

ARTICLES OF INCORPORATION  
OF  
WOODLAKE CROSSING HOMES ASSOCIATION

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, the undersigned, all of whom are residents of the State of Virginia and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the Corporation is WOODLAKE CROSSING HOMES ASSOCIATION, hereafter called the "Association".

ARTICLE II

The principal office of the Association, which is the initial registered office of the Association, is 2600 Washington Avenue, Suite 900, Newport News, Virginia, 23607. The name of the City in which the initial office is located is Newport News, Virginia.

ARTICLE III

The name of its initial registered agent is Svein J. Lassen, who is a resident of Virginia, a member of the Virginia State Bar, and a Director of the Association, and whose business office is the same as the registered office, namely, 2600 Washington Avenue, Suite 900, Newport News, Virginia, 23607.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of the property described as any part of that parcel

containing 153.764 acres as shown on Plat recorded in Deed Book 10, pages 19 and 20, in the Clerk's Office of the Circuit Court for York County, Virginia, and to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court for York County, Virginia.

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of more than two-third ( $\frac{2}{3}$ rd) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential

property and Common Area, provided that any such merger, consolidation or annexation (other than annexations provided for in the Declaration) shall have the assent of more than two-third ( $\frac{2}{3}$ rd) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Virginia by law may now or hereafter have or exercise.

#### ARTICLE V

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessments by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### ARTICLE VI

##### VOTING RIGHTS

The Association shall have two class of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant as defined in the Declaration and shall be entitled to three (3) votes for each Lot owned now or in any section which may be hereafter annexed. Such entitlement to three (3) votes shall be in effect at any time hereafter when the total votes outstanding in the

Class A membership is less than the total votes outstanding in the Class B. membership. At such time as the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B. membership, then the Class B membership shall be entitled to only one (1) vote for each Lot owned provided, however, that in the event of subsequent annexation or annexations Lot ownership of the Class A and Class B members shall be counted in the aggregate and based upon said aggregate Lot ownership, the entitlement as hereabove set forth shall apply; provided, however, that in any event that ten (10) years from the conveyance of the first Lot to an Owner the Class B membership shall cease and be converted to a Class A membership and thereafter the Class B members and the Class A members shall be entitled to one (1) vote for each Lot ownership thereafter.

#### ARTICLE VII

#### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of the directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Anita Joyner	103 Lakepoint Place, Grafton, VA
Svein J. Lassen	315 Park Place, Newport News, VA
John W. Worley	115 Winders Lane, Grafton, VA
Kenneth L. Allen	60 Post Street, Newport News, VA
Frances K. Barber	207 Hercules Drive, Hampton, VA

At the first annual meeting the members shall elect two directors for a term of three years, two directors for a term of two years, and one director for a term of

one year; and at each annual meeting thereafter the members shall elect directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved, but only upon compliance with all of the provisions of Section 13.1-902 et. seq. of the Code of Virginia or any amendment thereto. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION


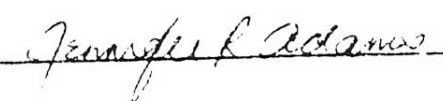
The Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the majority vote of the entire membership at a regular or special meeting.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 30<sup>th</sup> day of April, 1986.

  
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Lisa E. Bowman

STATE OF VIRGINIA

CITY/COUNTY OF Roanoke County, to-wit:

The foregoing instrument was acknowledged before me this 30th day of April, 1998, by Svein J. Lassen, Jennifer R. Adams, and Lisa E. Bowman.

Carole E. de Luca  
Notary Public

My commission expires: June 14, 1998



# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond,*

May 6, 1986

*This is to Certify that the certificate of incorporation of*  
WOODLAKE CROSSING HOMES ASSOCIATION

*was this day issued and admitted to record in this office  
and that the said corporation is authorized to transact its  
business subject to all the laws of the State applicable to the  
corporation and its business.*



*State Corporation Commission*

*George M. Bryant*  
Clerk of the Commission