

MADDEX FARM HOMEOWNERS ASSOCIATION, INC.
ARTICLES OF INCORPORATION

Articles of Incorporation Dated February 25, 1992

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ARTICLES OF INCORPORATION

OF

MADDEX FARM HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Section 27, Article 1, Chapter 31, of the Code of West Virginia of 1931, as amended, the undersigned, this day, by execution of these Articles of Incorporation, filed in duplicate, voluntarily declares itself to be the sole incorporator for the purpose of forming a non-stock, non-profit corporation pursuant to the general laws of West Virginia, and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is Maddex Farm Homeowners Association, Inc., hereinafter call the "Association."

ARTICLE II

REGISTERED OFFICE

The initial registered office of the Association is located at 119 East Liberty Street, in the City of Charles Town, the County of Jefferson, and in the State of West Virginia, 25414.

ARTICLE III

REGISTERED AGENT

The registered agent is Michael D. Thompson, Esquire, of the Law Firm of Martin & Seibert, L. C., Attorneys at Law, 119 East Liberty Street, Charles Town, West Virginia, 25414, and he is hereby appointed the initial registered agent of this Association for the purpose of receiving notice or legal process, according to the laws of the State of West Virginia.

ARTICLE IV

POWERS AND PURPOSES

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for or assure maintenance, preservation and architectural control of the lots and common area within the property known or to be known as Maddex Farm, County of Jefferson, West Virginia ("the Property"), including such additions thereto as may be hereafter brought within the jurisdiction of the Association. For this purpose, the Association shall have such powers and authority as are set forth

in the Bylaws, which shall include, but not be limited to, the following:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded by Maddex Farm Limited Partnership, a West Virginia Limited Partnership, Declarant, among the Land Records of the County of Jefferson, West Virginia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length and made a part hereof;

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

(d) Borrow money, and with the assent of more than two-thirds ($2/3$) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Association 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 all members entitled to vote. No such dedication or transfer shall be effective unless two-thirds ($2/3$) of each class of the then voting members agree to such dedication, sale or transfer at any special meeting of the members duly called for such purpose;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of more than two-thirds ($2/3$) of each class of members, unless the Declaration or Bylaws provide otherwise; and

(g) Have and exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the laws of the State of West Virginia by law may now or hereafter have or exercise;

(h) Set forth such provisions, which are not inconsistent with law, which the incorporators elect to set forth for regulating the internal affairs of the Association, including any provision for distribution of assets or dissolution or final liquidation.

ARTICLE V

NO CAPITAL STOCK

This Association is not authorized to issue any capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its members. No member shall have any personal liability for the debts or obligations of the Association.

ARTICLE VI

MEMBERSHIP

The Association shall have two (2) classes of voting membership. The manner of election or appointment and the qualifications and rights of the members of each class are set forth in the Bylaws.

ARTICLE VII

VOTING RIGHTS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot forming a part of the Property including contract sellers, shall be a member of the Association; provided that any such person or entity who or which holds such interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board initially consisting of four (4) Directors whose names and addresses are hereinafter listed. Commencing with the first annual meeting of the Association, the Board shall consist of not less than three (3) nor more than five (5) Directors. The number of Directors shall be determined by a vote of the members at the first annual meeting of members and the number of Directors may be changed by a vote of the members at any subsequent annual or special meeting of the members; provided, however, that (a) the

limitations of this Article VIII shall continue to apply; and (b) no such change shall operate to curtail or extend the term of any incumbent Director. The Directors need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

Marc S. Weiss
831-C South King Street
Leesburg, VA 22075

Steven D. Foster
Route 1, Box 368
Hamilton, VA 22068

Woodrow W. Turner, Jr.
Route 1, Box 367
Hamilton, VA 22068

G. M. Weatherholtz
Route 1, Box 448
Round Hill, VA 22141

ARTICLE IX

DISSOLUTION

The Owners of Lots shall not dissolve or disband the Association, nor shall the Association dispose of any common open space by sale, or otherwise, except to an organization conceived and organized to own and maintain the common open space, without first offering to dedicate the same to the jurisdiction in which the Property is located, or such other appropriate governmental agency.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

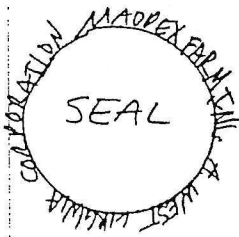
ARTICLE XI

DURATION

The duration of the Association shall be perpetual.

IN WITNESS WHEREOF, for the purpose of forming this Corporation, under the laws of the State of West Virginia, the

undersigned, incorporator of this Association, has executed these Articles of Incorporation this 25th day of February, 1992.



MADDEX FARM LIMITED PARTNERSHIP,
A West Virginia Limited Partnership

By: Maddex Farm, Inc.,
A West Virginia Corporation
Its General Partner

By: [Signature]
Marc S. Weiss, President

COMMONWEALTH OF VIRGINIA, AT LARGE
COUNTY OF LOUDOUN, TO-WIT:

on February 25, 1992, before me, a Notary Public in and for the above County and State, personally appeared Marc S. Weiss, President of Maddex Farm, Inc., a West Virginia Corporation, General Partner of Maddex Farm Limited Partnership, a West Virginia Limited Partnership, and acknowledged that he signed the foregoing Articles of Incorporation for the purposes therein stated.

WITNESS my hand and notarial seal.

Jamar S. Bryson
Notary Public

My Commission Expires: 12-22-92

This instrument was prepared by Michael D. Thompson, Attorney at Law, MARTIN & SEIBERT, L.C., 119 East Liberty Street, Charles Town, West Virginia 25414.