

**ARTICLES OF INCORPORATION
OF
GREENFIELD HARBOUR PROPERTY OWNERS ASSOCIATION, INC.**

I hereby form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

(A) The name of the corporation is GREENFIELD HARBOUR PROPERTY OWNERS ASSOCIATION, INC.

(B) The purposes for which the corporation is organized are:

1. To develop a community designed for safe, healthful, and harmonious living.
2. To promote the collective and individual property and civic interests and rights of all persons, firms, and corporations, owning property in Greenfield Harbour Subdivision ("Greenfield Harbour") in Northumberland County, Virginia.
3. To improve and maintain recreational or common areas, roads, parking areas and any facilities of any kind dedicated to the community use and other ornamental features of Greenfield Harbour, which now exist or which may hereafter be installed or constructed.
4. To aid and cooperate with the members in the enforcement of such conditions, covenants, and

restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants, and restrictions as shall hereafter be approved by a majority vote of the members of the corporation, and to counsel with the Planning Commission and other governmental authorities of Northumberland County having jurisdiction in relation to any zoning that may affect any portion of the subject property.

5. In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of Greenfield Harbour and their property interests therein.
6. To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.
7. To arrange social and recreational functions for its members.
8. To exercise any and all powers that may be delegated to it by the Developer and from time to

time by the owners and members.

(C) The corporation shall have two (2) classes of members. Each property owner in Greenfield Harbor shall be an active member. Associate membership may be awarded to any non-owner. Only active members shall be entitled to vote in the affairs of the association. Other qualifications and privileges attaching to membership, not inconsistent with these articles, shall be governed by the By-laws of the association.

(D) Except for the initial Board of Directors, the Directors shall be elected by the members of the association as provided in the By-laws.

(E) The post office address of the initial registered office and the County in which it is located are P. O. Box 241, Callao, Northumberland County, Virginia, 22435, and the name of its initial registered agent at such address is Robert G. VanLandingham, who is a resident of Virginia and is a director of the corporation.

(F) The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as the initial directors are as follows:

Robert G. VanLandingham	P. O. Box 241 Callao, VA 22435
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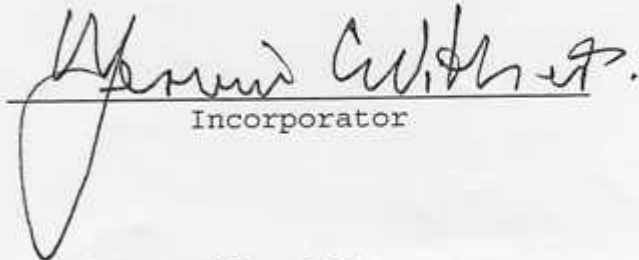
L. M. Jewell, Jr.	460 Lake Landing Road Lottsburg, VA 22511
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(G) Each person now or hereafter a director or officer of

the corporation (and his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), to the extent such indemnification is permitted or mandated by the Code of Virginia, as amended. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was entitled to be indemnified under the applicable provisions of the Code of Virginia and in the event of a settlement, that such settlement was or is in the best interest of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-

law, agreement vote of stockholders, or otherwise.

Witness the following signature and seal this 29 day of
June, 2005.


Incorporator

COMMONWEALTH OF VIRGINIA
COUNTY OF NORTHUMBERLAND:

The foregoing instrument dated June 29, 2005, was
acknowledged before me this 29th day of June, 2005, by Mervin C.
Withers, Incorporator.

My Commission expires: April 30, 2009.


NOTARY PUBLIC