

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
HICKORY COVE PROPERTY OWNERS ASSOCIATION, INC.

1. At a meeting of the directors of the Hickory Cove Property Owners Association, Inc. (the "Association"), duly called upon notice for this purpose, on July 22, 1990, the directors adopted a resolution finding that the proposed amendment of its articles of incorporation attached hereto was in the best interests of the Association and directing that it be submitted to a vote of the members having the right to vote on amendments.

2. On July 26, 1990, being not less than twenty-five (25) nor more than sixty (60) days before the meeting of the members to act upon the proposed amendment, written notice of the meeting was given personally or by mail to each member entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, in accordance with the Virginia Non-Stock Corporation Act, and was accompanied by a copy of the proposed Amendment.

3. On August 25, 1990, a quorum being present, a meeting of the members was held and the proposed amendment was 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 total votes FOR the amendment was nineteen (19), said number being sufficient for approval of the amendment.

Executed in the name of the Association by its President and Secretary, who declare under the penalties of perjury that the facts stated herein are true.

Dated:

Hickory Cove Property Owners Association, Inc.

by

Wm J. Ineader
President

and
by

John B. Ineader 10-4-90
Secretary