

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
POPLAR HEIGHTS RECREATION  
ASSOCIATION, INCORPORATED**

The undersigned corporation executes the following Articles of Amendment and presents them for filing pursuant to Virginia code Section 13.1-710:

1. The name of the Corporation is Poplar Heights Recreation Association, Incorporated (hereinafter the "Corporation").
2. The text of the amendment is that Articles IV of the Articles of Incorporation, dated March 11, 1954, be amended to read in its entirety as follows:

1. The maximum number of shares that may be issued by the corporation shall be Five Hundred (500) shares of stock without any nominal or par value; the minimum number shall be 100 shares without any nominal or par value.

The amendment does not provide for the exchange, reclassification or cancellation of stock as there are no outstanding shares of the eliminated class.

3. The amendment was adopted on August 30, 2007.
4. The amendment was proposed by the board of directors and submitted to the shareholders in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and:

(a) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the amendment was:

<u>Designation</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes</u>
"Resident" stock	335	335
"Non-resident" stock	0	0

(b) The total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was:

<u>Voting Group</u>	<u>Total votes FOR</u>	<u>Total votes AGAINST</u>
"Resident" stock	248	18
"Non-resident" stock	0	0

(c) The total number cast for the amendment by each voting group was sufficient for approval by that voting group.

5. The certificate of Amendment shall become effective upon the date of its issuance.

The undersigned President of the corporation declares that the facts stated herein are true as of September 10, 2007.

Executed in the name of the corporation by:

DATE: 11 September 2007

BY: DE Yensen  
Dave Yensen, President

Corporation SCC ID # 0068777

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

**AT RICHMOND, SEPTEMBER 14, 2007**

The State Corporation Commission has found the accompanying articles submitted on behalf of

**POPLAR HEIGHTS RECREATION ASSOCIATION, INCORPORATE D**

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective September 14, 2007.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

07-09-13-0616  
AMENACPT  
CIS0306



CERTIFICATE OF INCORPORATION OF THE POPLAR HEIGHTS  
RECREATION ASSOCIATION, INCORPORATED

This is to certify that we do hereby associate ourselves to establish a corporation organized under and by virtue of Section 13-23 of Title 13, Code of Virginia, 1950, and Acts amendatory thereof, for the purposes, and under the corporate name hereinafter mentioned, and to that end we do, by this our certificate, set forth as follows:

I.

The name of the corporation is to be: Poplar Heights Recreation Association, Incorporated.

II.

Its principal office is to be located in Poplar Heights, Falls Church Post Office, Fairfax County, Virginia.

III.

The purpose for which it is formed are to develop, operate, and maintain such recreational and other facilities as may from time to time appear to be desirable to afford a better community life for the area in or near Poplar Heights, Falls Church, Fairfax County, Virginia, and in furtherance of the foregoing, and in addition thereto, to do and perform any and all things incidental to, appropriate, convenient, or necessary in the conduct of the affairs of said corporation, and to have and to exercise all powers granted to similar corporations under the laws of the State of Virginia.

IV.

The maximum number of shares that may be issued by the corporation shall be 500 shares of stock without any nominal or par value; the minimum number shall be 100 shares without any nominal or par value. The maximum number shall be divided into 300 shares of resident stock and 200 shares of non-resident stock. Holders of non-resident shares shall not possess any voting right in the corporation.

V.

The duration of the corporation is to be unlimited.

VI.

The names and residences of the officers and directors who, unless sooner changed by the stockholders, are to manage the affairs of the corporation for the first year of its existence, are as follows: (the Post Office in each case being Falls Church, Virginia)