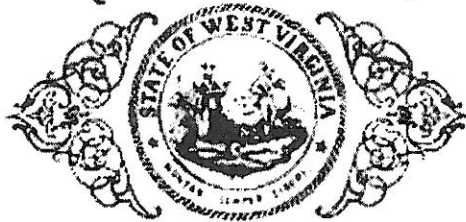


State of West Virginia



Certificate

*I, Joe Manchin III, Secretary of State of the
State of West Virginia, hereby certify that*

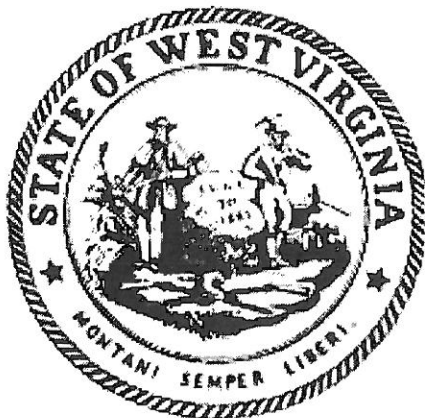
SPRUCE HILL ESTATES HOMEOWNER'S ASSOCIATION, INC.

Control Number: 61061

has filed its application for "Certificate of Incorporation" in my office according to the provisions of the West Virginia Code. I hereby declare the organization to be registered as corporation from its effective date of October 31, 2003 until a certificate of dissolution has been filed with Secretary of State.

Therefore, I hereby issue this

CERTIFICATE OF INCORPORATION



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
October 31, 2003*

A handwritten signature of Joe Manchin III in black ink.

Secretary of State

#61061
FILED

OCT 31 2003

IN THE OFFICE OF
JOE MANCHIN III
SECRETARY OF STATE

SECRETARY OF STATE OF
WEST VIRGINIA,

this date: _____

ARTICLES OF INCORPORATION

OF

SPRUCE HILL ESTATES HOMEOWNER'S ASSOCIATION, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) ACCORDING TO THE WEST VIRGINIA CODE, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR A WEST VIRGINIA DOMESTIC CORPORATION, WHICH SHALL BE PERPETUAL:

1. The name of the West Virginia Corporation shall be Spruce Hill Estates Homeowner's Association, Inc.
2. The address of the principal office of the corporation will be 120 N. George Street, Charles Town located in the County of Jefferson, West Virginia. The mailing address of the above location, if different, will be P.O. Box 266, Charles Town, WV 25414.
3. The physical address of the principal place of business in West Virginia, if any, of the corporation will be 120 N. George Street, Charles Town, WV located in the County of Jefferson. The mailing address of the above location, if different, will be P.O. Box 266, Charles Town, WV 25414.
4. The name and address of the person to whom notice of process may sent is:

James B. Crawford, III
P.O. Box 266
Charles Town, WV 25414

Jefferson County, West Virginia in accordance with the requirements for an Association of Lot Owners charged with the administration of property under the applicable portions of West Virginia Common Interest Ownership Act of the Statutes of the State of West Virginia as amended, including, without limiting the generality of the foregoing, the performance of the following acts and services on a non-profit basis:

(i) The acquisition, construction, management, supervision, care, operation, maintenance, renewal and protection of all buildings, structures, grounds, roadways and other facilities and installations and appurtenances thereto relating to the property of the Common Interest Community; to provide maintenance for the Common Elements within the Common Interest Community; to maintain lands or trees; to supplement governmental services; to enforce any and all covenants, restrictions and agreements applicable to the Common Interest Community; and, insofar as permitted by law, to do any other thing that, in the opinion of the Executive Board, will promote the common benefit and enjoyment of the residents of the Common Interest Community.

(ii) The preparation of estimates and budgets of the costs and expenses of rendering such services and performing, or contracting or entering into agreements for such performance, as provided for in or contemplated by this subparagraph (ii), and the apportionment of such estimated costs and expenses among and the collection thereof from the Lot Owners obligated to assume or bear the same, and the borrowing of money for the Association's purposes, pledging as security the income due from

the buildings, structures, and grounds and facilities of the Common Interest Community, and to enforce compliance therewith including the levy of fines.

(iv) Performing, or causing to be performed, all such other and additional services and acts as are usually performed by managers or managing agents of real estate developments, including without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.

(b) To retain counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities herein described.

(c) To do and perform or cause to be performed all such other acts and services that may be necessary, suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law and to acquire, sell, mortgage, lease or encumber any real or personal property, for the purposes aforesaid.

(d) To promote the health, safety, welfare, and common benefit of the residents of the Common Interest Community.

(e) To do any and all acts and things permitted to be done by, and to have and to exercise any and all powers, rights and privileges which are granted to a Common Interest Community Association under the West Virginia Uniform Common Interest Ownership Act, the Declaration, the Bylaws, and to a nonprofit corporation under the laws of the State of West Virginia.

(f) No purpose or power herein enumerated shall alter the

reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Association.

(h) The transaction of any or all lawful business for which corporations may be incorporated in West Virginia.

7. Corporation will have members.

8. The names and addresses of the incorporators are:

Name

ADDRESS: NO. & STREET/CITY, STATE/ZIP


James B. Crawford, III P.O. Box 266, Charles Town, WV 25414

9. Contact and Signature Information:

a. Contact person to reach in case there is a problem with filing is James B. Crawford, III, phone number 304-725-3426.

b. Print name of person who is signing articles of incorporation: James B. Crawford III

c. Signature of Incorporator:



Date: October 30, 2003

I, the undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file this "Articles of Incorporation". In witness whereof, I have accordingly set our hands.

Date October 30, 2003.

