

STATE CORPORATION COMMISSION

Richmond,

March 29, 1996

This is to Certify that the certificate of incorporation of

BETZ LANDING HOMEOWNERS ASSOCIATION

*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 29, 1996



State Corporation Commission

William J. Bridge
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
BETZ LANDING HOMEOWNERS ASSOCIATION

WE HEREBY associate to form a non-stock non-profit corporation (the "Corporation") under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

ARTICLE I

The name of the Corporation shall be Betz Landing Homeowners Association.

ARTICLE II

The purposes for which this Corporation is formed are:

- a) To maintain and preserve common properties owned by the Association for the benefit of the lot owner members of the Association.
- b) To provide recreational facilities as authorized by the Association members.
- c) To promote the conservation and purification of public waters in Betz Landing.

ARTICLE III

The Corporation shall have all the powers granted under Title 11.1-801 *et. seq.* of the Code of Virginia of 1950, as amended.

ARTICLE IV

Members must purchase a lot in Betz Landing, Heathsville Magisterial District, Northumberland County, Virginia. Each member shall have one vote per lot owned in Betz Landing in the management of the affairs of the Corporation, including the election of the Board of Directors.

ARTICLE V

The initial registered office is located at P. O. Box 2015, 89 North Main Street, Kilmarnock, Virginia 22482. The initial registered agent is Paul Christian Stamm, Jr., whose business address is the same as the initial registered office, and who is a resident of Virginia and a member of the Virginia State Bar.

ARTICLE VI

Two Directors shall constitute the original Board of Directors of the Corporation, those Directors being as follows:

Paul Christian Stamm, Jr.

P. O. Box 2015
Kilmarnock, Virginia 22482

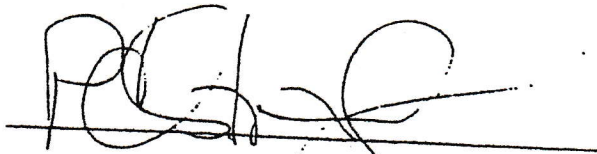
Auddie C. Brown

Route 4, Box 3
Heathsville, Virginia 22473

ARTICLE VII

The purposes of the Corporation are exclusively non-profit and no part of the proceeds or assets shall inure to the benefit of any individual.

Dated: March 27, 1996


Paul Christian Stamm, Jr. Incorporator