

ARTICLES OF INCORPORATION

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, June 10, 2002

This is to Certify that the certificate of incorporation of

Legacy Woods Homeowners' Association, Inc.

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 Virginia laws applicable to the corporation and its business. Effective date: June 10, 2002



State Corporation Commission

Attest:

Joel H. Peck

Clerk of the Commission

ARTICLES OF INCORPORATION
OF LEGACY WOODS HOMEOWNERS' ASSOCIATION, INC.

I, the undersigned natural person of the age of twenty-one years or more, as incorporator of a Corporation, adopt the following Articles of Incorporation for such Corporation pursuant to the Commonwealth of Virginia Nonstock Corporation Act, Title 13.1, Chapter 10, Section 13.1-801, et seq., Code of Virginia 1950, as amended (hereinafter referred to as the "Nonstock Act").

FIRST: Name. The name of the Corporation is Legacy Woods Homeowners' Association, Inc.

SECOND: Duration. The period of duration of this Corporation is perpetual.

THIRD: Purpose and Powers.

(a) The purposes for which the Corporation is organized are as follows:

(1) to be and constitute the Property Owners' Association (hereinafter referred to as "Association") to which reference is made in the Declaration of Covenants, Conditions and Restrictions of Legacy Woods Homeowners' Association, Inc. (hereinafter referred to as "Declaration"), which will be recorded in the Office of the Clerk of the Circuit Court of Spotsylvania County, Virginia, and may be amended from time to time;

(2) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Virginia Property Owners' Association Act, Section 55-508 et seq. of the Code of Virginia, 1950, (hereinafter referred to as the "Act") and the Declaration of the Association as recorded and as amended and as otherwise provided by law; and

(3) to provide an entity for the furtherance of the interests of the owners of the property subject to the Declaration; and

(4) to exercise the powers contemplated by Section 13.1-826 of the Nonstock Act, as amended, and any other powers now or hereafter conferred by law on Virginia nonstock corporations.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless otherwise indicated by the Act or the Declaration, may be exercised by the Board of Directors:

(1) all of the powers conferred upon nonstock corporations by common law and the statutes of the Commonwealth of Virginia in effect from time to time;

(2) all powers, unless otherwise specified in the Act or the Declaration, conferred upon property owners' associations by common law and the statutes of the Commonwealth of Virginia, in effect and as amended from time to time; and

(3) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles or the Declaration, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the properties;

(b) to manage, control, operate, maintain, repair, and improve the common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, or contract, has a right or duty to provide;

(c) to enforce covenants, conditions, rules or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or by law;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(f) to borrow money for any purpose of the Corporation, limited in amount or in other respects as may be provided in the Declaration;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(i) to adopt, alter, and amend or repeal the Declaration or the Association's Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

(j) to provide or contract for services benefitting the property subject to the Declaration, including, any and all supplemental municipal services as may be necessary and desirable;

(k) to do everything necessary and proper for the accomplishment of the above-stated objects, or necessary or incidental to the protection and benefit of the Association, and, in general, to carry out any lawful business necessary to the attainment of the purposes of this Association, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise.

(4) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of the Nonstock Act, and all such objects or purposes are subject to said Act. The powers specified in each of the paragraphs of this Article THIRD are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article THIRD.

FOURTH: Membership. The Corporation shall be a nonstock membership Corporation without certificates or shares of stock. Each Owner, by virtue of its ownership of a Lot subject to the Declaration, shall be a member of the Association and thereby of this Corporation. No Owner, whether one or more Persons, shall have more than one membership per Lot owned. In the event a Lot is owned by more than one Person, all such co-owners shall be entitled to the privileges of membership, subject to the restrictions on voting set forth in the Bylaws, and all such co-owners shall be jointly and severally obligated to perform the responsibilities of Owners hereunder. The rights and privileges of membership may be exercised by a Member or the Member's spouse, subject to the provisions of the Declaration and the Bylaws. The membership rights of a Lot owned by a corporation or partnership shall be exercised by the individual designated from time to time by the Owner in a written instrument provided to the Secretary of

the Association. The foregoing does not include persons or entities, which 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 assessments.

FIFTH: Voting. The Association shall have two classes of Membership, Class "A" and Class "B". Class "A" Members shall be entitled to one (1) equal vote for each Lot in which they hold the interest required for membership under Paragraph FOURTH hereof; there shall be only one (1) vote per Lot. The Class "B" Member shall be the Declarant who shall be entitled to three (3) votes for each Lot owned. There shall be no cumulative voting. The rights of the Class "B" Member are specified elsewhere in the Declaration and the Bylaws. The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors during the Class "B" Control Period, as specified in Article III, Section 3 of the Bylaws. After termination of the Class "B" Control Period, the Class "B" Member shall have a right to disapprove actions of the Board of Directors and any committee as provided in Article III, Section 17 of the Bylaws. The Class "B" membership shall terminate and become converted to Class "A" membership upon the earlier of:

(i) two years after expiration of the Class "B" Control Period pursuant to Article III, Section 3 of the Bylaws; or

(ii) when, in its discretion, the Declarant so determines.

