

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
SKY BRYCE ASSOCIATION, INC.**

As adopted on the 25th day of November, 1995

For additional details, please contact the Association's Business Office at:

Office Location: 7208 Supinlick Ridge Road

Mail: P.O. Box 20,  
Basye, Virginia 22810

Call (540) 856-2550

This is an electronic copy of the document. The original signed copy is on file at the Association Business Office

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
SKY BRYCE ASSOCIATION, INC.**

The name of the corporation is Sky Bryce Association, Inc.

The Board of Directors of the corporation proposed recommended amendments to its Articles of Incorporation and submitted the amendments to a vote of the members having the right to vote on such amendments in accordance with the Virginia Nonstock Corporation Act.

On the 25th day of November, 1995, a quorum was present, in person or by proxy, at a meeting of the members, and the proposed amendments were adopted by receiving more than two-thirds of the votes entitled to be cast by members present or represented by proxy at the meeting.

The following Articles were amended: Article II, Paragraph 5, Article IV and Article VI. Articles VII and VIII were amended by striking them in their entirety from the Articles of Incorporation. The total number of votes cast respectively FOR each amendment was 1024, 1046, 1038, 1035 and 1030, said numbers being sufficient for approval of the amendments.

The amended and restated Articles of Incorporation of the Sky Bryce Association, Inc. as approved and adopted by the Association and the Board are as follows:

WHEREAS, Bryce's Mountain Resort, Inc., a Virginia corporation (hereinafter sometimes referred to as "the Developer"), has developed part of Shenandoah County, Virginia, as a residential resort or vacation community that is known as "SKY BRYCE" and is hereinafter sometimes referred to as "the Subdivision"; and

WHEREAS, plat restrictions and restrictive covenants have been recorded with respect to the Subdivision;

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, each of whom is a citizen of the United States, do hereby undertake to form a not for profit corporation without capital stock under the provisions of The Virginia General Non-Stock Corporation Act, as amended.

**Article I**

The name of the Corporation is SKYBRYCE Association, Inc., and it is hereinafter referred to as "the Association".

**Article II**

The general objects and purposes and powers of the Association are:

1. To exercise the powers and functions granted to it in, or pursuant to, the Restrictive Covenants applicable to the Subdivision, or any portion thereof, and any other restrictive covenants that have heretofore or may hereafter be recorded in respect to the Subdivision or any part thereof.
2. To care for, maintain, and repair certain vacant and unimproved and unkept lots and certain common areas of the Subdivision, or any part thereof, to repair, rebuild, and maintain structures or residences on any lot in the Subdivision for the purposes of preventing any such structure's falling into a rundown condition; and to repair, maintain, rebuild and/or beautify all streets and their rights of way, and all parks within the Subdivision that are not subject to maintenance by governmental authority.
3. To provide for the payment of taxes and assessments, if any, that may be levied by any governmental authority upon any area in the Subdivision that may be conveyed to the Association.

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4. To provide for the maintenance of parks, recreational facilities, and other community features of such land in the Subdivision as may be conveyed to the Association, and to provide for the maintenance of those areas designated on the subdivision plats of the Subdivision as pedestrian easements.
5. To appoint such committees as may be necessary to, or convenient in the Association's discharging the duties entrusted to it, including, but not limited to, an architectural committee, a budget committee and a roads committee.
6. To levy an annual charge upon the members of the Association; to publish the names of members who shall fail to pay charges made by the Association; to sue to collect any of such charges as are not paid. Each year the Board of Directors of the Association shall consider the current maintenance needs and future needs of the Association and, in light of those needs, shall fix the amount of the annual charge herein provided for, which shall not be less than Thirty Dollars (\$30.00) in respect of each numbered lot that is restricted to single family residential use; in respect of each numbered residential lot on which a multi-family dwelling unit shall have been erected, the annual charge shall be an amount equal to the product of the number of residential units situated on such lot on the date of the levy and the amount of the then annual charge upon each numbered residential lot that is restricted to single family residential use.

7. To acquire by gift, purchase, or other means, to own, hold, enjoy, lease, operate, maintain, convey, sell, lease, transfer, mortgage or otherwise encumber, or dedicate for public use, real or personal property in connection with the business of this Association.

8. To expend the moneys collected by the Association from assessments or charges, and other sums received by the Association, for the payment and discharge of all proper costs, expenses, and obligations incurred by the Association in carrying out all or any of the purposes for which the Association is formed.

