

AMENDED & RESTATED ARTICLES OF INCORPORATION

of GOOSE CREEK ASSOCIATION

Goose Creek Association, a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, acting by its duly authorized officers, does hereby amend in their entirety the Articles of Incorporation dated May 15, 1970, and substitute therefore these Amended Articles of Incorporation to become effective as of the date hereof:

1) The name of the corporation is Goose Creek Association. 2) Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3) The corporation shall have one class of general members who shall consist of persons interested in the stated purposes of the corporation and who shall apply for membership and pay the annual membership fee determined by the board of directors. Such members shall have the right to vote on such matters as are referred to the general members by the board of directors. Members shall elect directors.

4) The officers of the corporation are to be elected by the board of directors listed below and their successors in office which shall consist of not less than ten (10) and not more than twenty-four (24) members, all of whom shall be members of the corporation in good standing. The names and addresses of the persons constituting the board of directors as of the date hereof are:

Florence Keenan McGuinness - P.O. Box 312, Rectortown, VA 20140
Bonnie L. Mattingly - 33201 Millville Rd., Upperville, VA 20185
Paul Lawrence - P.O. Box 176 Lincoln, VA 20118
Laura Chlopecki - P.O. Box 939, Middleburg, VA 20118
Susan Grayson - 1864 Blue Ridge Farm Road, Upperville, VA 20184
Jeff Millington - 9079 John S. Mosby Hwy., Upperville, VA 20185
C. Dulany Morison - P.O. Box 78, Aldie, VA 20105
J. Marvin Watts - 19227 Foggy Bottom Road, Bluemont, VA 20135
Marcia Woolman - 3085 Burrland Road, The Plains, VA 20198

Directors and officers of the corporation acting in accordance with their good faith judgment of the best interests of the corporation shall not be liable for errors of act or omission in the management of the affairs of the corporation and may be indemnified against any alleged liability by reason thereof to the extent permitted by law.

5) The Post Office address of the office is P.O. Box 1178, Middleburg, Virginia 20118. The registered office is located at 7260 Rector Lane, Marshall, Virginia 20115. The name of its registered agent is Nancy West, who is a resident of

Virginia and a director of the corporation whose business office is the same as the registered office of the corporation.

6) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be in the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statmenents) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

7) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the

meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

8) The duration of the corporation shall be perpetual, subject to termination only upon the consent of the board of directors at any regular or special meeting called for this purpose.

The members do not have the right to vote on amendments. These amendments were adopted by unanimous consent by our board of directors.

Dated:

Co-Chairman

Co-Chairman

ATTEST: _____

Secretary

Commonwealth of Virginia

County of Fauquier, to-wit:

The foregoing instrument was acknowledged before me on this
_____ day of _____, 2006 by _____, Chairman.

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Notary Public

My commission expires: _____