

AMENDED ARTICLES OF INCORPORATION
OF
CHINCOTEAGUE BAY TRAILS END ASSOCIATION, INC.

Pursuant to the provisions of Section 13.1-888 of the Code of Virginia, 1950, as amended, the undersigned CORPORATION by its President and Secretary, sets forth as follows:

(a) The name of the name of the CORPORATION is CHINCOTEAGUE BAY TRAILS END ASSOCIATION, Incorporated.

(b) The purpose for which it is organized are to take such actions as to further and promote the common interests of OWNERS of CAMPSITES in a certain subdivision known as CHINCOTEAGUE BAY TRAILS END situated near Horntown, Accomack County, Virginia as shown on certain plats now of record in the Office of the Clerk for the Circuit Court of Accomack County; to regulate, maintain, improve, and control all recreational and common facilities, including, but not limited to parks, swimming pools, playgrounds, streets, and other common facilities and common properties located in the aforesaid subdivision; and to provide or authorize those commercial services and activities within the aforesaid subdivision as may be deemed appropriate by the ASSOCIATION'S BOARD of DIRECTORS including but not limited to general store, marina, restaurant, miniature golf, and other commercial enterprises.

(c) For the purposes stated in paragraph (b), shown above, the CHINCOTEAGUE BAY TRAILS END ASSOCIATION, Incorporated, shall have the authority to assess and charge owners of lots within the aforesaid subdivision and to levy charges upon persons other than those set out in paragraph (d), below entering the subdivision such amounts as are necessary for the maintenance, improvements and operation of the aforesaid facilities and to all and any other acts necessary or convenient to carry out the purposes set forth in the aforesaid paragraph (b). The ASSOCIATION shall also have the authority to charge fees for the use of its facilities. Said assessments, entry fees, and user fees shall be established by the ASSOCIATION'S BOARD of DIRECTORS.

(d) The MEMBERS of the CHINCOTEAGUE BAY TRAILS END ASSOCIATION, Incorporated, shall be those persons who own CAMPSITES within the foresaid SUBDIVISION and each OWNER shall have only one vote regardless of the number of CAMPSITES he, she, or it may have an ownership interest in. There shall be a maximum of one VOTING MEMBER for each CAMPSITE regardless of the number of persons who may have ownership interest in such CAMPSITE or the manner in which title is held by them. The spouse, significant other, children, parents and siblings of a MEMBER, who have the same principal residence as the MEMBER shall be ASSOCIATE MEMBERS of the ASSOCIATION but the ASSOCIATE MEMBERS will

have no vote whatsoever. The AUXILIARY ASSOCIATE MEMBERS, as named by the OWNER, will have no vote whatsoever.

(e) The DIRECTORS of the CORPORATION are to be elected in accordance with Article III, Section 1 of the By-Laws. The number of DIRECTORS constituting the BOARD of DIRECTORS shall be no fewer than five (5) nor more than seven (7).

(f) The DIRECTORS of the CORPORATION are authorized to perform acts, the authority for which has been granted herein or by law including, but not limited to, the buying and selling of real and personal property and the borrowing of money for ASSOCIATION purposes. A resolution by the BOARD that the interests of the ASSOCIATION require the borrowing of money shall be sufficient evidence that the borrowing is for proper corporate purposes. The BOARD may, if it determines that the same shall be reasonably necessary, assign, pledge, mortgage, or encumber any ASSOCIATION property as security for such borrowing, and it may pledge or assign future revenues of the ASSOCIATION as security therefore.

(g) The CORPORATION may indemnify individuals made party to legal proceedings because they are or were DIRECTORS, officers, employees, or agents of the CORPORATION against liability incurred in connection with such proceedings and against reasonable expenses incurred due to such proceedings to the extent that such indemnification is permitted by Article 9 Title 13.1 of the Virginia Code, as amended.

(h) The post office address of the registered office is 23405 Front Street, P.O. Box 877 , Accomac, VA 23301. The name of the County in which the registered office is located is Accomack. The name of the registered agent is Anita C. Johnson, who is a member of the Virginia State Bar and whose business office for the Corporation is Accomac, Virginia, and who is a resident of Virginia.

(i) The date of the meeting of the MEMBERS of the CORPORATION at which the foregoing amendments of the Articles of Incorporation were adopted was October 17, 2009

(j) The foregoing amended Articles of Incorporation were proposed by the BOARD of DIRECTORS of the CORPORATION and submitted to the MEMBERSHIP in accordance with Chapter 10 of Title 13.1 of the Code of Virginia as amended (the Virginia Non-Stock Corporation Act) and:

1. On Saturday, October 17, 2009 a quorum of the membership entitled to vote on the amendments existed and

2. 300 members cast undisputed votes in favor of the amendments which was sufficient for approval by the MEMBERSHIP.

CHINCOTEAGUE BAY TRAILS END ASSOCIATION, INC.

By Wayne Cornelius

Wayne Cornelius., President

Attest: Bernard R. Uphold

Bernard Uphold, Secretary

