

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, March 17, 2000

This is to Certify that the certificate of incorporation of

Brickshire Community 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: March 17, 2000



State Corporation Commission
Attest:

Joel H. Cook

Clerk of the Commission

ARTICLES OF INCORPORATION

OF

BRICKSHIRE COMMUNITY ASSOCIATION, INC. (A Virginia Nonstock Corporation)

Article 1. Name. The name of the corporation is Brickshire Community Association, Inc. ("Association")

Article 2. Nonstock Corporation. The Association is formed as a nonstock, nonprofit corporation under the provisions of the Virginia Nonstock Corporation Act, as set forth in Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended.

Article 3. Principal Office. The initial principal office of the Association is located at the following address:

10700 Horsemen's Road
New Kent, Virginia 23124

Article 4. Duration. The Association shall have perpetual duration.

Article 5. Definitions. All capitalized terms which are not defined herein shall have the same meaning as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for Brickshire recorded, or to be recorded, in the Public Records, as it may be amended (the "Declaration"), unless the context indicates otherwise

Article 6. Purposes. The purposes for which the Association is formed are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration and the By-Laws, and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners

Article 7. Powers. The Association shall have the following powers, which, unless otherwise indicated by the Governing Documents, may be exercised by the Board:

(a) all of the common law and statutory powers conferred upon nonprofit corporations under Virginia law; and

(b) 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, the By-Laws, or the Declaration, including, without limitation, the power:

(i) to establish, collect, and enforce payment, by any lawful means, of assessments and other charges to be levied against the Units;

(ii) to manage, control, operate, maintain, repair, and improve the Properties and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners;

(v) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, grant easements, and otherwise deal in and with real and personal property of all kinds and any right or interest therein for any purpose of the Association subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vii) to enter into, make, perform, and 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;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and

(ix) to provide any and all services to the Properties as may be necessary or proper.

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

(c) The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members and shall make no distributions of income to its Members, directors, or officers.

Article 8. Members.

(a) The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Unit shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the By-Laws. Membership is appurtenant to, and inseparable from, ownership of a Unit.

The Association shall have two classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights are specified in the Declaration and By-Laws. The Declarant may establish additional classes of membership as set forth in the Declaration. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

(b) Change of membership in the Association shall be established by recording in the Public Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated.

(c) The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Unit.

Article 9. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the approval of Voting Delegates representing at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant. In the event of dissolution, liquidation or winding up of the Association, subject to the Declaration, the Association's assets remaining after payment, or provisions of payment, of all known debts and liabilities of the Association shall be divided among and distributed to the Members thereof in accordance with their respective rights therein, or dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

Article 10. Merger and Consolidation. The Association may merge or consolidate only upon (a) a resolution duly adopted by the Board of Directors; (b) the affirmative vote of Voting Delegates representing at least two-thirds (2/3) of the Class "A" votes cast at a meeting of the Association or representing at least a Majority of the votes in the Association, whichever is less; and (c) during the Development Period, the written consent of the Declarant.

Article 11. Directors and Officers.

(a) **Governing Body; Composition** The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) equal vote. Except with respect to directors appointed by the Class "B" Member or serving as a representative of the Declarant, the directors shall be eligible Members or residents; provided, however, no Owner and resident representing the same Unit may serve on the Board at the same time. No Owner or resident shall be eligible to serve as a director if any assessment for such Owner's or resident's Unit is delinquent. A "resident" shall be any natural person eighteen (18) years of age or older whose principal place of residence is a Unit within the Properties. In the case of a Member which is not a natural person, any officer, director, partner, member, manager, employee, or fiduciary of such Member shall be eligible to serve as a director unless otherwise specified by written notice to the Association signed by such Member, provided that no Member may have more than one (1) such representative on the Board at a time, except in the case of directors appointed by or serving as representatives of the Class "B" Member or the Declarant.

(b) **Number of Directors.** The Board shall consist of five (5) directors, as provided in Sections (c) and (e) below. The initial Board shall consist of five (5) directors appointed by the Class "B" Member as provided in Section (c). The names and mailing addresses of the initial directors, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Patrick E. Rondeau
4960 Blue Lake Drive
Boca Raton, FL 33431

Daniel C. Koscher
4960 Blue Lake Drive
Boca Raton, FL 33431

Terry Jones
4960 Blue Lake Drive
Boca Raton, FL 33431

R. Thomas Powers
2255 Cumberland Pkwy.
Bldg. A, Suite 200
Atlanta, GA 30339

Ronald E. Foster
10700 Horsemen's Road
New Kent, VA 23124

Each of the foregoing persons has consented to be a director.

(c) Directors During Class "B" Control Period. Subject to the provisions of Section (e) below, the directors shall be selected by the Class "B" Member acting in its sole discretion and shall serve at the pleasure of the Class "B" Member during the Class "B" Control Period. Directors appointed by or serving as representatives of the Class "B" Member or the Declarant shall not be subject to the qualifications for directors set forth in Section (a).

(d) Nomination and Election Procedures

(i) Nomination of Directors. The Board may establish a nominating committee consisting of a chairperson, who shall be a member of the Board, and three (3) or more Members or representatives of Members. If established, the nominating committee shall be appointed by the Board not less than thirty (30) Days prior to each election to serve a term of one (1) year or until their successors are appointed, and such appointment shall be announced at the election. A nominating committee shall make as many nominations for election to the Board as it shall in its discretion determine, but in no event less than the number of positions to be filled as provided in Section (e) below. The nominating committee shall nominate separate slates for the directors, if any, to be elected at large by all Voting Delegates, and for the director(s) to be elected by the votes within each Voting Group. In making its nominations, a nominating committee shall use reasonable efforts to nominate candidates representing the diversity which exists within the pool of potential candidates.

