

GPIN#: (See Attached)

Prepared By and Upon
Recording Return To:
Otto W. Konrad, Esquire
Kaufman & Canoles, P.C.
Three James Center, Suite 1206
1051 East Cary Street
Richmond, Virginia 23219

**THIRD AMENDMENT AND ADDENDUM TO
THIRD AMENDMENT BY RESTATEMENT OF
DECLARATION OF RIGHTS AND RESTRICTIONS OF
BRANDERMILL COMMUNITY ASSOCIATION, INC.**

This Third Amendment and Addendum to Third Amendment By Restatement of Declaration of Rights and Restrictions of Brandermill Community Association, Inc. (this "Amendment") is made as of the 19th day of April, 2004, by Brandermill Community Association, Inc., a Virginia not-for-profit non-stock corporation (hereinafter called "Association" and solely for purposes of recording "Grantor" and "Grantee"), and provides as follows:

RECITALS

A. On June 4, 1993, the Association filed for record a Third Amendment by Restatement of Declaration of Covenants and Restrictions of the Brandermill Community Association and Brandermill, a joint venture, which is recorded in the Clerk's Office of the Circuit Court of the County of Chesterfield, Virginia (the "Clerk's Office"), in Deed Book 2340, Page 668, as amended by (i) that certain First Amendment and Addendum to Third Amendment by Restatement of Declaration of Rights and Restrictions of the Brandermill Community Association, Inc. and Brandermill, a joint venture and (ii) that certain Second Amendment and Addendum to Third Amendment by Restatement of Declaration of Rights and Restrictions of the Brandermill Community Association, Inc. and Brandermill, a joint venture (including all prior and subsequent amendments thereto amended, the "Declaration").

B. The Association desires to make certain amendments to the Declaration as provided for in Article VIII, Section 2 thereof.

C. This Amendment was presented to a duly called meeting of the Association on April 19, 2004, and more than seventy-five percent (75%) of the votes cast at that meeting were in favor of its adoption.

NOW THEREFORE, the Association hereby amends the Declaration. This Amendment shall become effective on the date it is recorded in the Clerk's Office.

AMENDMENT

1. The foregoing recitals are hereby certified to by the officers of the Association signing this Amendment below.
2. Article III, Section 2, subsection (a) of the Declaration is hereby deleted in its entirety and replaced with the following:

TYPE A. Type 'A' Members shall be all Owners of Residential Lots and Family Dwelling Units, and Tenants occupying Family Dwelling Units. A Type 'A' Member shall be entitled to one (1) vote for each One Hundred Dollars (\$100) in annual assessments paid to the Association. In computing the number of votes to which a Type 'A' Member shall be entitled, the amount of the assessment shall be rounded to the nearest One Hundred Dollars (\$100). Payment of special assessments shall not entitle any Member to additional votes. A Member of a Family Dwelling Unit may transfer any number of the Member's votes to a Tenant living in the Family Dwelling Unit, provided the transfer and the number of such transferred votes is stated in the Tenant's written lease, and the Association is provided with a copy of the lease prior to Tenant exercising its assigned votes.

**[REMAINDER OF PAGE INTENTIONALLY BLANK
SIGNATURES APPEAR ON NEXT PAGE(S)]**

IN WITNESS WHEREOF, the Association has caused this instrument to be executed and its seal attached by its duly authorized officers.

BRANDERMILL COMMUNITY ASSOCIATION,
INC., a Virginia not-for profit non-stock
corporation [SEAL]

Attest:

By: *C W Rayfield*
President

By: *J. White*
Secretary

COMMONWEALTH OF VIRGINIA

City/County of *Chesterfield* : to wit

The foregoing instrument was acknowledged before me this *19* day of *January*, 2004, by *CHARLES W. RAYFIELD*, President of Brandermill Community Association, Inc., a Virginia not-for profit non-stock corporation, on behalf of the corporation.

My commission expires: *March 31, 2007*

Jane M. Pitz
Notary Public

COMMONWEALTH OF VIRGINIA

City/County of Chenestfield : to wit

The foregoing instrument was acknowledged before me this 19 day of January, 2004 by JASON LIVINGSTON, Secretary of Brandermill Community Association, Inc., a Virginia not-for profit non-stock corporation, on behalf of the corporation.

My commission expires: March 31, 2007

Gene M. Lutz
Notary Public

BE IT RESOLVED THAT:

Article I, Section 2, subsection (a) of the Restated By-Laws of Brandermill Community Association, Inc., Article III, Section (b) of the Articles of Incorporation of Brandermill Community Association, Inc. and Article III, Section 2, subsection (a) of the Third Amendment by Restatement of Declaration of Covenants and Restrictions of the Brandermill Community Association and Brandermill, a joint venture, shall be deleted in the entirety and replaced with the following:

TYPE A. Type 'A' Members shall be all Owners of Residential Lots and Family Dwelling Units, and Tenants occupying Family Dwelling Units. A Type 'A' Member shall be entitled to one (1) vote for each One Hundred Dollars (\$100) in annual assessments paid to the Association. In computing the number of votes to which a Type 'A' Member shall be entitled, the amount of the assessment shall be rounded to the nearest One Hundred Dollars (\$100). Payment of special assessments shall not entitle any Member to additional votes. A Member of a Family Dwelling Unit may transfer any number of the Member's votes to a Tenant living in the Family Dwelling Unit, provided the transfer and the number of such transferred votes is stated in the Tenant's written lease, and the Association is provided with a copy of the lease prior to Tenant exercising its assigned votes.

The foregoing resolution was passed by a ___ affirmative vote of the Board at the April 19, 2004 meeting of the Board.