9. To borrow money and to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Association, or a pledge of moneys to be received under paragraph 7 above, and to assign and pledge its right to make assessments and charges and its right to claim a lien therefor.

10. To do any and all lawful things and acts, and to have any and all lawful powers, which a corporation organized under and by virtue of The Virginia Non-Stock Corporation Act, as amended, may do and have, and in general to do all things necessary and proper to accomplish the foregoing purposes, including the specific power to appoint any person or corporation as its fiscal agent to collect all assessments and charges levied by the Association and to enforce the Association's liens for unpaid assessments and charges or any other lien owned by the Association.

**Article III**

The period during which the Association shall continue as a corporation shall be perpetual.

**Article IV**

The registered agent and the registered office of the Corporation shall be the President of the Corporation and the Association Office, respectively, currently at P.O. Box 20, Basye, VA 22810 and 7208 Supinlick Ridge Road, Basye, VA 22810, unless otherwise filed and of record with the Virginia State Corporation Commission.

**Article V**

1. The members of the Association shall consist of persons or corporations who at any time are owners (legal or equitable) of numbered and recorded residential lots of Sky Bryce Subdivision, a person whose interest in real estate in the subdivision is purely that of a mortgagee or trustee under a deed or trust or land contract vendor shall not be entitled to membership in the Association.

2. Each member of the Association shall be entitled to:

a. One vote for each numbered and recorded residential lot in the Subdivision owned by the member and,

b. One vote for each residence, improved and occupied, or available for occupancy, on such lots.

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**Article V-A**

Assessment shall be made as provided in Article II, paragraph 6, except that nothing contained therein does, or is intended to, or shall be construed to, create in the Association, a power to levy or make any charge of any kind against the Developer, against the Association itself, or against any corporation that may hereafter be created to acquire title to, and operate, the water utilities serving the Subdivision or any lake, dam, beach, lake access, tract, marina, golf course, tennis court, ski facilities, clubhouse grounds or any other like recreational facilities within the Subdivision or owned by the Developer.

**Article VI**

The affairs and business of the Association shall be managed by a Board of Directors of at least three (3) in number, however, the exact number to be stated in the By-Laws of the Association. Each member of the Board of Directors shall serve for a term of three (3) years, and may not succeed himself. The Directors shall be elected by a plurality vote of returned mail in ballots which will be mailed to the members at least 30 days prior to the annual meeting of the voting members.

In the event of a vacancy occurring in the Board of Directors by reason of resignation, death or other inability to serve prior to the regular expiration of the Director's term, the vacancy may be filled at any regularly scheduled or special meeting of the Board of Directors by a majority vote of the Directors present at such meeting. A Director elected to fill such a vacancy shall serve until the next

annual meeting of the voting members, at which time a successor shall be elected to fill the unexpired term.

**Article VII**

Deleted in 1995.

**Article VIII**

Deleted in 1995.

**Article IX**

The Association is organized without capital stock and no part of the income of the Association shall inure to the benefit of any member, associate member, director or officer of the Association.

**Article X**

None of the provisions of these Articles of Incorporation may be altered or amended in whole or in part in such a way as to bring them into conflict with the restrictive covenants and deed restrictions now or hereafter made applicable to the Subdivision. With the foregoing exception, these Articles may be freely amended in accordance with the provisions of The Virginia General Non-Stock Corporation Act, as now or hereafter amended.

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The undersigned President and Secretary of the corporation declare on behalf of the corporation that the facts stated herein are true as of December 15, 1995.

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SKYBRYCE ASSOCIATION, INC.

Date: 15 Dec 1995

S/ L.E. Hoole, Jr., President

Date: 15 Dec 1995

S/ Erik Topp, Secretary

COMMONWEALTH OF VIRGINIA  
COUNTY OF Shenandoah, to-wit:

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of December, 1995, by L.E. Hoole, Jr., President of Sky Bryce Association, Inc., a Virginia nonstock corporation on behalf of the corporation.

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S/ Bonnie Henry  
Notary Public

My commission expires: August 31, 1997

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COMMONWEALTH OF VIRGINIA  
COUNTY OF Shendoah, to-wit:

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of December, 1995, by Erik Topp, Secretary of Sky Bryce Association, Inc., a Virginia nonstock corporation on behalf of the corporation.

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S/ Teresa A Ritenour

My commission expires: August 31, 1996

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