

7/30/94

AMENDMENT TO ARTICLES OF INCORPORATION
OF SKYLINE LAKES PROPERTYHOLDERS ASSOCIATION, INC.

This amendment to the Articles of Incorporation of the Skyline Lakes Proper holders Association, Inc. was adopted by the Members on September 10, 1994, pursuant to the Commonwealth of Virginia Nonstock Corporation Act, Title 13.1, Chapter 10, Section 13.1-801, et seq., Code of Virginia 1950, as amended (hereinafter referred to as "Act").

FIRST: Name. The name of the Corporation is Skyline Lakes Propertyholders Association, Inc.

SECOND: Duration. The period of duration of this Corporation is perpetual.

THIRD: Purpose and Powers.

(a) The purposes for which the Corporation is organized are as follows:

(1) to be and constitute the homeowners association (hereinafter referred to as "Association") to which reference is made in the Association documents, inclusive of the Declaration of Covenants and Restrictions and the Bylaws, of Skyline Lakes Propertyholders Association, Inc., as amended (hereinafter the "Instruments").

(2) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Virginia Property Owners Association Act, Code of Virginia 1950 (hereinafter referred to as "Association Act") and the Instruments of the Association as recorded and as amended and as otherwise provided by law; and

(3) to provide an entity for the furtherance of the interests of the owners of lots in the development and for the administration of the subdivision and the Association.

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless otherwise indicated by the Act or the Instruments, may be exercised by the Board of Directors:

(1) all of the powers conferred upon nonstock corporations by common law and the statutes of the Commonwealth of Virginia in effect from time to time;

(2) all powers, unless otherwise specified in the Act, or the Instruments conferred upon homeowners associations by common law and the statutes of the Commonwealth of Virginia, in effect and as amended from time to time; and

(3) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, or the Instruments, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the properties;

(b) to manage, control, operate, maintain, repair, and improve the Common Areas and facilities, and any property now or subsequently owned or acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, or contract, has a right or duty to provide;

(c) to enforce covenants, conditions, rules or restrictions affecting any property to the extent the Association may be authorized to do so under the Instruments or by law;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of lots within the Association;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(f) to borrow money for any purpose of the Corporation, limited in amount or in other respects as may be provided in the Instruments of this Corporation;

(g) to enter into, make, perform, or enforce

contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) to adopt, alter, and amend or repeal the Instruments as may be necessary or desirable for the proper management of the affairs of the Association; and

(i) to do everything necessary and proper for the accomplishment of the above-stated objects, or necessary or incidental to the protection and benefit of the Corporation, and in general to carry out any lawful business necessary to the attainment of the purposes of this Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise.

(j) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article THIRD are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article THIRD.

FOURTH: Membership. The Corporation shall be a nonstock membership Corporation without certificates or shares of stock. There shall be only one class of members. All owners, as the term is defined in the Instruments and the Act, by virtue of their ownership of units in the subdivision, are members of the Association and thereby of this Corporation. A unit owner's membership ends when he or she is no longer an owner.

FIFTH: Voting. Each member shall be entitled to vote in accordance with the Declaration and the Bylaws of the Association. The method and manner of voting is set forth in the Declaration and Bylaws, as amended. There shall be no cumulative voting.

SIXTH: Board of Directors: The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of from seven (7) to twelve (12) members; the specific number of

directors will be as specified in the Bylaws.

The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board may appoint such additional officers and committees as it, in its discretion, may deem necessary. Such officers and committees shall hold their office or position at the pleasure of the Board. The Board may delegate such operating authority to such companies, individuals, officers or committees as it, in its discretion, may determine necessary and as provided in the Instruments.

SEVENTH: Amendments. These Articles may be amended, pursuant to the Act, by the affirmative vote of two-thirds (2/3) of the votes cast in person or by proxy, at a meeting of the Association at which a quorum is present, provided that no amendment shall be in conflict with the Instruments.

EIGHTH: Registered Office and Registered Agent. The Registered Office of the Corporation shall be located in Page County at 221 West Main Street, Luray, Virginia, 22835. W. Dale Houff, Esquire, a member of the Virginia State Bar and resident of Page County, Virginia, shall be the Registered Agent for the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the date hereinbefore set forth.



Richard D. Faubion
President

COMMONWEALTH OF VIRGINIA

COUNTY OF Fairfax

I, Margaret B. Dyer, a Notary Public in and for the Commonwealth of Virginia, do hereby certify that Richard D. Faubion, who signed the foregoing Articles of Incorporation of Skyline Lakes Propertyholders Inc., bearing the date September 10, 1994, has acknowledged the same before me in the jurisdiction aforesaid.

Given under my hand and notarial seal this 12 day of
September 1994.


Notary Public

My Commission Expires: 3-31-98