Nominations shall also be permitted from the floor at a meeting of the Association. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes. Directors appointed by or serving as representatives of the Class "B" Member or the Declarant shall not be subject to these nomination requirements.

(ii) Election Procedures. Each Voting Delegate may cast all votes assigned to the Units which such Voting Delegate represents for each position to be filled from the slate of candidates on which such Voting Delegate is entitled to vote. There shall be no cumulative voting. That number of candidates equal to the number of positions to be filled receiving the greatest number of votes shall be elected. Directors may be elected to serve any number of consecutive terms.

(e) Election and Term of Office. Notwithstanding any other provision of these Articles or in the By-Laws:

(i) At the first Association meeting occurring after Class "A" Members other than Builders own seven hundred (700) Units, or whenever the Class "B" Member earlier determines, the terms of two (2) directors appointed by the Class "B" Members shall expire. The Association shall hold an election at which the Voting Delegates shall be entitled to elect two (2) of the five (5) directors, who shall serve as at-large directors and shall serve a term of two (2) years or until the occurrence of the event described in subsection (c) below, whichever is shorter. If such directors' terms expire prior to the

occurrence of the event described in subsection (c) below, successors shall be elected for a like term. The remaining three (3) directors shall be appointees of the Class "B" Member.

(ii) At the first Association meeting occurring after termination of the Class "B" Control Period, an election shall be held at which the Voting Delegates shall be entitled to elect four (4) of the five (5) directors. If Voting Groups have been established, one (1) director shall be elected by the Voting Delegates representing each Voting Group and any remaining directorships filled at large by the vote of all Voting Delegates. Two (2) directors shall serve a term of two (2) years, and two (2) directors shall serve a term of one (1) year, as such directors determine among themselves.

Until termination of the Class "B" membership, the Class "B" Member shall be entitled to appoint one (1) director. Upon termination of the Class "B" membership, the director appointed by the Class "B" Member shall resign and the remaining directors shall be entitled to appoint a director to serve until the next annual meeting, at which time the Voting Delegates shall be entitled to elect a director to fill such position. Such director shall be elected for a term of two (2) years.

Upon the expiration of the term of office of each director elected by the Voting Delegates, the Voting Delegates entitled to elect such director shall elect a successor to serve a term of two (2) years. The directors elected by the Voting Delegates shall hold office until their respective successors have been elected.

(f) Removal of Directors and Vacancies. Any director elected by the Voting Delegates may be removed, with or without cause, by Voting Delegates representing a Majority of the votes entitled to be cast for the election of such director, but shall not be subject to removal solely by the Class "B" Member. Any director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a director, a successor shall be elected by the Voting Delegates entitled to elect the director so removed to fill the vacancy for the remainder of the term of such director.

Any director elected by the Voting Delegates who has three (3) or more consecutive unexcused absences from Board meetings, or who is more than thirty (30) Days delinquent (or is the resident of a Unit that is delinquent or is an officer, director, partner, member, employee, or trust officer of a Member who is delinquent) in the payment of any assessment or other charge due the Association, may be removed by a Majority of the directors, and the Board may appoint a successor to fill the vacancy until the next annual meeting, at which time the Voting Delegates entitled to fill such directorship may elect a successor for the remainder of the term.

In the event of the death, disability, or resignation of an elected director, the Board may declare a vacancy and appoint a successor to fill the vacancy until the next annual meeting, at which time the Voting Delegates entitled to fill such directorship may elect a successor for the remainder of the term. Any director that the Board appoints shall be selected from among Members and residents within the Voting Group represented by the director who vacated the position.

This Section shall not apply to directors appointed by the Class "B" Member nor to any director serving as a representative of the Declarant. The Class "B" Member or the Declarant shall be entitled to appoint a successor to fill any vacancy on the Board resulting from the death, disability or resignation of a director appointed by or elected as a representative of the Class "B" Member or the Declarant.

Article 12. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws. The quorum

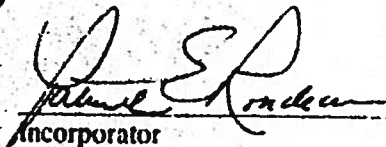
requirements for meetings of Members, Voting Delegates, and directors shall be set forth in the Declaration and By-Laws

Article 13. Liability of Directors, Officers and Committee Members. To the fullest extent that Virginia law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, ARB members and committee members, no director or officer of the Association or ARB member or committee member shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer or ARB or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Association or ARB member or committee member for or with respect to any acts or omissions of such director, officer, or ARB member or committee member occurring prior to such amendment or repeal. The Association shall indemnify any director, former director, officer, former officer, ARB member or former ARB member, committee member or former committee member against liability to the fullest extent permitted under Virginia law

Article 14. Amendments. These Articles of Incorporation may be amended by a resolution duly adopted by the Board of Directors and the approval of Voting Delegates representing at least two-thirds (2/3) of the Class 'A' votes in the Association and, during the Development Period, the written consent of the Declarant; provided, no amendment may be in conflict with the Declaration. However, no Voting Delegates shall be entitled to vote on any amendment to these Articles which is for the sole purpose of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Units, as such requirements may exist from time to time. Further, no amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration.

Article 15. Registered Agent and Address. The address of the Association's initial registered office is 701 E. Byrd Street, Richmond, VA 23219. The initial registered office is located in City of Richmond Virginia. The name of the initial registered agent at that office is Charles Rothenberg Esq. who is a resident of the Commonwealth of Virginia and an officer or director of the corporation or a member of the Virginia State Bar.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 15th day of February, 2000.



Incorporator

Bluegreen Corporation
4910 Blue Lake Dr
Boca Raton, FL
33433
(address of incorporator)

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

March 17, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of
Brickshire Community 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 March 17, 2000

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



Commissioner