

ARTICLES OF INCORPORATION OF
ABINGDON VILLAGE HOMES ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia of 1950, as amended, the undersigned hereby forms a nonstick, nonprofit organization, and to that end sets forth the following:

ARTICLE I

The name of the corporation is Abingdon Village Homes Association, hereinafter called the "Association."

ARTICLE II – PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation, and operation of the Common Area (as defined in the Declaration, hereinafter mentioned) within that certain tract of property described as:

All those certain lots, pieces or parcels of land, with the buildings, and improvements thereon, and the appurtenances thereunto belonging, situate in the City of Virginia Beach, Virginia, and being known, numbered and designated as lots 1 through 30 in block lettered A, lots 1 through 21 in block lettered B, lots 1 through 12 in block lettered C, lots 1 through 37 in block lettered D, lots 1 through 6 in block lettered E, "RECREATION PARCEL '2'", and those areas designated "GREENBELT 'A', 'B', 'C', 'D', and 'E', as shown on the plat entitled "SUBDIVISION OF 'COLLEGE PARK' SECTION ONE, VIRGINIA BEACH, VIRGINIA," made by McGaughy, Marshall & McMillan, dated June 28, 1968, and recorded in the Clerk's Office of the Circuit Court of the City of Virginia Beach, Virginia in Map Book 76, at page 46; and lots 38 through 84 lettered D, lots 7 through 15 in block lettered E, lots 1 through 25 in block lettered F, lots 1 through 13 in block lettered G, lots 1 through 17 in block lettered H, lots 1 through 23 in block lettered J, lots 1 through 16 in block lettered K, and lots 1 through 10 in block lettered L, and those areas designated "GREENBELT 'D', 'E', 'F', 'F-1', 'G', 'J', 'K and 'L'", as shown on the plat entitled "SUBDIVISION OF 'COLLEGE PARK' SECTION TWO, VIRGINIA BEACH, VIRGINIA", made by McGaughy, Marshall & McMillan, dated June 28, 1968, and recorded in the aforesaid Clerk's Office Map Book 76, at page 47.

and to promote the health, safety and welfare of the residents within the above-described property and for this purpose to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of College Park First Homes Association (which changed its name to Abingdon Village Homes Association effective April 23, 1971), its successors and assigns, as set forth in that certain "Declaration of Covenants, Conditions and Restrictions," made by Coleman Farms, Inc. (hereinafter called the "Declaration") applicable to the property recorded in the aforesaid Clerk's Office in deed Book 1073, at page 612, as the same may be amended from time to time as therein provided, said Declaration being, by this reference, incorporated herein as if set forth at length; and, subject to any limitations set forth in the Declaration, to exercise the powers thereafter enumerated;

(b) fix, levy, collect and enforce payment to 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 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 mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) have and exercise any and all powers, rights and privileges which a corporation organized under the aforesaid statutes of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE III – MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration) which is subject to the Declaration to assessment by the Association 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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment under the Declaration by the Association. Ownership of a Lot shall be the sole qualification for membership.

ARTICLE IV – VOTING RIGHTS

Members shall be entitled to each Lot in which they hold the interest required for membership by ARTICLE II of the Declaration. When more than one person holds such interest in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as the majority of such persons among themselves determine (at any meeting of the members, a representation by any of such persons that a majority of such persons have agreed as to the vote for such Lot shall be conclusive unless another of such persons contests such representation at such meeting prior to the casting of such vote).

ARTICLE V – BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The number of directors shall not be changed except by amendment of the Articles of Incorporation.

At the first annual meeting, the members shall elect three directors to serve for a term of one year, three directors to serve for a term of two years, and three directors to serve for a term of three years; and at each annual meeting thereafter, the members shall elect three directors to serve for a term of three years.

ARTICLE VI – AUTHORIZED INDEBTEDNESS

The highest amount of indebtedness or liability, direct or contingent, which this Association may incur at any one time, shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.

ARTICLE VII – AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area shall have the assent of more than two-thirds (2/3) of the entire membership.

ARTICLE VIII – AUTHORITY TO DEDICATE

The Association shall have the power to delegate, 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. No such dedication or transfer shall be effective unless an instrument, signed by members entitled to cast more than two-thirds of the votes of the entire membership, has been recorded, agreeing to such dedication or transfer, and unless a certificate of the Secretary of the Association be also recorded stating that written notice of the proposed action was sent to every member not less than thirty (30) days in advance of such effective date of such dedication or transfer.

ARTICLE IX – SUSPENSION OF MEMBERSHIP RIGHTS

During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights of such member and his right to use the recreational facilities may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

ARTICLE X – REGISTERED OFFICE AND AGENT

The post office address of the initial registered office is 2030 Virginia National Bank Building, Norfolk, Virginia 23510. The name of the city or county in which the initial registered office is located is the City of Norfolk. The name of its initial registered agent is Michael E. Barney, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the Association.

ARTICLE XI – INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors shall be nine (9), and the names and addresses of the persons who are to serve as the initial directors are as follows:

NAME	ADDRESS
Peter L. Mulford	1005 Bennington Cr, Virginia Beach, Virginia
Robert J. Schwechten	6309 Bradley Way, Virginia Beach, Virginia
Thomas A. Frederick	6300 Bucknell Cr., Virginia Beach, Virginia
Arlene Lindsey	6336 Bucknell Cr., Virginia Beach, Virginia
James F. Bale	6300 Barnard Way, Virginia Beach, Virginia
Donald G. Espeseth	6304 Barnard Way, Virginia Beach, Virginia
Donald B. Kelly	948 Adelphi Road, Virginia Beach, Virginia
Allan Burke	6236 Auburn Drive, Virginia Beach, Virginia
William Pulver	909 Amherst Lane, Virginia Beach, Virginia

ARTICLE XII – DISSOLUTION

The Association may be dissolved in a manner prescribed by the applicable statutes of the State of Virginia. Upon dissolution of the Association, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency to be devoted, as nearly as practicable, to the same purposes as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation,

