

ARTICLES OF INCORPORATION
OF
LAKEVIEW TOWNHOUSES, INCORPORATED

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

1. The name of the Corporation is Lakeview Townhouses, Incorporated.

2. This Corporation shall be a non-profit corporation and is organized and will be operated exclusively for pleasure, recreation and other similar non-profit purposes, as hereinafter more particularly enumerated, pursuant to Section 501(c)(7) of the Internal Revenue Code of 1954.

3. The purposes for which the Corporation is organized are to develop, improve, maintain and operate land as and for a park and recreation area, and the streets, sidewalks, parking lots and appurtenances thereto, for the benefit of the owners, their successors and assigns, of the townhouse complex more particularly known as Lakeview Townhouses, in Opequon Magisterial District, Frederick County, Virginia, and subject to and in connection with such purposes to acquire, own, hold, maintain, and improve such real and personal property on such land and to engage in any activities in such area which can appropriately and legally be carried on therein for the recreational, educational and civic advantage and for the general benefit of the said townhouse owners, their executors, administrators, heirs and assigns; provided, however, that the Corporation shall not have the power to sell, convey or otherwise

alienate any interest which it may acquire in real estate to be held for the mutual benefit of said townhouse owners and, provided, further, that the corporation shall do no acts which do not inure to the general benefit of a majority of said townhouse owners.

4. In addition, the Corporation shall have the power to enter into partnership agreements with other corporations and individuals, and also to carry on business of any character whatsoever that is not prohibited by law or required to be stated in these Articles.

5. The Corporation shall be composed of members, who shall be the owners of record of the several townhouses in the Lakeview Townhouse complex. A member is defined as an individual, individuals, partnership, corporation, association or other legal entity, owning a townhouse in fee simple absolute. Membership shall not be transferable and said owner shall remain a Member of the Corporation until such time as his ownership ceases for any reason, at which time his membership in the Corporation shall automatically cease. Members shall have voting rights and shall be entitled to one vote for each townhouse so owned; provided, that fractional votes shall not be permitted and, provided, further that any member who has not complied with the Dues provision of the By-Laws shall not be entitled to vote until such compliance is made.

6. The Directors of the Corporation are to be selected by a majority vote of the members entitled to vote; provided, that cumulative voting for Directors shall not be allowed. The number of Directors shall not be less than three.

7. The officers, directors and members shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities.

8. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated for the

same or similar purposes set forth in Article 3 hereof as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit or Corporation Court of the County or City in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

10. The post-office address of the initial registered office is 35 East Boscawen Street, Winchester, Virginia 22601. The name of the City in which the initial registered office is located is Winchester, Virginia. The name of its initial registered agent is Joseph W. White, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the Corporation.

11. The number of Directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as the initial Directors are:

S. Herbert Shackelford
Stephens City, Virginia

Madge H. Shackelford
Stephens City, Virginia

Bruce H. Shackelford
Stephens City, Virginia

DATED: September 18 , 1972

George W. Shanks
Betty Holliday
Bonnie L. Goede
Incorporators

STATE OF VIRGINIA

COUNTY OF FREDERICK, to-wit:

I, Anita M. Hartsell, a Notary Public in and
for the County and State aforesaid, do certify that George W.
Shanks, Betty Holliday, and Bonnie L. Goede,
whose names are signed to the foregoing Articles of Incorporation,
bearing date on the 18th day of September, 1972, have
acknowledged the same before me in my County and State aforesaid.

My term of office expires March 8, 1976.

Given under my hand this 18th day of September, 1972.

Anita M. Hartsell
Notary Public

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
September 22, 1972

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

Lakeview Townhouses, Incorporated

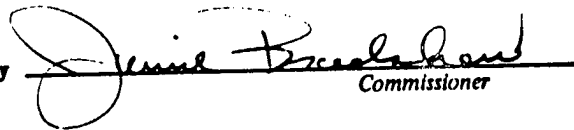
and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

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 such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Corporation Court City of Winchester

STATE CORPORATION COMMISSION

By


Commissioner

VIRGINIA:

In the Clerk's Office of the Corporation Court City of Winchester

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 4th day of October, 1972 and is now returned to the State Corporation Commission by certified mail.


Clerk