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LAWYERS' ROW
WOODSTOCK, VA 22664

December 29, 1994

950103 0064

State Corporation Commission
P. O. Box 1197
Richmond, VA 23209

RE: SUNDANCE MOUNTAIN SOUTH ASSOCIATION, INC.

Dear Sir:

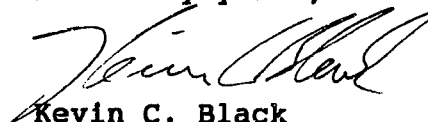
In order to create the above-named corporation, enclosed are the following:

(1) Articles of Incorporation of Sundance Mountain South Association, Inc.;

(2) My check in the amount of \$75.00 representing charter fee and filing fee.

If you require anything further, please advise.

Sincerely yours,


Kevin C. Black

KCB:lhv
Enclosures

\$50
\$25
\$75-

1-3-95
JAY

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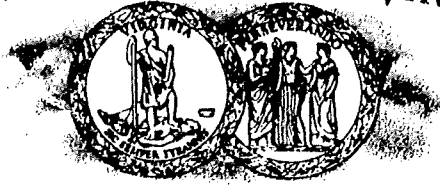
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HULLJHEN WILLIAMS MOORE
CHAIRMAN

PRESTON C. SHANNON
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA



WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23209-1197

STATE CORPORATION COMMISSION

January 4, 1995

KEVIN C. BLACK
C/O ORRIN L. FRENCH ATTORNEY AT LAW
PO BOX 232
WOODSTOCK, VA 22664

RE: SUNDANCE MOUNTAIN SOUTH ASSOCIATION, INC.
ID: 0439295 - 7
DCN: 95-01-03-0064

This is your receipt for \$75.00 covering the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is January 4, 1995.

Sincerely yours,

William J. Bridge
Clerk of the Commission

CORPACPT
CIS20423

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 4, 1995

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

SUNDANCE MOUNTAIN SOUTH ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of
all related 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 January 4, 1995.

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

CORPACPT
CIS20423
95-01-03-0064

ARTICLES OF INCORPORATION
OF
SUNDANCE MOUNTAIN SOUTH ASSOCIATION, INC.

ARTICLE I

The name of the Corporation is:

SUNDANCE MOUNTAIN SOUTH ASSOCIATION, INC.

ARTICLE II

PURPOSES - The purposes for which the corporation is organized are: to provide for the management, maintenance, and repair of common roadways and shared wells and water piping systems, and any other common areas, for snow removal, and for gypsy moth spraying of properties with owners permission, and assessments for those purposes in Sundance Mountain South Subdivision, located in Shenandoah and Rockingham Counties and accessed by Smith Creek Road (Route 620), and to do any and all things incidental thereto as authorized in the documents of Restrictions for Sundance Mountain Subdivision and any amendments thereto. In addition, the corporation shall do or perform everything necessary, suitable and proper, for the accomplishment of any of the purposes and attainment of any of the objectives set for herein, either alone or in association with any other corporation, firm or individual, and shall do and perform every other act or acts, incidental or appurtenant to or growing out of or connected with the aforesaid purposes.

ARTICLE III

MEMBERSHIP - The owners of lots in Sundance Mountain South Subdivision, including co-owners of individual lots, shall be members of the corporation. Members shall be entitled to one vote per lot owned, with co-owners of any one lot being entitled to collectively cast one vote. Any member who is delinquent in payment of dues or assessments to the corporation, as established by the By-Laws, shall not be entitled to vote or participate in the affairs of the corporation until such time as said delinquency is removed.

ARTICLE IV

The affairs of the corporation shall be managed by the Board of Directors. The number of Directors, their term of office, and the manner of election shall be established by the By-Laws of the Corporation, but in no event shall exceed seven in number. A Director must be an owner or co-owner of a lot in Sundance Mountain South Subdivision.

ARTICLE V

The post office address of the initial registered office is Route 1, Box 354, New Market, Virginia, 22844. The name of the County in which the initial registered office is located is the County of Shenandoah. The name of its registered agent is E. Shepard Wright, who is a resident of Virginia and who is a director of the Corporation and whose business office is the same as the registered office of the corporation.

DATED: December 29, 1994

E. Shepard Wright
INCORPORATOR