

SECTION V
AMENDMENTS
TO THE
ARTICLES OF INCORPORATION
OF
HATHWAY ASSOCIATION, INC.

C E R T I F I C A T E

We, the undersigned, the duly elected, qualified and acting President and Secretary respectively of Hathaway Association, Inc. a Virginia corporation, do hereby certify as follows:

On April 18, 1980, a notice of the proposed Amendment #1 to the Articles of Amendments to Articles of Incorporation and proposed Amendment #2 to the Bylaws and the upcoming members' special meeting were mailed to each member entitled to vote. Notice was given in the manner specified in the Bylaws of Hathaway Association, Inc.

On May 19, 1980, the special meeting of the members called for in the aforementioned notice was held. A quorum was present at the meeting. The attached Amendments were approved by more than 3/4 of all of the apartment owners' votes.

HATHAWAY ASSOCIATION, INC.

Raymond C. Hooker, Jr.
Raymond C. Hooker, Jr.
President

Joan Wicker Acer
Joan Wicker Acer
Secretary

STATE OF VIRGINIA,
At Large:

The foregoing instrument was acknowledged before me this 2nd day of June 1980, by Raymond C. Hooker, Jr. and Joan Wicker Acer, President and Secretary respectively of Hathaway Association, Inc. a Virginia corporation.

My commission expires February 15, 1983.

Margorie C. Snodgrass
Notary Public

AMENDMENT #1

to

HATHAWAY ASSOCIATION, INC.
ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION

Hathaway Association, Inc. (the corporation or the association) is a Virginia non-stock corporation created pursuant to the Virginia Non-Stock Corporation Act (the Act), Section 13.1-201, et seq., of the Code of Virginia, 1950, as amended.

The Articles of Amendment to the Articles of Incorporation are hereby amended by Amendment #1 as follows:

ARTICLE III is hereby deleted in its entirety and the following substituted therefor:

- "a. The members of the Association shall consist of all of the record fee simple owners from time to time of apartments in the condominium (excluding those holding legal title merely as security for an indebtedness or other obligations); and after termination of the condominium (if ever) shall consist of those who are members at the time of such termination and their successors as fee simple owners.
- b. After receiving approval of the Association required by the Declaration of Condominium, change of membership shall be established by recording in the Clerk's Office of the Court wherein the property then lies, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.
- c. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.
- d. In any meeting of members the owners of apartments shall be entitled to cast a single (1) vote for each apartment.
- e. If an apartment is owned by one person, his right to vote shall be established by the record title to his apartment. If any apartment is owned by more than one person, or is under lease, the person entitled to cast the vote for the apartment shall be designated by a certificate signed by all of the record fee simple owners of the apartment and

filed with the Secretary of the Association. If any apartment is owned by a corporation, the person entitled to cast the vote for the apartment shall be designated by a certificate signed by the president or vice-president and attested by the secretary or assistant secretary of the corporation and filed with the Secretary of the Association. Such certificate shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the apartment concerned. A certificate designating the person entitled to cast the vote of an apartment may be revoked by any fee simple owner of an apartment. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose."

ARTICLE VI, (b) and (c), is hereby deleted in its entirety and the following is substituted therefor:

- "(b) A Nominating Committee of five members shall be appointed by the Board of Directors not less than 30 days prior to the annual meeting. That committee shall nominate one person to fill each directorship which is vacant or which becomes vacant at the annual meeting.
- (c) Directors shall be elected for a term of three years except that at the first election following adoption of this amendment three directors shall be nominated to serve for a term of three years, two directors shall be nominated to serve for a term of two years, and two directors shall be nominated to serve for a term of one year.
- (d) The election of directors shall be by a majority of the votes cast by ballot or proxy or by motion for unanimous consent. There shall be no cumulative voting.
- (e) Any director may be removed at a special meeting of the members called for that purpose by concurrence of a majority of the votes of the entire membership. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.
- (f) Except for vacancies created by removal of directors, vacancies in the Board of Directors occurring between annual meetings shall be filled by a majority vote of the remaining directors."