

**ARTICLES OF INCORPORATION  
OF  
VILLAGE EAST PROPERTY OWNERS' ASSOCIATION**

**In compliance with the requirements of the Virginia Nonstock Corporation Act (Va. Code S 13.1-201 et seq.), the undersigned has this day formed a corporation not for profit and does hereby certify:**

**ARTICLE I**

**The name of the corporation is Village East Property Owners' Association, hereafter called the "Association."**

**ARTICLE II**

**The principal office of the Association is located at Route 3, Box 43-A, Moneta, Virginia 24121.**

**ARTICLE III**

**The initial registered office of the Association shall be located at the Law Offices of Gentry, Locke, Rakes and Moore, 10 Franklin Rd. SE, City of Roanoke, Virginia 24005, and the initial registered agent shall be Charles L. Williams, Jr., who is a resident of Virginia and a member of the Virginia State Bar and whose**

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**business address is the same as the address of the initial registered office.**

#### **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 residential lots and common areas within that certain tract of real property known as Village East and recorded in the Clerk's office of the Circuit Court of Bedford County, Virginia, in Plat Book 21 at Page. 138, 152 and 157 and that certain tract of land known as Crown Point to be recorded in the aforesaid Clerk's office. A more particular description of said real property may be obtained from the Clerk of the Circuit Court of Bedford County.**

**It shall be the further purpose of this Association to promote the health, safety and welfare of the residents within each property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.**

**For the above-stated purposes this Association shall have the power to:**

**(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictive Covenants**

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hereinafter called the "Declaration," applicable to the real property and recorded in the land records of Bedford County, Commonwealth of Virginia, at Book 488, beginning at Page 262, and as the same may be amended from time to time as therein provided. Said Declaration is incorporated herein as if set forth at length, and the terms "Association," "lot owner," "common areas," "lot," and "Declarant" shall have the same meaning herein as in the Declaration;

(b) fix, levy, collect and enforce payment of 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 any 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 authorization of more than two-thirds (2/3) 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;

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(e) dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless authorized by the vote of more than two-thirds (2/3) of each class of members;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of more than two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Virginia Nonstock Corporation Act 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 a lot which is subject to assessment 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.

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**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 classes of voting membership.**

**Class A. Class A members shall be all lot owners (with the exception, for so long as there shall be a Class B membership, 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 members shall be the Declarant, and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:**

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or**
- (b) Declarant, at its election, terminates such Class B membership.**

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**ARTICLE VII**

**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors. The initial Board shall have three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
David S. Wilson	Route 3, Box 43-A, Moneta, Va. 24121
David C. Smith	Route 3, Box 43-A, Moneta, Va. 24121
Marilyn B. Moore	Route 3, Box 43-A, Moneta, Va. 24121

At the first annual meeting the member. shall elect one-third (1/3) of the directors for a term of one year, one third (1/3) of the directors for a term of two years and one third (1/3) of the directors for a term of three years: thereafter the directors shall be elected for three year terms.

**ARTICLE VIII**

**DISSOLUTION**

The Association may be dissolved with the assent of more than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger

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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

A proposed amendment of these Articles shall be adopted upon receiving more than two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at the meeting at which such proposed amendment is considered.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the Commonwealth of Virginia, the undersigned, the incorporator of this Association, has executed these Articles of Incorporation this 26<sup>th</sup> day of September, 1979.

M. Langhorne Keith

M. Langhorne Keith

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

**AT RICHMOND,  
October 2, 1979**

The accompanying articles having been delivered to the State Corporation Commission on behalf of

**Village East Property Owners' Association**

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

**ORDERED** that this **CERTIFICATE OF INCORPORATION**

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the **Circuit Court, City of Roanoke**

**STATE CORPORATION COMMISSION**

by Thomas P. Harwood, Jr.  
commissioner

**VIRGINIA:**

In the Clerk's Office of the **Circuit Court, City of Roanoke**

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 11th day of October 1979 and is now returned to the State Corporation Commission by certified mail.

Ruth E. Sellers  
Deputy Clerk