

**ARTICLES OF INCORPORATION
OF
INDIAN SPRINGS HOMEOWNERS' ASSOCIATION, INC.
A Virginia Nonstock Corporation**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation is Indian Springs Homeowners' Association, Inc.
2. The corporation shall be a "community association" as defined in Virginia Code §13-1.814.1.
3. The corporation is to have two classes of members: A and B. The qualifications and rights of each class of members shall be as set forth in the Bylaws of the corporation. Class B membership may cease to exist, as provided in the Bylaws of the corporation.
4. The directors of the corporation shall be elected by a majority of all members of the corporation voting in the election of directors, except for Class B members, who shall have no vote in the election of the directors.
5. The name of the corporation's initial registered agent is Edward H. Bain, Jr. The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.
5. The corporation's initial registered office address, which is identical to the business office of the initial registered agent, is 420 Park Street, Charlottesville, Virginia 22902, which is physically located in the City of Charlottesville.
6. The names and addresses of the initial directors are:

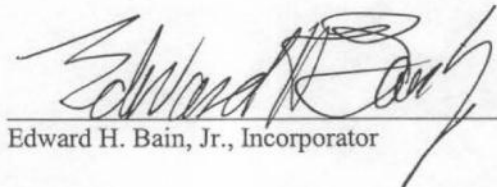
Mary Jane Chisholm
3260 Earlysville Road
Earlysville, VA 22936

Michael T. Boggs
P.O. Box 550
Earlysville, VA 22936

Gregg Creel
P.O. Box 550
Earlysville, VA 22936

Dated: _____

6/30/04


Edward H. Bain, Jr., Incorporator