

ARTICLES OF AMENDMENT
of the
ARTICLES OF INCORPORATION

of

THE WATER'S EDGE HOMEOWNERS ASSOCIATION

Pursuant to the provisions of Article 10 of Chapter 10 of Title 13.1 of the Code of Virginia as amended, Section 13.1-884 et seq., the undersigned Nonstock Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

(a) The name of the corporation is The Water's Edge Homeowners Association.

(b) The text of the following amendment to the Articles of Incorporation was adopted:

ARTICLE III (MEMBERSHIP) OF THE ARTICLES OF INCORPORATION is re-worded in its entirety and shall now read as follows:

Class A Members - All owners of recorded real estate lots in the Water's Edge Development located in Penhook, Virginia, Franklin County, shall be Class A Members entitled to vote.

(c) The amendment was adopted on November 8, 2006;

(d) The amendment was proposed by the Board of Directors and was submitted to the Members in accordance with the Act.

(e) There was a quorum for the one voting group entitled to vote on the amendment and the total number of votes cast for the amendment was 85 and the total number of votes cast against the amendment was 5.

by _____
Jack Carroll, President

SUBMITTED NOV 2007