

ARTICLES OF INCORPORATION
OF
CUCKOO'S NEST ASSOCIATION, INC.

We, the undersigned citizens of the United States, hereby associate to form a non-stock, non-profit Corporation under the provisions of Chapter 10, Title 13.1 of the Code of Virginia, amended, and to that end set forth the following:

- 1. The name of the Corporation is to be CUCKOO'S NEST ASSOCIATION, INC.**
- 2. The purpose of the Corporation is to be exclusively for pleasure, recreation and other non-profitable purposes, to be organized and operated under the regulations and provisions of Section 501(c)(7) of the Internal Revenue Code of 1954.**
- 3. The Post Office address of the initial registered office is P. O. Box.130, Mineral, Virginia, 23117, where the initial registered office is located, and initial registered agent is W. W. Whitlock, who is a Director of the Corporation and who is a resident of Virginia, and whose address is P. O. Box 130, Mineral, Virginia, 23117. The initial registered office is in Louisa County, Virginia.**
- 4. The Board of Directors shall consist of not less than three members and the maximum number of the Board of Directors shall be provided for by the bylaws from time to time. The number of Directors constituting the initial Board of Directors is to be three, who shall hold office until the first annual election of Directors. Vacancies in the Board of Directors shall be filled forthwith by the remaining Directors until the annual meeting of the members shall elect a new Board of Directors.**

The names and addresses of the Directors of the Corporation until the first annual meeting of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
W. W. Whitlock	P. O. Box 130 Mineral, Virginia, 23117
A. G. Johnson	P. O. Box 462 Mineral, Virginia, 23117
Robert A. Whitlock	P. O. Box 130 Mineral, Virginia, 23117

page 559 and in the Clerk's Office of the Circuit Court of Spotsylvania County in Deed Book 1274 at page 210.

BEAR Investment Company, L. P., a Virginia Partnership, joins with Lake Anna Corp. and CARE Enterprises, in making this Declaration, inasmuch as the said Lake Anna Land Corp., holds an option to purchase certain lots from CARE Enterprises to whom BEAR Investment Company, L.P., has not or may not have been deeded to CARE Enterprises or to Lake Anna Land Corp. and all of said parties named as Declarant herein join in this Declaration for the purposes herein stated.

IN WITNESS WHEREOF, each of the parties has caused this Declaration to be executed, acknowledged and delivered by or on its behalf, and each witness has affixed their signatures and seals on the day and year first above written.

LAKE ANNA LAND CORP.

BY: _____ (seal)

Robert A. Whitlock, General Partner

ATTEST:

C. Douglas Whitlock, Secretary

BEAR INVESTMENT COMPANY, L.P.

BY: _____ (seal)

Robert A. Whitlock, General Planner

W.W. Whitlock Agency, INC.

BY: _____ (seal)

Eleanor Bickley, Secretary, General Planner

CARE ENTERPRISES

BY: _____ (seal)

Robert A. Whitlock, General Planner

W.W. Whitlock Agency, INC.

BY: _____ (seal)

Eleanor Bickley, Secretary, General Planner