

ARTICLES OF INCORPORATION

KEMPTON PARK OWNERS ASSOCIATION

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, September 27, 2001

This is to Certify that the certificate of incorporation of

Kempton Park Owners Association, Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: September 27, 2001



*State Corporation Commission
Attest:*

Joel H. Peck
Clerk of the Commission

DEPARTMENT OF PROFESSIONAL AND OCCUPATIONAL REGULATION
COMMONWEALTH OF VIRGINIA

3600 West Broad Street, Richmond, VA 23230
Telephone: 1 (804) 367-8500

EXPIRES ON
03-31-2006

NUMBER
0250 004484

REAL ESTATE BOARD
COMMON INTEREST COMMUNITY ASSOCIATION
CERTIFICATION OF ANNUAL REPORT

KEMPTON PARK OWNERS ASSOCIATION INC
BERNIE GRABLOWSKY
UNITED PROPERTIES ASSOCIATES
525 S. INDEPENDENCE BLVD

VIRGINIA BEACH VA 23452



Louise F. Ware
Louise F. Ware, Director

ALTERATION OF THIS DOCUMENT, USE AFTER EXPIRATION, OR USE BY PERSONS OR FIRMS OTHER THAN THOSE NAMED MAY RESULT IN CRIMINAL PROSECUTION UNDER THE CODE OF VIRGINIA.

(SEE REVERSE SIDE FOR NAME AND/OR ADDRESS CHANGE)

(POCKET CARD)

COMMONWEALTH OF VIRGINIA

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DEPARTMENT OF PROFESSIONAL AND OCCUPATIONAL REGULATION
3600 West Broad Street, Richmond, Virginia 23230

NOTE: Current certificates on file with Virginia Real Estate Board.

ARTICLES OF INCORPORATION
OF
KEMPTON PARK OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, the undersigned this day, for the purpose of forming a non-stock, non-profit corporation, does hereby certify:

ARTICLE I

Name

The name of the corporation is Kempton Park Owners Association, Inc., hereinafter called the "Association".

ARTICLE II

Purpose and Powers of the Association

The 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, management, operating and architectural control of the real property known as Kempton Park at Steeplechase, a subdivision located in the City of Suffolk, Virginia, and the Association Property (as defined in the Declaration hereinafter mentioned) to be provided for within that

certain tract of property described in the Declaration of Covenants, Conditions, Restrictions and Easements (Kempton Park Owners Association, Inc.) (heretofore and hereinafter referred to as "Declaration") and any amendments thereto, recorded or to be recorded in the Clerk's Office of the Circuit Court of the City of Suffolk, Virginia; and to promote the health, safety and welfare of the residents within that property and for these purposes to:

(1) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, 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 hereinafter enumerated;

(2) Enforce the covenants, restrictions, easements, charges and liens provided for in the Declaration to be enforced by the Association;

(3) