



SCC888N  
(07/07)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

ARTICLES OF AMENDMENT

CHANGING THE NAME OF A VIRGINIA NONSTOCK CORPORATION  
By Unanimous Consent of the Members or by the Directors Without Member Action

The undersigned, on behalf of the corporation set forth below, pursuant to § 13.1-888 of the Code of Virginia, executes these articles and states as follows:

1. The current name of the corporation is WILLOW OAKS HOMEOWNERS AND RECREATION ASSOCIATION, INC.
2. The name of the corporation is changed to WILLOW OAKS RECREATION ASSOCIATION, INC.
3. The foregoing amendment was adopted on 2 NOVEMBER 2010 (mark appropriate box):  
(date)

By the unanimous consent of the members with voting rights.

OR

By a vote of at least two-thirds of the directors in office. Member action on the amendment was not required because (mark appropriate box):

There are no members;

or

There are no members with voting rights.

Executed in the name of the corporation by:

Alan D. Preisser  
(signature)

2 Nov 2010  
(date)

ALAN D. PREISSER  
(printed name)

PRESIDENT  
(corporate title)

0107607-4  
(corporation's SCC ID no.)

757-851-0323  
(telephone number (optional))

(The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 15, 2010

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

WILLOW OAKS RECREATION ASSOCIATION, INC. (formerly Willow  
Oaks Homeowners and Recreation Association, Inc.)

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

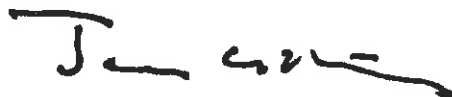
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective November 15, 2010.

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



James C. Dimitri  
Commissioner



SCC888N  
(07/07)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

ARTICLES OF AMENDMENT

**CHANGING THE NAME OF A VIRGINIA NONSTOCK CORPORATION**  
By Unanimous Consent of the Members or by the Directors Without Member Action

The undersigned, on behalf of the corporation set forth below, pursuant to § 13.1-888 of the Code of Virginia, executes these articles and states as follows:

1. The current name of the corporation is Willow Oaks Recreation Association, Inc.
2. The name of the corporation is changed to Willow Oaks Homeowners and Recreation Association, Inc.
3. The foregoing amendment was adopted on October 2009

4. (mark appropriate box):

(date)

By the unanimous consent of the members with voting rights.

OR

By a vote of at least two-thirds of the directors in office. Member action on the amendment was not required because (mark appropriate box):

There are no members;

or

There are no members with voting rights.

Executed in the name of the corporation by:

Alan D. Preisser  
(signature)

3/12/10  
(date)

Alan D. Preisser  
(printed name)

President  
(corporate title)

0107607-4  
(corporation's SCC ID no.)

757-851-0323  
(telephone number (optional))

*(The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.)*

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 8, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of  
Willow Oaks Homeowners and Recreation Association, Inc. (formerly  
WILLOW OAKS RECREATIONAL ASSOCIATION, INC. )

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

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective April 8, 2010.

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



James C. Dimitri  
Commissioner

WILLOW OAKS RECREATIONAL ASSOCIATION, INC.  
ARTICLES OF AMENDMENT  
RESTATING THE ARTICLES OF INCORPORATION

1. The name of the Corporation is Willow Oaks Recreational Association, Inc.
2. The amendment adopted is the Restated Articles of Incorporation appended hereto as Exhibit A.
3. The Board of Directors on March 5, 1980, found the amendment in the best interests of the Corporation and directed that it be submitted to a vote at a special meeting of the members; notice of such meeting was given to each member of record entitled to vote at such meeting on May 1, 1980, by delivering said notice to the members' home accompanied by a copy of the proposed amendment; and the amendment was adopted by more than two-thirds of the votes entitled to be cast by members represented in person or by proxy.

Dated: November 12, 1980.

WILLOW OAKS RECREATIONAL ASSOCIATION, INC.

BY: Chuck Burtnette  
Chuck Burtnette, President

AND BY: Ruth Chenault  
Ruth Chenault, Secretary

RESTATED ARTICLES OF INCORPORATION OF  
WILLOW OAKS RECREATIONAL ASSOCIATION, INC.

ARTICLE I

The Corporation shall be "Willow Oaks Recreational Association, Inc."

ARTICLE II

The purposes for which it is to be organized are as follows:

- (1) To own, establish, maintain, and operate a non-profit recreational association;
- (2) To manage and maintain swimming pool or pools, adjacent facilities, grounds and park areas within the platted Willow Oaks Subdivision in Hampton, Virginia;
- (3) To manage and maintain any other such recreational areas and facilities as deemed provident or necessary by this association;
- (4) To manage and maintain island in parkways and streets, common grounds and areas, parks, walkways and accesses in accordance with the protective covenants pertaining to the platted Willow Oaks Subdivision;
- (5) To establish rules and regulations regarding use of same, solely and exclusively for the purpose of pleasure and recreation of members of the Corporation and their guests and to that end to execute any and all other general powers granted to Corporations by applicable statutes of the Commonwealth of Virginia;
- (6) To establish and provide for the Willow Oaks Architectural Control Committee as set forth in the protective covenants of the Willow Oaks Subdivision.

