

**ARTICLES OF INCORPORATION
OF
OYSTER BAY WATER AND SEWER COMPANY, INC.**

We, the undersigned, desire to, and hereby do associate to establish a public services corporation under the provisions and subject to the requirements of Section 13.1-50 of the Code of Virginia, and to that end, set forth the following:

ARTICLE ONE

Name. The name of the corporation is Oyster Bay Water and Sewer Company, Inc.

ARTICLE TWO

Purposes. The purposes for which this public service corporation is organized are: To maintain and operate a water and sewer system for the property owners of Oyster Bay II Community, Chincoteague Island, Accomac County, Virginia, and other homeowners of Chincoteague Island, to produce and deliver water and to provide sewerage facilities either directly or indirectly for the public and to acquire by appropriation, purchase, condemnation or otherwise, the ownership of water, water rights, water privileges, sewer facilities and sewer lines on Chincoteague Island, Accomac County, Virginia, and to hold, use, sell or lease the same or any part thereof for domestic, irrigating, manufacturing or other beneficial uses and also to acquire by purchase, condemnation or otherwise, the ownership of rights of way over land on said island so far as the same may be necessary, for the construction, maintenance and use of dams, reservoirs, canals, ditches, pipes, flumes, conduits and aqueducts necessary to collect, store, convey and distribute water, and to collect, store, convey and dispose of sewerage for each and all of the aforesaid purposes and to purchase, own, hold, construct and maintain and use such other structures and water and sewerage facilities, and to sell or lease the same or any part thereof, and to maintain and operate facilities related to and incidental to the business of providing water and sewerage facilities to the property owners of said Chincoteague Island.

(ARTICLES OF INCORPORATION OF
OYSTER BAY II WATER AND SEWER COMPANY, INC.)

To purchase land, equipment, trucks, tools, materials, supplies or parts as may be necessary in the operation, upkeep and repair of such water and sewer facilities; to employ such servants or agents as may be desired or needed in the conduct of the business of this corporation; to contract and be contracted with for the purchase, lease or hire of all such rights, leases, licenses, franchises, certificates or permits, and such land, equipment, parts or materials as this corporation may desire or need for its purposes or other purposes as the said company may desire.

To acquire by purchase or otherwise, any bonds or securities or shares of stock of any other corporation or corporations or associations of the State of Virginia, or any other state, and to sell, assign or pledge any such bonds, securities or stock.

To acquire by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind of any person, firm, association or corporation, operating or authorized to operate a public service water or sewer system and operate the same as a going concern or otherwise.

To apply for, obtain, register, purchase, lease or otherwise acquire, hold, use, operate and introduce and sell, or otherwise dispose of any patent or invention used in connection with, or secured under letters patent of the United States.

To conduct its business in the State of Virginia and to have offices without the state as well as within.

The company may use and apply its surplus, earnings or accumulated profits, (a) as working capital (b) in the purchase or acquisition of its own capital stock, preferred or common, to such extent and in such manner or upon such terms as the Board of Directors may

(ARTICLES OF INCORPORATION OF
OYSTER BAY II WATER AND SEWER COMPANY, INC.)

determine, (c) in the payment of dividends upon its common stock, (d) for or in such other purpose or purposes as the Board of Directors shall determine to be conducive to the interests of this corporation.

To sue and to be sued in any court of law or equity in any state, territory or district.

To encumber any property, real or personal, it may own by way of security or in satisfaction of debts or for other purposes.

To borrow money, make and issue its bonds, payable to bearer or otherwise, with or without interest coupons attached, or drafts or notes for same, or for any debts or obligations incurred by it, or for any purpose of the corporation.

To make by-laws and regulations not inconsistent with the Constitution or laws of the United States or of this State, or of the charter of the corporation, for the government, management and orderly regulation and conduct of the affairs of this corporation.

In general to carry on any other incidental business in connection with the foregoing, and to have and to exercise all the powers conferred by the laws of Virginia upon public service corporations of this character formed under the act hereinbefore referred to.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore mentioned, either alone or in association with any other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

(ARTICLES OF INCORPORATION OF
OYSTER BAY II WATER AND SEWER COMPANY, INC.)

ARTICLE THREE

Ownership of Stock. The ownership of the stock of this corporation shall be solely owned by the property owners of Oyster Bay II Community, Chincoteague Island, Accomac County, Virginia, or an association of such property owners.

ARTICLE FOUR

Capitalization. The aggregate number of shares which the corporation shall have authority to issue and the par value per share are as follows: Five Thousand (5,000) Shares, all of one class, namely common stock, each of the par value of One Dollar (\$1.00).

ARTICLE FIVE

Registered Office and Registered Agent. The post office address with street and number, if any of the corporation's initial registered office is 4085 Chain Bridge Road, Suite 403, Fairfax, Virginia 22030, located in Fairfax City. The corporation's initial registered agent is William H. Horkan, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation.

ARTICLE SIX

Directors. The number of directors constituting the initial board of directors is ten (10) and the names and addresses of the persons who are to serve as the initial directors are as follows:

(ARTICLES OF INCORPORATION OF
OYSTER BAY II WATER AND SEWER COMPANY, INC.)

Phillip B. Shepard
Claudette Ford
Louis Ford
William Kenis
Beverly McGaughy
Sandra Nash
Buford Rowland
Arthur Schlesinger
Elaine Shockley
Vernon Shockley

ARTICLE SEVEN

Duration. The corporation shall exist perpetually.

ARTICLE EIGHT

Other Provisions. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as a unanimous vote of the directors.

(ARTICLES OF INCORPORATION OF
OYSTER BAY II WATER AND SEWER COMPANY, INC.)

In witness whereof, we have executed these articles of incorporation on December 1, 1976.

SIGNED

Buford Rowland

Sandra Nash

Phillip B. Shepard

Louis Ford

Arthur Schlesinger

Claudette Ford

William Kenis

Beverly J. McGaughy

Vernon L. Shockley

Elaine Shockley