

ARTICLES OF INCORPORATION
OF
THE KENWICK PLACE HOMEOWNERS ASSOCIATION

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

ARTICLE I. NAME

The name of the corporation is The Kenwick Place Homeowners Association hereinafter called the "Association."

ARTICLE II. PURPOSE AND POWERS

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 and preservation of the residence lots and Common Area within that certain tract of property located in the County of Roanoke, State of Virginia, known as Kenwick Place, 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 Association and, for these purposes, to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set

forth in those certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded in the Clerk's Office of the Circuit Court for the County of Roanoke, Virginia, 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 Association, including all licenses, taxes or governmental charges levied or imposed against the 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 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 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 the members;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area; and

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Law of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE III. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 3922 Electric Road, S.W., Roanoke, Virginia, 24018, which address is in the County of Roanoke, Virginia.

The initial registered agent of the corporation is Burton L. Albert, a resident of Virginia, a member of the Virginia State Bar, whose business office is the same as the registered office of the corporation.

ARTICLE IV. MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot, 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. Membership shall be appurtenant to and may not be separated from ownership of any lot.

ARTICLE V. VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Unit Owners (with the exception of the Developer) and shall be entitled to one (1) vote for each Unit owned. When more than one person holds an interest in any Unit, all persons shall be members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

Class B. Class B members shall be the Developer, and shall be entitled to a total number of votes equal to the total number of votes of all Class A members plus one, so that the Developer will have a number of votes equal to a majority of the total votes of all members of the Association. The Class B membership shall cease and terminate at such time that the Developer has no rights or interest in the Property but shall, in any case, terminate on the tenth (10th) anniversary of the date of this Declaration.

ARTICLE VI. DIRECTORS

The affairs of this Association shall be managed by an initial board of three (3) directors, who need not be members of the Association. The names and addresses of the persons who are to serve as the initial directors are:

Steven S. Strauss 5100 Bernard Drive, SW
Roanoke, Virginia 24015

James A. Beavers 6526 Pendleton Drive, NW
Roanoke, Virginia 24019

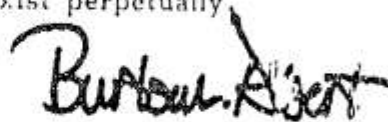
Edward L. Corson, II 3519 Verona Trail, SW
Roanoke, Virginia 24018

ARTICLE VII. INDEMNIFICATION

The Association shall indemnify its directors and officers in the manner, against the matters, and to the full extent provided and permitted by Section 13.1-205.1 of the Code of Virginia of 1950, as amended.

ARTICLE VIII. DURATION

The corporation shall exist perpetually



Burton L. Albert

Dated: January 30, 1984

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, January 30, 1984

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

The Kenwick Place Homeowners 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 this 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 Circuit Court, Roanoke County .

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of all documents constituting the charter of
KENWICK PLACE HOMEOWNERS ASSOCIATION, THE.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: April 14, 1994

William J. Bridge
William J. Bridge, Clerk of the Commission