Each member of the Association shall be entitled to vote in accordance with the Declaration and Bylaws of the Association.

SIXTH: Board of Directors: The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The initial Board shall consist of three (3) members; the specific number of directors may be changed from time to time as

permitted in the Bylaws. The initial Board of Directors shall consist of the following 3 members:

Stephen F. Lampmann	John Chevalier	Charlotte Wakefield
812 Moorefield Park	812 Moorefield Park	812 Moorefield Park
Suite 304	Suite 304	Suite 304
Richmond, Virginia 23236	Richmond, Virginia 23236	Richmond, Virginia 23236

During the Declarant Control Period, the Declarant shall have the right to appoint, in its sole discretion, the members of the Board of Directors. The method of election and term of office, removal and filling of vacancies shall be as set forth in the Association's Bylaws. The Board may appoint such additional officers and committees as it, in its discretion, may deem necessary. Such officers and committees shall hold their offices or positions at the pleasure of the Board. The Board may delegate such operating authority to such companies, individuals, officers or committees as it, in its discretion, may determine necessary and as provided in the Declaration and Bylaws.

SEVENTH: Amendments. These Articles may be amended, pursuant to the Nonstock Act, by the affirmative vote of the Board of Directors and members holding three-fourths ($\frac{3}{4}$) of the total Class "A" votes in the Association and the approval of the Class "B" Member, so long as such membership exists; provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall impair or dilute any rights of members that are granted by the Declaration.

EIGHTH: Liability of Directors. Subject to any limitations contained in the Nonstock Act, as it exists on the date hereof or as it may hereafter be amended, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of the duty of care or other duty as director; provided, however, the above provision

shall not apply to the personal liability of a director of the Association:

(a) for any appropriation, in violation of his or her duties, of any business opportunity of the Association;

(b) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or

(c) for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article EIGHTH by the members of the Association shall not adversely affect any right of a director or the Association existing at the time of such repeal or modification.

NINTH. Dissolution. The Association may be dissolved only as provided in the Declaration, Bylaws and by the laws of the Commonwealth of Virginia. Any dissolution shall be subject to the terms of Article TENTH hereof, if applicable.

TENTH. VA/HUD. If any property subject to the Declaration is subject to a mortgage guaranteed or insured by the U.S. Veterans Administration or the U.S. Department of Housing and Urban Development, then as long as there is a Class "B" Member, the following shall apply:

(a) annexation of additional property to the jurisdiction of the Association, merger, consolidation, mortgaging of the Common Areas, amendment of these Articles and/or dissolution of the Association shall require the prior approval of one of the foregoing agencies;


(b) dissolution of the Association shall require the written consent of members holding not less than two-thirds (2/3) of the total Class "A" votes in the Association and the written consent of the Class "B" Member, if any; and (c) 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, or shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ELEVENTH: Definitions. All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

TWELFTH: Registered Office and Registered Agent. The Registered Office of the Corporation shall be located in Henrico County at 100 Concourse Boulevard, Suite 106, Glen Allen, Virginia 23059. Andrew G. Elmore, Esquire, a member of the Virginia State Bar and resident of Henrico County, Virginia, shall be the Registered Agent for the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the date hereinbefore set forth.


Andrew G. Elmore
Incorporator

COMMONWEALTH OF VIRGINIA
~~CITY/COUNTY OF~~ Henrico TO-WIT:

I, LISA M. VOLPE, a Notary Public in and for the Commonwealth of Virginia, do hereby certify that Andrew G. Elmore, who signed the foregoing Articles of Incorporation of Legacy Woods Homeowners' Association, Inc. has acknowledged the same before me in the jurisdiction aforesaid.

Given under my hand and notarial seal this 4th day of June,
2002.

My Commission Expires: 1/31/05.


Notary Public

NOTICE

1. Corporate Name: The certificate shows the exact name of the corporation as stated in its Articles of Incorporation. If the corporation operates under a name other than its exact name, it must comply with the Fictitious Name statutes, Section 59.1-69 *et seq.* of the Code of Virginia.
2. Registered Agent and Registered Office: The registered agent of the corporation, as recited in the Articles of Incorporation, remains the registered agent until a new registered agent is appointed and a Form SCC 635/834 is filed with the Clerk of the Commission. *Papers mailed or delivered to the registered agent at the registered office address are deemed legally to have been received by the corporation.* This is true even if the registered agent has moved, resigned, or is dead. If the agent dies, resigns or changes the registered office address the corporation must immediately file Form 635/834. If the agent is not a member of the Virginia State Bar, Form 635/834 must be filed whenever the agent ceases to be an officer or director of the corporation. The law requires that the corporation always have a registered agent and registered office in Virginia.
3. Annual Reports and Annual Registration Fees: An annual registration fee is due from the corporation every year in the calendar month of its date of incorporation. The fee is based upon the corporation's authorized number of shares as stated in its Articles of Incorporation or any amendment thereto, on record with the Clerk of the Commission as of the first day of the second month next preceding the month of its date of incorporation. (Non-stock corporations pay \$25.00.) Payment of the fee, as assessed, is due by the last day of the corporation's anniversary month of each year. Similarly, the corporation must file an annual report by the last day of its anniversary month.

NOTE, that this means that the Commission must receive the report and fee on or before that date. *Postmarks are not considered.*

The annual report form and registration fee statement are mailed to the corporation's registered agent at the registered office address approximately 2 ½ months before the due date each year. Failure to pay the registration fee on time will result in a monetary penalty, and ultimately, automatic termination of the corporation's existence. Failure to file an annual report also ultimately will result in termination of the corporation's existence. Notices of delinquency and impending termination of corporate existence are sent to the registered agent if the report or fee is not received when due.

4. Voluntary Dissolution and Termination: The corporation may voluntarily dissolve and terminate its existence by filing Articles of Dissolution and Articles of Termination with the Clerk of the Commission. Packaged forms and instructions may be obtained from the Clerk's Office. If termination is completed before the annual registration fee due date of any year, the annual registration fee assessed for the year will be canceled. If termination is not completed before the due date, the fee must be paid.



(07/02)

**CHARTER FEE / ENTRANCE FEE SCHEDULE FOR
FILING ARTICLES OF INCORPORATION/
APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN VIRGINIA**

FEE FORMULA

Stock Corporations**Charter/Entrance Fee**

(Section 13.1-615.1 of the Code of Virginia)

1,000,000 or fewer authorized shares in articles:
\$50 for each 25,000 shares or fraction thereof

more than 1,000,000 authorized shares: \$2,500

Filing Fee

(Section 13.1-616 of the Code of Virginia)

\$25

Nonstock Corporations

(Sections 13.1-815.1 and 13.1-816 of the Code of Virginia)

\$75 (\$50 charter/entrance fee + \$25 filing fee)

CHARTER FEE / ENTRANCE FEE SCHEDULE

<u>Authorized shares</u>	<u>Total fees*</u>	<u>Authorized shares</u>	<u>Total fees*</u>
1 - 25,000	\$ 75	500,001 - 525,000	\$1,075
25,001 - 50,000	125	525,001 - 550,000	1,125
50,001 - 75,000	175	550,001 - 575,000	1,175
75,001 - 100,000	225	575,001 - 600,000	1,225
100,001 - 125,000	275	600,001 - 625,000	1,275
125,001 - 150,000	325	625,001 - 650,000	1,325
150,001 - 175,000	375	650,001 - 675,000	1,375
175,001 - 200,000	425	675,001 - 700,000	1,425
200,001 - 225,000	475	700,001 - 725,000	1,475
225,001 - 250,000	525	725,001 - 750,000	1,525
250,001 - 275,000	575	750,001 - 775,000	1,575
275,001 - 300,000	625	775,001 - 800,000	1,625
300,001 - 325,000	675	800,001 - 825,000	1,675
325,001 - 350,000	725	825,001 - 850,000	1,725
350,001 - 375,000	775	850,001 - 875,000	1,775
375,001 - 400,000	825	875,001 - 900,000	1,825
400,001 - 425,000	875	900,001 - 925,000	1,875
425,001 - 450,000	925	925,001 - 950,000	1,925
450,001 - 475,000	975	950,001 - 975,000	1,975
475,001 - 500,000	1,025	975,001 - 1,000,000	2,025

More than 1,000,000 authorized shares: \$2,525

* Includes \$25 filing fee

CHADWICK, WASHINGTON, OLTERS,
MORIARTY & LYNN, P.C.

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Robert Washington II (VA, MD, DC)
Sandra C. Olters (VA)
Stephen H. Moriarty (VA)
Shelah Fidellman Lynn (MD, DC)
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June 4, 2002

State Corporation Commission
Joel Peck, Clerk
P.O. Box 1197
Richmond, Virginia 23218

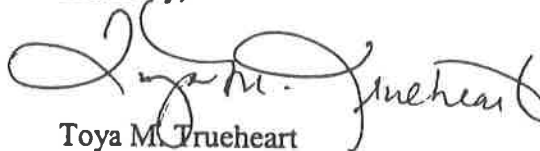
RE: Articles of Incorporation

Dear Mr. Peck:

Attached please find The Articles of Incorporation for Legacy Woods Homeowners Association, Inc., to be recorded in your office in the usual manner. In addition, please find a check made payable to the Treasurer of Virginia in the amount of \$75.00 for the requisite filing fee.

Should you have any questions, please feel free to contact us. Thank you for your courtesy in this matter.

Sincerely,



Toya M. Trueheart
Legal Assistant

/tmt

Enclosure

cc: Steve Lampmann