

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
WINTERGREEN PROPERTY OWNERS ASSOCIATION, INC.

1. The name of the corporation immediately prior to restatement is **Wintergreen Property Owners Association, Inc.**
2. The restatement contains amendments to the Articles of Incorporation.
3. The text of the Amended and Restated Articles of Incorporation of the corporation is attached hereto.
4. The restatement was adopted by the corporation on August 22, 2008.
5. The restatement was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present, the total number of votes cast for and against the restatement by the members voting as a single voting group was:

Total Votes Cast	Total votes FOR	Total votes AGAINST
1904	1853	51

Such vote, representing approval by 97.3% of all the votes cast, was sufficient for approval of the restatement by the corporation's members.

Date: February __, 2008

**WINTERGREEN PROPERTY OWNERS
ASSOCIATION, INC.**

By: _____
John Claman
President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINTERGREEN PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I

NAME

The name of the corporation is Wintergreen Property Owners Association, Inc.

ARTICLE II

PURPOSES

The corporation is a "community association," as defined in Sections 13.1-814.1 and 13.1-870.1 of the Virginia Nonstock Corporation Act, organized for the purposes of owning or having under its care, custody or control certain real estate located in Nelson County and Augusta County, Virginia, subject to the Amended and Restated Declaration of Covenants and Restrictions of the Wintergreen Property Owners Association, dated February 1, 2000, and duly recorded in the Clerk's Office of the Circuit Court of Nelson County, Virginia, in Deed Book 464, page 793, et. seq., and in the Clerk's Office of the Circuit Court of Augusta County, Virginia, as Instrument Number 000002168, as the same may now or in the future be amended (the "Declaration"), which obligates a person by virtue of ownership of specific real estate to be a member of the corporation.

ARTICLE III

MEMBERS

Section 1. Classes; Qualifications and Rights. The corporation shall have one or more classes of members as set forth in the Declaration. The designation of each class and the qualifications and rights, including, without limitation, voting rights, of the members of each class shall be set forth in the Declaration.

Section 2. Quorum or Voting Requirements. The quorum and voting requirements for members shall be set forth in the by-laws.

Section 3. Action without Meeting. Any action required or permitted by law to be taken at a meeting of members may be taken without a meeting and without prior notice, if the action is taken by the members who would be entitled to vote at a meeting of members having voting power to cast not fewer than the minimum number (or numbers, in the case of voting by voting

groups) of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. The action shall be evidenced by one or more written consents or electronic transmissions describing the action taken, signed by the members entitled to take such action without a meeting and delivered to the Secretary of the corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE IV

DIRECTORS

Section 1. Number. The number of directors shall be set forth in the by-laws.

Section 2. Qualifications. The qualifications of directors shall be set forth in the by-laws.

Section 3. Appointment or Election. The manner in which directors shall be appointed or elected by members shall be set forth in the by-laws.

Section 4. Removal. The manner in which directors may be removed by members shall be set forth in the by-laws.

Section 5. Vacancies. The manner in which vacancies on the board of directors shall be filled by members shall be set forth in the by-laws.

Section 6. Terms. The terms of directors shall be set forth in the by-laws.

ARTICLE V

INDEMNIFICATION AND ELIMINATION OR LIMITATION OF LIABILITY

Section 1. Indemnification of Directors and Officers. Except as provided in Section 2 of this Article, the corporation shall indemnify every individual made a party to a proceeding because he is or was a director or officer against liability incurred in the proceeding if: (i) he conducted himself in good faith; and (ii) he believed, in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and, in all other cases, that his conduct was at least not opposed to its best interests; and (iii) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

Section 2. Indemnification Not Permitted. The corporation shall not indemnify any individual against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

Section 3. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 1 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 4. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in Section 1 of this Article and, with respect to a proceeding by or in the right of the corporation in which such individual was adjudged liable to the corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (iii) by special legal counsel selected by the board of directors or its committee in the manner heretofore provided or, if such a quorum of the board of directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the board of directors (in which selection directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two directors who are not at the time parties to the proceeding or if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 5. Advance for Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnishes the corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 1 of this Article and a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the corporation in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the corporation without reference to financial ability to make repayment.

Section 6. Indemnification of Employees and Agents. The corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the corporation to the same extent as provided in this Article with respect to directors and officers.

Section 7. Elimination or Limitation of Liability of Directors and Officers. Except as provided in Section 8 of this Article, in any proceeding brought by or in the right of the corporation or brought by or on behalf of the members, the damages assessed against a director or officer arising out of a single transaction, occurrence or course of conduct shall be limited as follows:

(1) A director or officer who does not receive compensation for his services as such shall have no liability for damages if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was a community association as defined in Sections 13.1-814.1 and 13.1-870.1 of the Virginia Nonstock Corporation Act.

(2) The liability of a director or officer who does not receive compensation from the corporation for his services as such shall not exceed the amount of \$100.00 if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was not a community association as defined in Sections 13.1-814.1 and 13.1-870.1 of the Virginia Nonstock Corporation Act.

(3) The liability of a director or officer who receives compensation from the corporation for his services as such shall not exceed the amount of \$100.00.

Section 8. Liability of Directors and Officers Not Eliminated or Limited. The liability of a director or officer shall not be eliminated or limited in accordance with the provisions of Section 7 of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

Section 9. Definitions. In this Article:

"Director" and "officer" mean an individual who is or was a director or officer of the corporation, as the case may be, or who, while a director or officer of the corporation is or was serving at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan.

"Individual" includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

"Corporation" means the corporation and any domestic or foreign predecessor entity of the corporation in a merger or other transaction in which the predecessor's existence ceased upon the consummation of the transaction.

"Expenses" includes but is not limited to counsel fees.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Official capacity" means: (i) when used with respect to a director, the office of director in the corporation; (ii) when used with respect to an officer, the office in the corporation held by him; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by him on behalf of the corporation. "Official capacity" does not include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other entity.

"Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative and whether formal or informal and whether or not by or in the right of the corporation.

Section 10. Provisions Not Exclusive. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.