

ARTICLES OF INCORPORATION
OF
MEADOW BRANCH SOUTH, L.L.C.

I, the undersigned, hereby act as incorporator of a corporation under the provisions of Chapter 10 of Title 13.1, 1950 Code of Virginia, as amended, (which is hereafter called the "Act") and to that end adopt the following Articles of Incorporation for such corporation.

ARTICLE I
Name of Corporation

The name of the Corporation (which is hereafter called the "Corporation") is MEADOW BRANCH SOUTH, L.L.C.

ARTICLE II
Period of Duration

The period of duration of this Corporation is to be perpetual.

ARTICLE III
Purpose and Powers of the Corporation

This Corporation 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 residence Lots and the Common Area and fire hydrant within that certain tract of property described as:

MEADOW BRANCH SOUTH and future sections of Meadow Branch South as the same is duly dedicated, platted and recorded among the land records in the City of Winchester, Virginia;

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation for this purpose to:

a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of Court, County of Shenandoah, 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;

b) fix, levy, collect and enforce payment 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

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 Corporation;

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 its real or personal property as security for money borrowed or debts secured;

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 the members;

f) participate in mergers and consolidations with other nonprofit corporations organized for the same purpose 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;

g) permit the Animal Warden for the City of Winchester, Virginia to enforce the animal control laws on the private property of the Association; and

h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonstock Corporation law of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE IV

Powers of the Corporation

The Corporation shall have and may exercise any or all of the powers specified in the Act.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot

which is subject by Covenants of record to assessment by the Corporation, including contract Sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who 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 assessment by the Corporation.

ARTICLE VI

Voting Rights

The Corporation shall have one class of voting membership:

Members shall be all Owners 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. Notwithstanding, Meadow Branch South, L.L.C., has reserved the right to amend any Article during the development period.

ARTICLE VII

Board of Directors

The affairs of this Corporation shall be managed by a Board of not less than three (3) initial Directors and not more than seven (7) at any time, who need not be members of the Corporation. The names and address of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Don Hague	
F. L. Wilson	

ARTICLE VIII

Dissolution

The Corporation may be dissolved with the assent given by a vote of more than seventy-five percent (75%) of each class of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which their Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to

any nonstock corporation, association, or trust or other organization to be devoted to such similar purposes.

ARTICLE IX Annexation

Within twenty-one (21) years from the date of this Declaration, additional land, residential property and Common Area may be annexed to the Subdivision with the consent of two-thirds (2/3) of each class of members; provided, however, additional land, residential property, lots and Common Area may be annexed by the Declarant, its successors and assigns, without the consent of members within the ten (10) years from the date of this instrument. If additional lots are annexed by the Declarant, the Declarant shall be entitled to all rights and privileges of Class B membership with respect to those lots.

ARTICLE X Indemnification of Director

The Corporation shall indemnify any and all of its directors or officers or former directors or former officers or any person who may hence serve at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding brought or threatened in which they, or any one of them, are or might be made parties, or a party, by reason of being or having been directors or officers of a director or an officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-Law, agreement, vote of stockholders or otherwise.

ARTICLE XI Registered Agent and Registered Office

Section 11.01 Registered Office. The Post Office address of the initial registered office of the Corporation is 112 South Cameron Street, P.O. Box 2097, Winchester, Virginia 22604. The name of the City in which the initial registered office is located is Winchester.

Section 11.02. Registered Agent. The name of the initial registered agent of the Corporation is Edwin B. Yost, Esquire, who is a resident of the Commonwealth of Virginia and an attorney licensed to practice law in the Commonwealth of Virginia and whose business address is the same address as the initial registered office of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, executes these Articles of Incorporation, and certified to the truth of the facts herein stated this ____ day of _____, 2003.

Edwin B. Yost