ARTICLE III

Membership in this Corporation should be selected by a vote of four-sevenths (4/7) of the vote of Directors, and the only persons eligible for membership shall be as follows:

(1) Lot owners residing in the subdivision of Willow Oaks, Hampton, Virginia, and/or tenants of lot owners living in the Willow Oaks Subdivision who have been recommended by their landlord to the Board of Directors for membership.

(2) Not more than 200 members of the surrounding community of the Willow Oaks Subdivision.

Any family shall have the right of one vote on the election of officers and directors of the Corporation at the annual meeting of the members in accordance with the by-laws.

ARTICLE IV

The Directors of the Corporation shall be selected by the members of the Corporation and shall number seven (7). The number of Directors may be changed only by Articles of Amendment.

ARTICLE V

This Corporation shall by its By-Laws establish initiation fees, membership fees and assessments.

ARTICLE VI

The Articles of Incorporation may be amended by a vote of more than two-thirds (2/3) of the members eligible to vote at the annual meeting or at a special meeting called by forty (40) percent of the members or by the Board of Directors. Notice of proposed amendments and of their contents must be mailed or given to all members at least thirty (30) days before the annual meeting or special meeting.

WITNESSETH the following signatures and seals this 12<sup>th</sup> day of November, 1980.

WILLOW OAKS RECREATIONAL ASSOCIATION, INC.

BY: Chuck Burtnette  
Chuck Burtnette, President

AND BY: Ruth Chenault  
Ruth Chenault, Secretary

BOOK

21-530

STATE OF VIRGINIA

CITY OF HAMPTON, to-wit:

I, Ramon L. Rash, a Notary Public in and for the City and State aforesaid, do hereby certify that the above named individuals, whose names are signed to the foregoing Restated Articles of Incorporation of Willow Oaks Recreational Association, Inc. bearing date on the 12<sup>th</sup> day of November, 1980, have each acknowledged the same before me in my City and State aforesaid.

Given under my hand this 12<sup>th</sup> day of November, 1980.

Ramon L. Rash  
Notary Public

My commission expires: 6-1-82



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ARTICLES OF INCORPORATION  
OF  
WILLOW OAKS RECREATION ASSOCIATION, INC.  
(a non-stock corporation)

This is to certify that we, the undersigned, do hereby associate ourselves to establish a recreational association under the provisions and subject to the requirements to Title 13.1, Chapter 2, Code of Virginia 1950, (as amended), and by these our Articles of Incorporation set forth as follows:

ARTICLE I

NAME

The corporation shall be "Willow Oaks Recreational Association, Inc."

ARTICLE II

PURPOSES

The purposes for which it is to be organized are as follows:

- (1) To own, establish, maintain, and operate a non-profit civic and recreation association;
- (2) To manage and maintain swimming pool or pools, adjacent facilities, grounds and park areas;
- (3) To manage and maintain any other such recreational areas and facilities as deemed provident or necessary by this association;
- (4) To manage and maintain island in parkways and streets, common grounds and areas, parks, walkways and accesses to same; and
- (5) To establish rules and regulations regarding use of same, solely and exclusively for the purpose of pleasure and recreation to members of the corporation and their guests and to that end to execute any and all other general powers granted to corporations by applicable statutes of the Commonwealth of Virginia.

ARTICLE III

Membership in this corporation should be selected by a vote of four-sevenths (4/7) of the vote of Directors, and the only persons eligible for membership shall be as follows:

(1) Lot owners residing in the subdivision of Willow Oaks, Hampton, Virginia, and/or tenants of lot owners living in the Willow Oaks subdivision who have been recommended by their landlord to the Board of Directors for membership.

(2) Not more than 200 members of the Fox Hill Road - Harris Creek Road Civic Association or its successor.

Anyone elected to membership by the Board of Directors shall have the right to vote on the election of officers and directors of the corporation at the annual meeting of the members.

ARTICLE IV

The Directors of the corporation are to be selected by the members of the corporation at its annual meeting, the date of such meeting to be determined by the By-Laws of the corporation.

ARTICLE V

The Post Office address of the initial registration office is 405 Citizens and Marine Bank Building, P. O. Box 495, Hampton, Virginia. The name of the initial registered agent is Warren Harding McNamara, Jr., who is a resident of the State of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation, in the city of Hampton.

ARTICLE VI

The number of Directors constituting the original Board of Directors is three (3), and the names and addresses of the persons who are to serve as initial Directors are as follows:

Peter H. Ramm  
2098 Cunningham Drive  
Hampton, Virginia

Thomas R. Watkins  
66 Shenandoah Road  
Hampton, Virginia

Warren H. McNamara, Jr.  
16 Bonaire Drive  
Hampton, Virginia

ARTICLE VII

FEES

This corporation shall by its By-Laws establish initiation fees, membership fees and assessments.

ARTICLE VIII

AMENDMENTS

The Articles of Incorporation may be amended by a vote of more than two-thirds (2/3) of the members eligible to vote at the annual meeting or at a special meeting called by forty (40) per cent of the members or by the Board of Directors. Notice of proposed amendments and of their contents must be mailed or given to all members at least thirty (30) days before the annual meeting or special meeting.

