

**ARTICLES OF RESTATEMENT
OF
THE ALGONQUIN ASSOCIATION**

The undersigned President of The Algonquin Association (the "Corporation") hereby certifies that: (i) the Articles of Restatement contain no amendment to the Articles of Incorporation requiring member approval and (ii) the Board of Directors at a duly called meeting on June 28, 2004, adopted the following Articles of Restatement and (iii) upon approval by the State Corporation Commission the Amended and Restated Articles of Incorporation shall be effective retroactive to _____, ____:

ARTICLE I.

NAME

The name of the Association is The Algonquin Association (the "Association").

ARTICLE II.

PURPOSE; DEFINITIONS

The purpose for which the Association is formed is to become a condominium management association in accordance with Chapter 4.2 of Title 55 of the 1950 Code of Virginia, as amended, known as the Condominium Act, for the management, maintenance and care of Common Elements in a Condominium located 7320 Glenroie Avenue, Norfolk, Virginia as more particularly described in Exhibit A attached to and made a part of the Declaration for The Algonquin Condominium, as amended (the "Declaration"), which was recorded in the Clerk's Office, Circuit Court, City of Norfolk, Virginia, prior to the recording of these Articles. It is intended that this Association shall be a non-stock corporation which shall manage, maintain and care for certain property such that the Association will be a condominium management association as that term is defined in Section 528(c)(2) of the Internal Revenue Code of 1954, as amended. Reference is hereby made to Article I of the Declaration for the meaning of certain initially capitalized terms used herein. The Association will operate in conformity with the Condominium Instruments.

ARTICLE III.

MEMBERS

The Association shall have eleven (11) classes of members. Each class of members shall automatically consist of all of the owners of condominium Units contained within each class as shown in the table below. Upon divestment of his interest in a Unit or Units, the former Unit Owner's membership in the Association shall be automatically terminated. The area of the condominium Unit owned by each member shall determine the class to which the member belongs. A member may belong to more than one class by owning Units with different areas. The voting rights of each class of members is set forth in the following table:

<u>Classes of Members</u>	<u>Units Within Each Class</u>	<u>Voting Rights</u>
1	1-D, 2-A, 2-B, 2-L, 3-A, 3-B, 3-L, 4-A, 4-B, 4-L, 5-A, 5-B, 5-L, 6-A, 6-B, 6-L	.0058
2	7-A, 7-B, 7-L, 8-A, 8-B, 8-L, 9-A, 9-B, 9-L, 10-A, 10-B, 10-L, 11-A, 11-B, 11-L, 12-A, 12-L	.0059
3	1-A, 2-H, 5-H 7-H, 8-H, 11-H, 12-H	.0060
4	2-E, 2-J, 3-E, 3-J, 4-E, 4-J, 5-E, 5-J, 6-E, 7-E, 8-E, 9-E, 10-E, 11-E, 12-E	.0080
5	1-C, 2-C, 3-C, 3-H, 4-C, 4-H,	.0081

Classes of Members ...cont.dUnits Within Each Class...cont.dVoting Rights...cont.d

	5-C, 6-C, 6-H, 6-J, 7-C, 7-J, 8-C, 8-J, 9-C, 9-H, 9-J, 10-C, 10-H, 10-J, 11-C, 11-J, 12-J	
6	1-B, 2-K, 3-G, 3-K, 4-G, 4-K, 5-K, 6-G, 6-K, 7-K, 8-K, 9-G, 9-K, 10-G, 10-K, 11-K, 12-K	.0082
7	2-F, 2-G, 3-F, 4-F, 5-F, 5-G, 6-F, 7-F, 7-G, 8-G, 10-F, 11-F, 11-G, 12-F, 12-G	.0103
8	8-F	.0104
9	9-F	.0105
10	2-D, 3-D, 4-D, 5-D, 6-D, 7-D, 8-D, 9-D, 10-D, 11-D, 12-D	.0118
11	12-C	.0140

ARTICLE IV.**DIRECTORS**

The number of Directors of the Association shall be fixed by the Bylaws and shall not be less than three (3). The members of the Board of Directors shall be elected by the members of the Association in accordance with the Bylaws.

The powers of the Directors and the method to be used for their replacement shall be as set forth in the Bylaws.

ARTICLE V.

EARNINGS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Directors, Officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes as set forth in Article II hereof.

ARTICLE VI.

INDEMNIFICATION

The Association shall indemnify to the fullest extent permitted by law all directors, officers, employees, agents and other persons who may by law be indemnified.

Dated: June 28, 2004

THE ALGONQUIN ASSOCIATION

By Martha B. Ruggles
Martha B. Ruggles, President