

ARTICLES OF INCORPORATION
OF
HICKORY COVE PROPERTY OWNERS ASSOCIATION, INC.

(As amended by action of the Members
August 25, 1990)

These Articles of Incorporation amend and restate those first effective August 15, 1984, for the purpose of forming and continuing a not-for-profit Corporation under Chapter 10, the "Virginia Non-Stock Corporation Act" of Title 13.1 of the Code of Virginia (1950, as amended), and the officers and directors thereof certify as follows:

1. Name. The name of the Corporation shall be Hickory Cove Property Owners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association".

2. Purposes. The purpose for which the Association is organized is to be and constitute the Association of owners of real property lots located within or near the Hickory Cove Subdivision, Lakes Magisterial District, Bedford County, Virginia, as is more fully described in the By-Laws, to perform all obligations and duties of the Association, to preserve, repair, replace and maintain certain roadways as set forth in the By-Laws, and to exercise all rights and powers of the Association, as specified herein and as provided by law.

3. Definitions.

(a) The "Declaration" shall mean the form of "Declaration of Road Maintenance Lien Agreement" specified by the By-Laws of the Association.

(b) A "Lot subject to the Declaration" shall mean any lot in or near the Hickory Cove Subdivision for which the owners have signed a copy of the Declaration, which Declaration has been filed and recorded among the land records of Bedford County, Virginia.

4. Powers. The powers of the Association shall include and be governed by the following provisions:

(a) The Association shall have all of the common law and statutory powers as a not-for-profit corporation that are not in conflict with the terms of these Articles, the Declaration, and the Bylaws of this Association.

(b) The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles,

the Bylaws, or the Declaration, including, without limitation, the power:

(i) To fix and to collect assessments and other charges to be levied against the Lots subject to the Declaration;

(ii) To manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services;

(iii) To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(iv) To engage in activities that will actively foster, promote, and advance the interest of all owners of Lots;

(v) To buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, change, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) To borrow money for any purpose, subject to any limitations contained in the Bylaws;

(vii) To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other person, entity or agency, public or private;

(viii) To act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interest in such corporation, firm, or individual;

(ix) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

(x) To provide any and all supplemental municipal services as may be necessary or proper; and

(xi) To do any and all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Association that now or hereafter may be allowed or permitted by Virginia corporations.

5. Members

A. The Association shall be a membership Corporation without certificates or shares of stock.

B. Voting Members. There shall be one category of Voting Members of the Association: "Voting Members" shall be composed of all owners of each Lot subject to the Declaration, who shall be entitled to vote in accordance with the Declaration and the By-Laws, except there shall be no vote for any Lot owned by the Association. The manner of exercising voting rights for each Lot shall be as set forth in the Declaration and in the Bylaws of the Association.

C. Each Voting Member shall serve for life or until the sooner disposition by him or her of all interest in any Lot subject to the Declaration.

D. Membership cannot be assigned, hypothecated, or transferred except by sale of the Lot of the Voting Member.

E. Other Residents. Other residents of the Hickory Cove area are welcome to attend meetings of the Association, subject to the By-Laws, resolutions of the Board and actions of the Chair. But such other residents may not vote.

6. Term. The Association shall be of perpetual duration.

7. Directors.

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors shall consist of the number of directors provided in the Association's By-Laws.

B. The method of election and term of office, removal, and filling of vacancies shall be as set forth in the Bylaws.

8. Registered Office and Agent. The registered office of the Association is to be located at Radford & Wandrei, Esqs., 112 South Bridge St., Bedford Virginia, 24523-1008. The name of the initial registered agent is Robert Wandrei, who is a resident of Virginia, a member of the Virginia State Bar, and whose business office is the same as the registered office of the Association.

9. Amendments. Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 10, Title 13.1 of the Code of Virginia (1950, as amended), except that no amendment may be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of Voting Members that are governed by such Declaration.

Dated: August 25, 1990

Hickory Cove Property Owners Association, Inc.

by

W^m W. Meador

President

and
by

Shirley B. Jahn

Secretary

10-4-90