to disqualify himself or herself upon any vote upon any management contract or other contract or lease between Declarant (or any individual, partnership or corporation having an identity of interest with Declarant) and the Association.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Association, which is located in the City of Williamsburg, Virginia, is Post Office Box 379, 516 South Henry Street, Williamsburg, Virginia 23187. The initial registered agent of the Association is Vernon M. Geddy, III, whose business office is identical with the initial registered office and who is a resident of Virginia and a member of the Virginia State Bar.

ARTICLE VII

LIMIT ON LIABILITY AND INDEMNIFICATION

7.1 Limit on Liability. 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 or of the directors or officers of a "community association" (as defined in the Virginia Nonstock Corporation Act), any liability of the directors and officers of this Association shall be so limited or eliminated.

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7.2 Mandatory Indemnification. The Association shall indemnify any individual who is, was or is threatened to be made a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Association or by or behalf of its Members) because such individual is or was a director or officer of the Association, a member of the Architectural Review Board or of any other legal entity controlled by the Association, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Association shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Association is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this Section 7.2.

7.3 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other rights of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Association and indemnification under policies of insurance purchased and maintained by the Association or others. However, no person shall be entitled to indemnification by the Association to the extent he or she is indemnified by another, including an insurer.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended pursuant to Va. Code Ann. Section 13.1-886 and with the approval of the Class B Member (until the Class B membership terminates) and the vote of two-thirds of the Class A votes (including Declarant as to Class A votes held by Declarant).

Dated: December 14, 1993

Vernon M. Geddy, III
Incorporator

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, December 27, 1993

This is to Certify that the certificate of incorporation of

HOLLY HILLS COMMUNITY 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:*

December 27, 1993



State Corporation Commission

William J. Bridge

Clerk of the Commission