

ARTICLES OF INCORPORATION

OF

MENLOUGH-CULPEPER STREET HOMEOWNERS ASSOCIATION, INC.

We hereby associate to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE I

The name of the corporation is MENLOUGH-CULPEPER STREET HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

(1) The purpose for which the Association is formed is exclusively for pleasure, recreation, and other similar non-profitable purposes, as contemplated by Section 501(c)(7) of the Internal Revenue Code of 1986 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented, or superseded). This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed is to administer and enforce the Protective Covenants and Restrictions of Menlough P.U.D - Section One, as set forth in said Protective Covenants and Restrictions recorded in Deed Book 709 at page 710, and modified in Deed Book 737, page 56, Deed Book 776, page 535, Deed Book 776, page 540, and Deed Book 781, page 1296 in the Clerk's Office of the Circuit Court of Fauquier County, Virginia.

(2) The assets of the Association shall be at all times dedicated to the recreational purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Association, the remaining assets of the Association, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Association and qualifying under Section 501 (c)(7) of the Internal Revenue Code of 1986, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

(3) The Association may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the recreational purposes set out in (1) above.

(4) The Association shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the recreational purposes set out in (1) above.

ARTICLE III

The Association is to have the following class of members:

Class A: Class A members shall be all owners of lots located in the subdivision known as MENLOUGH P.U.D. - SECTION ONE, with the exception of Declarant. Each Class A member shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in a given lot, such person or persons shall be members and the vote for each lot shall be exercised as they may determine among themselves. In no event shall more than one vote be cast with respect to any lot owned by Class A members.

Class B: Class B members shall be the Declarant and their successors and assigns who shall be entitled to exercise three (3) votes for each lot owned. The Class B membership shall cease and be converted to a Class A membership when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership.

ARTICLE IV

The directors of the Association are to be selected in the following manner:

(1) The membership shall elect by simple majority the Association's Board of Directors at the annual membership meeting and it shall be the Board of Directors' responsibility to conduct all necessary business on behalf of the Association.

ARTICLE V

The initial registered office of the corporation shall be located at 4623 Lee Highway, Warrenton, in the County of Fauquier, State of Virginia. The initial registered agent shall

be B. G. Sowder, whose business address is identical with the registered office, who is over the age of eighteen years, who is a resident of Virginia and who is a director of the corporation.

ARTICLE VI

The initial Board of Directors shall consist of two (2) in number, who need not be members of the Association. The number of directors may be changed by amendment of the By-laws of the Association. The names and addresses of persons who are to serve as the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
B. G. Sowder	4623 Lee Highway Warrenton, VA 20187
Janet D. Sowder	4623 Lee Highway Warrenton, VA 20187

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals this ____ day of July, 1997.

 (SEAL)
B. G. SOWDER, Incorporator

 (SEAL)
JANET D. SOWDER, Incorporator

HEJ/lsg