

ARTICLES OF INCORPORATION  
OF  
THE CROSSINGS AT THE GREAT CACAPON,  
PROPERTY OWNERS ASSOCIATION, INC.

IN THE OFFICE OF  
SECRETARY OF STATE  
WEST VIRGINIA

On this the 25th day of May, 1990, the undersigned, for the purpose of forming a corporation not for profit does hereby certify:

ARTICLE I

NAME: The name of the corporation shall be The Crossings at the Great Cacapon Property Owners Association, Inc.

ARTICLE II

DURATION: The corporation shall exist perpetually.

ARTICLE III

PURPOSE AND POWERS: The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents and lot owners within the subdivision known as The Crossings at the Great Cacapon, located in Bloomery District, Hampshire County, West Virginia, more particularly described and shown on the plat of The Crossings at the Great Cacapon, prepared by Davy & Lovett Enterprises, Inc., dated May 15, 1990, and recorded in the Office of the Clerk of the County Commission of Hampshire County, West Virginia, in Map Book \_\_\_\_\_, at Page \_\_\_\_\_, and any additional lands made a part of said subdivision and for this purpose to:

a. Own, acquire, build, operate and maintain recreation areas, playgrounds, swimming pools, commons, streets, footways, including buildings, structures, and personal properties, incident thereto, hereinafter referred to as "The Common Properties;"

- b. Provide street maintenance and snow removal;
- c. Maintain unkept lands and trees;
- d. Supplement County services;
- e. Affix assessments or charges to be levied against the lots in The Crossings at the Great Cacapon (hereinafter referred to as "The Properties");
- f. Enforce any and all covenants, conditions, easements, restrictions, and rights of way as set forth and contained in the Declaration of Reservations and Restrictive Covenants for The Crossings at the Great Cacapon, dated May \_\_\_\_\_, 1990, made by Patten Corporation Mid-Atlantic, to be recorded in the Office of the Clerk of the County Commission of Hampshire County, West Virginia.
- g. The Board of Directors of the Association may establish reasonable rules and regulations governing: camping, camp fires; the collection of trash, garbage, litter or brush; and any other matters reasonably within the scope of this Declaration.

#### ARTICLE IV

PRINCIPAL OFFICE: The corporation hereby created does not currently maintain a principal office in the State of West Virginia, but may receive mailings at the address of the incorporator until such time as a new address is provided through amendment to these Articles:

Patten Corporation Mid-Atlantic  
Route 2, Box 341-F  
Martinsburg, West Virginia 25401

ARTICLE V.

REGISTERED AGENT: M. Shannon Brown, whose address is P. O. Drawer 1419, Martinsburg, West Virginia, 25401, is hereby appointed the initial registered agent of this corporation with authority to accept service of process as required by law until such time as this Article is amended by the corporation.

ARTICLE VI

NAME AND ADDRESS OF INCORPORATOR: The name and address of the incorporator of the corporation is as follows:

PATTEN CORPORATION MID-ATLANTIC, A DELAWARE CORPORATION  
ROUTE 2, BOX 341-F  
MARTINSBURG, WV 25401

ARTICLE VII

MEMBERSHIP: Every person or entity who is a record owner of a fee, undivided fee, life interest, or other possessory interest, in any lot which is subject by covenants of record to assessment in any lot in The Crossings at the Great Cacapon as set forth in Article III of these Articles of Incorporation shall be a member of this Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

ARTICLE VIII

VOTING RIGHTS: The Association shall have two classes of voting memberships:

Class A. Class A members shall be all Owners with the exception of the Developer 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 of each lot shall be exercised as all of the owners of said lot shall among

themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class D. Class B member shall be the Developer, who shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease when the Developer no longer owns any lots in the Properties. Nothing herein shall be construed to require assessment payments by the Developer regardless of the number of lots owned, in accordance with the Reservations and Restrictive Covenants above-mentioned.

#### ARTICLE IX

BOARD OF DIRECTORS: Selection and Term of Office: The affairs of the Corporation shall be managed by a Board of Five (5) directors, who must be members of the corporation and who shall be elected annually for a term of two (2) years. Any two (2) offices may be held by the same person except the offices of president and secretary.

Election of members of the Board of Directors shall be conducted at the annual meeting of The Crossings at the Great Cacapon Property Owners Association, Inc., where they shall be elected by a majority vote. Voting and elections may be held by mail.

