

ARTICLES OF INCORPORATION

OF

WINTERFIELD HOMEOWNER'S ASSOCIATION, INC.

In compliance with the statutory requirements of Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned, all of whom are residents of the State of Virginia, and all of whom are of full age, have this day voluntarily associated themselves for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is **WINTERFIELD HOMEOWNER'S ASSOCIATION, INC.**, hereafter called the Association.

ARTICLE II

The principal office of the Association is located at 103 Industry Drive, Yorktown, Virginia, 23693. Located in the County of York, Virginia.

The post office address of the initial registered office of the corporation is 606 A Thimble Shoals Boulevard, Suite 3, Newport News, Virginia 23606. Located in the City of Newport News, Virginia.

ARTICLE III

D. Wayne Moore, who is a member of the Virginia State Bar and a resident of the Commonwealth of Virginia, whose business address is the same as the registered office of the corporation, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers of the Association

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, preservation and architectural control of the residence Lots and Common Area with that certain tract of property described as:

Winterfield subdivision, York County, 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 Association for this purpose 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 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 Circuit Court for York County, 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 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 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 nonprofit corporations organized for the same purpose or annex additional residential property and Common Area;

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

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 to the Declaration and covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include person 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 Association.

ARTICLE VI

Voting Rights

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners with the exception of the Declarant 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following event, whichever occurs earlier;

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On December 31, 2009.

ARTICLE VII

Board of Directors

The affairs of this Association shall be managed by a Board of three (3) Directors, 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 the persons who are to act in the capacity of directors until the selection of their successors are:

NAME

ADDRESS

Lester D. Bieri, Sr.

901 Dandy Loop Road
Yorktown, VA 23693

Rose Bieri

901 Dandy Loop Road
Yorktown, VA 23693

Lester Dean Bieri, Jr.

121 Fox Lane
Seaford, VA 23693

At the first annual meeting the members shall elect three (3) directors for a term of one (1) year.

ARTICLE VIII

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

Duration

The corporation shall exist perpetually.

ARTICLE X

Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

FHA/VA Approval

As long as there is a Class B membership, the following actions may require the prior approval of the Federal Housing Administration or Veterans Administration: Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation, under the laws of the State of Virginia, we the undersigned, constituting the incorporators of the State of Virginia, have executed these Articles of Incorporation this the 13 day of November, 2001.

INCORPORATOR

Lester D. Bieri
Lester D. Bieri

STATE OF VIRGINIA
CITY OF NEWPORT NEWS, to-wit:

The foregoing Articles of Incorporation were duly executed before me this 13 day of November, 2001, by Lester D. Bieri, in my City and State aforesaid.

Given under my hand this the 13 day of November, 2001.

Judith B. Bieri
Notary Public

My commission expires: 3/31/05