

ARTICLES OF INCORPORATION

OF

SOUTH POTOMAC VALLEY PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator(s) of a corporation under Section 27, Article 1, Chapter 31 of the Code of West Virginia adopt(s) the following Articles of Incorporation for such corporation, FILED IN DUPLICATE:

I. The undersigned agree(s) to become a corporation by the name of South Potomac Valley Property Owners Association, Inc.

II. The address of the principal office of said corporation will be located at P. O. Box 23, in the city, town or village of Levels, County of Hampshire, State of West Virginia, 25431.

III. The purpose or purposes for which this corporation is formed are as follows:

The purpose of this organization is to maintain, upgrade and improve any and all common facilities as may be owned by the South Potomac Valley Property Owners Association, Inc., Owners Association, for the use and enjoyment of all stockholders of the South Potomac Valley Property Owners Association, Inc.

Membership in South Potomac Valley Property Owners Association, Inc., shall consist of only those persons who have purchased real estate in South Potomac Valley Property Owners Association, Inc. Subdivision.

IV. Provisions granting preemptive rights are not applicable.

V. Provisions for the regulation of the internal affairs of the corporation are:

In the event of any dissolution or sale of corporate assets, West Virginia Code 31-1-1, et seq, shall apply.

All other provisions governing the regulation of the internal affairs of the corporation not contained in these Articles are set forth in the by-laws of the corporation.

Voting rights and duties are contained in the by-laws.

VI. No stock shall be issued as membership is controlled by whether or not a person owns real estate in South Potomac Valley Property Owners Association, Inc.

VII. The full names and addresses of the incorporator(s) and the number of shares subscribed for by each:

Tom Masarick 8200 Lomond South Drive Manassas, Virginia 22110	Two shares
Richard Gorham 10947 Swansfield Road Columbia, Maryland 21044	Eight shares
David Carpenter 12668 Willow Springs Court Herndon, Virginia 22070	Five shares
James T. Curtis 413 Adahi Road, Southeast Vienna, Virginia 22180	Three shares
John Miller Levels, West Virginia 25431	Four shares

Diane Mischou
73 G Street, SW
Washington, D.C. 20024

One share

Ralph Hofer
11401 Havenner Road
Fairfax Station, Virginia 22039

Two shares

VIII. The existence of this corporation is to be perpetual.

IX. No person to whom notice or process may be sent has been designated.

X. The number of directors constituting the initial board of directors of the corporation is seven, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify:

Tom Masarick
8200 Lomond South Drive
Manassas, Virginia 22110

Richard Gorham
10947 Swansfield Road
Columbia, Maryland 21044

David Carpenter
12668 Willow Springs Court
Herndon, Virginia 22070

James T. Curtis
413 Adahi Road, Southeast
Vienna, Virginia 22180

John Miller
Levels, West Virginia 25431

Diane Mischou
73 G Street, SW
Washington, D.C. 20024

Ralph Hofer
11401 Havenner Road
Fairfax Station, Virginia 22039

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file this Articles of Incorporation, and we have accordingly hereto set our respective hands this _____ day of _____, 1987.

Tom Maserick

Richard Gorham

David Carpenter

James T. Curtis

John Miller

Diane Mischo

Ralph Hofer

STATE OF _____,
COUNTY OF _____, to-wit:

I, _____, a Notary Public in and for the county and state aforesaid, hereby certify that Tom Maserick, Richard Gorham, David Carpenter, James T. Curtis, John Miller, Diane Mischo and Ralph Hofer, whose names are signed to the foregoing Articles of Incorporation, bearing date the _____ day of _____, 1987, this day appeared before me in my said county and state and acknowledged the same before me.

Given under my hand and official seal this _____ day of _____, 1987.

My commission expires _____.

NOTARY PUBLIC

Articles of Incorporation prepared by:

JUDY & JUDY
Attorneys at Law
P. O. Box 636
Moorefield, WV 26836