

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESTMORELAND OWNERS ASSOCIATION, INC.

A. The undersigned corporation, pursuant to Title 13.1, Chapter 10 of the Code of Virginia, hereby executes the following articles of amendment and restatement and sets forth:

1. The name of the corporation is Westmoreland Owners Association, Inc.
2. The restatement contains amendments to the Articles of Incorporation.
3. The extent of the amended and restated articles of incorporation is attached hereto.
4. The restatement and amendment was adopted by the corporation on the 30th day of

May, 2012.

- The amendment(s) was (were) adopted by unanimous consent of the members.


OR

- The amendments were proposed by the Board of Directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present.

The total number of votes cast for and against the amendment(s) by each voting group entitled to vote separately on the amendment(s) was:

<u>Voting Group</u>	<u>Total Votes For</u>	<u>Total Votes Against</u>
Class A	44	6

And the number cast for the amendment(s) by each voting group was sufficient for approval by that voting group.


Secretary

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ARTICLE I
NAME

The name of the corporation is Westmoreland Owners Association, Inc. (the “Association”).

ARTICLE II
DEFINITIONS

The capitalized terms in these Articles shall have the same meaning as set forth in the Declaration and Bylaws.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for the management, maintenance, care and architectural control of the real property as defined in the Amended and Restated Declaration of Conditions, Covenants and Restrictions of Westmoreland (the “Declaration”), commonly known as WESTMORELAND, Sections 1, 2, and 3 in James City County, Virginia and for these purposes to:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws, as the same may be amended from time to time as therein provided, said Declaration and Bylaws being, by this reference, incorporated herein as if set forth at length; and, subject to any limitations set forth in the Declaration

2. Fix, levy, collect and enforce payment of by any lawful means, all charges or assessments pursuant to the terms of the Declaration and Bylaws; to pay all expenses in connection therewith and all office, administrative 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 Association;

3. 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;

4. Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

5. Have and exercise any and all powers, rights and privileges which a corporation organized under the aforesaid statutes of the Commonwealth of Virginia by law may now or hereafter have or exercise.

ARTICLE IV MEMBERSHIP

Every person or entity, whether one or more persons or entities, who is the record owner of the fee simple title to any Lot as described on the recorded plats for the Properties referenced in the Declaration, shall be a Member of the Association. Membership is appurtenant to, and may not be separated from, the ownership of any Lot.

ARTICLE V VOTING RIGHTS

Each Member is entitled to one vote for each Lot owned. When more than one person or

entity is the record Owner of a Lot, the vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Voting rights shall be as set forth in the Bylaws.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The Directors shall be elected by the Members as set forth in the Bylaws. The number of Directors shall be fixed by, and may be changed by amendment of, the Bylaws.

ARTICLE VII REGISTERED AGENT

The post office address of the registered office is 4808 Courthouse Street, Suite 102, Williamsburg, Virginia 23188. The registered office is located in James City County, Virginia. The name of the registered agent is Susan B. Tarley, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the initial registered office of the Association.

ARTICLE VIII LIMIT ON LIABILITY AND INDEMNIFICATION

In every instance in which the Virginia Nonstock Corporation Act, as amended from time to time, permits the limitation or elimination of liability of directors or officers of a corporation, the directors and officers of this Association shall not be liable to the Association or its Members.

The Association shall indemnify any individual who is, was or is threatened to be made a party to a civil, criminal, administrative, investigative or any other type of proceeding, including any matter by or in the right of the Association or by or on behalf of its Members, because such

individual is or was a director or officer of the Association, or 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 if the officer or director engaged in willful misconduct or a 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 as set forth herein.

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 IX DISSOLUTION

The Association may be dissolved, but only upon compliance with all of the provisions of Va. Code Ann. § 13.1-902 of the Code of Virginia or any amendment thereto. 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 or James City County 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 X
DURATION

The Association shall exist perpetually.

ARTICLE XI
AMENDMENT

These articles may be amended upon the approval of a majority vote of the Members at a duly called meeting at which a quorum is present.