WITNESSETH the following signatures and seals this 2 day of March, 1966.

Peter H. Ramm (SEAL)  
Peter H. Ramm  
Warren H. McNamara, Jr. (SEAL)  
Warren H. McNamara, Jr.  
Thomas R. Watkins (SEAL)  
Thomas R. Watkins

STATE OF VIRGINIA

City of Hampton, to-wit:

I, Juliane G. Bohnert, a Notary Public in and for the City and State aforesaid, do hereby certify that Peter H. Ramm, Warren H. McNamara, Jr. and Thomas R. Watkins, whose names are signed to the foregoing writing bearing date on the 2nd day of March, 1966, have each acknowledged the same before me in my City and State aforesaid.

Given under my hand this 4th day of March, 1966.

Juliane G. Bohnert  
Notary Public

My commission expires:

January 10, 1970

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

B-11  
P-275

AT RICHMOND, March 8, 1966

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Willow Oaks Recreational Association, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of the City of Hampton.

STATE CORPORATION COMMISSION

By Ralph C. Catterall  
Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of the City of Hampton

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 17 day of March, 1966 and is now returned to the State Corporation Commission by certified mail.

C. M. Zeban  
Clerk  
J. J. [unclear]



ARTICLE III

Membership in this corporation should be selected by a vote of four-sevenths (4/7) of the vote of Directors, and the only persons eligible for membership shall be as follows:

(1) Lot owners residing in the subdivision of Willow Oaks, Hampton, Virginia, and/or tenants of lot owners living in the Willow Oaks subdivision who have been recommended by their landlord to the Board of Directors for membership.

(2) Not more than 200 members of the Fox Hill Road - Harris Creek Road Civic Association or its successor.

Anyone elected to membership by the Board of Directors shall have the right to vote on the election of officers and directors of the corporation at the annual meeting of the members.

ARTICLE IV

The Directors of the corporation are to be selected by the members of the corporation at its annual meeting, the date of such meeting and the time of the same to be determined by the By-Laws of the corporation.

ARTICLE V

The Post Office address of the initial registration office is 405 Citizens and Marine Bank Building, P. O. Box 495, Hampton, Virginia. The name of the initial registered agent is Warren Harding McNamara, Jr., who is a resident of the State of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation, in the city of Hampton.

ARTICLE VI

The number of Directors constituting the original Board of Directors is three (3), and the names and addresses of the persons who are to serve as initial Directors are as follows:

Peter H. Ramm  
2098 Cunningham Drive  
Hampton, Virginia

Thomas R. Watkins  
66 Shepandoah Road  
Hampton, Virginia

Warren H. McNamara, Jr.  
16 Bonaire Drive  
Hampton, Virginia

*Noted: Amended Subchapter S election - Community Commons June 1, 1971  
- filed June 17, 1971. Also Subchapter S election of 1971 filed  
Order of Amendment by State Corporation Commission June 23, 1971  
Filed June 25, 1971 - C. M. Gibson sign & [unclear]*

COMMONWEALTH OF VIRGINIA  
STATE CORPORATIONS CODE

ARTICLE VII

FEES

This corporation shall by its By-Laws establish initiation fees, membership fees and assessments.

ARTICLE VIII

AMENDMENTS

The Articles of Incorporation may be amended by a vote of more than two-thirds (2/3) of the members eligible to vote at the annual meeting or at a special meeting called by forty (40) per cent of the members or by the Board of Directors. Notice of proposed amendments and of their contents must be mailed or given to all members at least thirty (30) days before the annual meeting or special meeting.

WITNESSETH the following signatures and seals this 2 day of March, 1966.

Peter H. Ramm (SEAL)  
Peter H. Ramm

Warren H. McNamara, Jr. (SEAL)  
Warren H. McNamara, Jr.

Thomas R. Watkins (SEAL)  
Thomas R. Watkins

STATE OF VIRGINIA

City of Hampton, to-wit:

I, Juliane G. Bohnert, a Notary Public in and for the City and State aforesaid, do hereby certify that Peter H. Ramm, Warren H. McNamara, Jr. and Thomas R. Watkins, whose names are signed to the foregoing writing bearing date on the 2nd day of March, 1966, have each acknowledged the same before me in my City and State aforesaid.

Given under my hand this 4th day of March, 1966.

Juliane G. Bohnert  
Notary Public

My commission expires:

January 10, 1970

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, March 8, 1966

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Willow Oaks Recreational Association, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of the City of Hampton.

STATE CORPORATION COMMISSION

By Ralph T. Catterall  
Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of the City of Hampton

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 17  
day of March, 1966 and is now returned to the State Corporation Commission by certified mail.

C. M. Zeman  
Clerk  
J. J. West, Esq.



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND,  
November 19, 1980

The accompanying articles having been delivered to the State Corporation Commission on behalf of  
  
Willow Oaks Recreational Association, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF RESTATEMENT be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, City of Hampton

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.  
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court, City of Hampton

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 24th day of November 1980 and is now returned to the State Corporation Commission by certified mail.

[Signature]  
Clerk