

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, June 3, 2008

This is to certify that the certificate of incorporation of

NEW KENT VINEYARDS MASTER PROPERTY OWNERS' ASSOCIATION, INC.

*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: June 3, 2008*



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
NEW KENT VINEYARDS
MASTER PROPERTY OWNERS' ASSOCIATION, INC.

I hereby form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

1. Name. The name of the corporation is: NEW KENT VINEYARDS MASTER PROPERTY OWNERS' ASSOCIATION, INC. (the "**Corporation**").
2. Membership. Each District Association (as defined and described in the Declaration of Covenants, Conditions and Restrictions for New Kent Vineyards Master Property Owners' Association, Inc., now or hereafter recorded in the Clerk's Office of the Circuit Court of New Kent County, Virginia, as amended from time to time (the "**Declaration**") shall be a member of the Corporation, as well as the Declarant. The members of the Association shall be designated into four classes of membership: Class "A", Class "B", Class "C" and Class "D" with such rights as set forth in the Bylaws of New Kent Vineyards Master Property Owners' Association, Inc., as the same may be amended from time to time (the "**Bylaws**"). One or more additional classes of membership may be designated by the Declarant during the Declarant Control Period, with such qualifications and rights as the Declarant shall determine, to the extent permitted in the Declaration.
3. Definitions. Except as otherwise defined in these Articles of Incorporation, all capitalized terms shall have the meanings as said terms are defined in the Declaration.
4. Voting Rights. Pursuant to Section 13.1-819.A(3) of the Code of Virginia of 1950, as amended, The voting rights of the four classes of members, including a statement of the qualifications and rights of the members, and any provisions conferring, limiting or denying the right to vote, shall be set forth in the Bylaws.
5. Initial Board of Directors. The Board of Directors shall consist of not fewer than three (3) persons and not more than ten (10) persons, as determined by the Board of Directors or the members from time to time. Pursuant to Section 13.1-868 of the Code of Virginia of 1950, as amended, provisions regarding the Board of Directors of the Corporation, including quorums and voting by directors shall be as set forth in the Bylaws.

6. Registered Office and Registered Agent. The address of the Corporation's initial registered office is the Edgeworth Building, 2100 East Cary Street, P. O. Box 500, Richmond, Virginia 23218-0500. The name of the city in which the initial registered office is located is the City of Richmond. The name of the initial registered agent is Charles H. Rothenberg, Esq. who is a resident of the Commonwealth of Virginia, a member of the Virginia State Bar, and whose business office is identical with the registered office of the Corporation.
7. Purpose. The purpose for which the Corporation is formed is to provide for the administration of the Common Area of New Kent Vineyards, which is located at State Route 106 north of Interstate 64 in New Kent County, Virginia, together with any other Common Areas which may be added, from time to time in accordance with the provisions of the Declaration, and to provide for the management, maintenance, and care of association property (as that term is defined in Section 528(c) of the Internal Revenue Code of 1986, as amended) and in connection therewith, to:
 - a. exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the above-referenced Declaration and Bylaws. These Articles of Incorporation and as they may be amended, from time to time, the Declaration and Bylaws are collectively referred to as the "**Corporation Instruments**," and are incorporated herein by reference. For the purposes hereof, the initial owner of the land described in and subject to the Corporation Instruments, who is the party executing the Declaration, shall be referred to as the "**Declarant**."
 - b. fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Corporation Instruments; and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation.
 - c. exercise any and all powers, rights, and privileges that a corporation organized under the Virginia Nonstock Corporation Act, as it may be amended, from time to time, and any successor act thereto (the "**Act**") by law may now or hereafter have or exercise.

- d. None of the above purposes is intended to or shall be interpreted or construed in any way to conflict with or expand upon the specific purpose first hereinabove mentioned in such a way as to cause the Corporation to lose or not qualify for the exemption from income taxes provided by Section 528 of the Internal Revenue Code of 1986, as amended, or any successor thereto.

8. Indemnification.

- a. Definitions. For purposes of this paragraph 8, the following definitions shall apply:

- i. "Corporation" means this Corporation only and no predecessor entity or other legal entity.
- ii. "expenses" include counsel fees, expert witness fees and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification.
- iii. "liability" means the obligation to pay a judgment, settlement, penalty, fine or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan.
- iv. "legal entity" means a corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, enterprise or other legal entity of any type or nature..
- v. "predecessor entity" means a legal entity, the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise.
- vi. "proceeding" means any threatened, pending or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

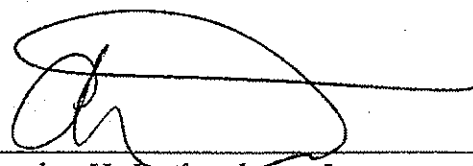
- b. Limit on Liability. In every instance in which the Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or to its members, the directors and officers of this Corporation shall not be liable to the Corporation or to its members.

- c. Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation or by or on behalf of its members) because such individual is or was a director or officer of the Corporation or because such individual is or was serving the Corporation, or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this paragraph (c) is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in paragraph 8 (d); provided however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this paragraph (c).

- d. Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to paragraph (c), provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this paragraph (d) is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under paragraph 8 (c) shall be limited by the provisions of this paragraph (d).
- e. Successors. The rights of each person entitled to indemnification under this paragraph 8 shall inure to the benefit of such person's heirs, executors and administrators.
- f. Special Legal Counsel. Special legal counsel selected to make determinations under this paragraph 8 may be counsel for the Corporation.
- g. Other Indemnification Rights. Indemnification pursuant to this paragraph 8 shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer.
- h. Insurance. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this paragraph or to protect any of the persons named above against any liability arising from their request of the Corporation regardless of the Corporation's power to indemnify against such liability.

- i. Interpretation. The provisions of this paragraph 8 shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this paragraph 8 or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this paragraph, and to this end the provisions of this paragraph 8 are severable.
 - j. Amendments. No amendment, modification or repeal of this paragraph 8 shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.
9. Dissolution. If the Corporation is dissolved at any time, its assets shall be dedicated to a public body, or conveyed to an organization with similar purposes in accordance applicable provisions of the Act.
10. Amendment. Any amendment to these Articles of Incorporation shall require the approval of at least two-thirds (2/3) of the votes of the members of the Corporation.

DATED: May 23, 2008



Charles H. Rothenberg, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 3, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of

NEW KENT VINEYARDS MASTER PROPERTY OWNERS'
ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective June 3, 2008.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Mark L. Christie". The signature is written in a cursive, flowing style.

Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of NEW KENT VINEYARDS MASTER PROPERTY OWNERS' ASSOCIATION, INC. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
June 10, 2008*

Joel H. Peck

Joel H. Peck, Clerk of the Commission