The annual meeting of The Crossings at the Great Cacapon Property Owners Association, Inc., shall be upon such date as selected by the membership at the previous annual meeting.

#### ARTICLE X

MORTGAGES; OTHER INDEBTEDNESS: The corporation shall have the power to mortgage or execute deeds of trust upon its properties provided that prior to any such mortgage, deed of trust, or pledge, the Board of Directors shall adopt a resolution

recommending such mortgage, pledge, or deed of trust and directing that it be submitted to a vote at a meeting of members, which may be either an annual or a special meeting, written notice of which stating that the purpose or that one of the purposes of such meeting is to consider such mortgage, pledge, or deed of trust shall be given each member entitled to vote at such meeting at least fifteen (15) days but not more than sixty (60) days prior to said meeting, and further provided that any such encumbrance shall have the assent of a majority of the votes of the members who are voting in person or by proxy at such duly called meeting.

#### ARTICLE XI

QUORUM AND NOTICE OF SPECIAL MEETINGS: The quorum required for any action governed by these Articles shall be the presence, in person or by proxy, of 33% of the total number of votes eligible to be cast at any annual meeting. This number shall constitute a quorum for the conduct of business at any annual meeting or special meeting. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to prior notice to all members given at least (fifteen) 15 days prior to said special meeting, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. The By-Laws of the Corporation shall provide for proxy use.

#### ARTICLE XII

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY: The corporation shall have the authority to dispose of its real properties in the same manner as provided in

Article IX to mortgage or execute deeds of trust upon its properties.

#### ARTICLE XIII

DISSOLUTION: The corporation may dissolve and wind up its affairs in the following manner:

The Board of Directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members, which may be either an annual or a special meeting. Each member shall be given written notice in like manner as that hereinabove set forth for calling special meetings stating that the purpose of such meeting is to consider the advisability of dissolving the corporation. A resolution to dissolve the corporation shall be adopted upon receiving the approval of a majority of the votes of the members who are voting in person or by proxy at a duly called meeting. The dissolution provisions of this Article are available only if the requirements of Article XIV herein-below will be complied with.

#### ARTICLE XIV

DISPOSITION OF ASSETS UPON DISSOLUTION: Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practical to the same as those to which they are required to be devoted by the corporation. 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 purposes as nearly as practicable the same as those to which they were required to be devoted by

the corporation in accordance with West Virginia Code 31-1-155. No such disposition of association property shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XV

AMENDMENTS: These Articles may be amended in accordance with West Virginia Code 31-1-147, providing that the Board of Directors shall adopt a resolution setting forth the proposed amendments and directing that they be submitted to a vote at a meeting of the members entitled to vote thereon, which may be either an annual or a duly called special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in these Articles for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving a majority of the votes which members present and at such meeting or represented by proxy are entitled to cast.

Any number of amendments may be submitted and voted upon at any one meeting, provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to the Properties which are part of the property interest created thereby by the recorded Protective Covenants and Restrictions.

ARTICLE XVI

BY-LAWS: The initial By-Laws of the corporation shall be adopted by the Board of Directors. Thereafter, however, the power to change or amend the By-Laws is specifically reserved to the members of the Association.



WITNESS the following signature and seal of Patten Corporation Mid-Atlantic, a Delaware corporation, by David D. Myers, its Vice President, which was duly authorized by its Board of Directors.

PATTEN CORPORATION MID-ATLANTIC,  
a Delaware corporation,

(CORPORATE SEAL)

By: David D. Myers  
David D. Myers  
its Vice President

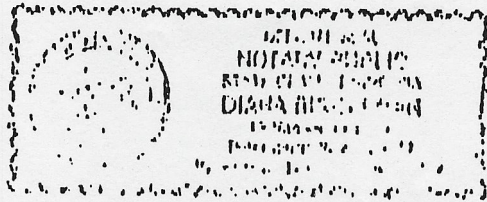
STATE OF WEST VIRGINIA,  
COUNTY OF BERKELEY,

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 1990 by David D. Myers, Vice President of PATTEN CORPORATION MID-ATLANTIC, a Delaware corporation, on behalf of the corporation.

My commission expires:

Sept. 24, 1996

Diana Roggen  
Notary Public



THIS DOCUMENT PREPARED BY:

M. Shannon Brown  
BOWLES, RICE, MCDAVID, GRAFF & LOVE  
Post Office Drawer 1419  
Martinsburg, WV 25401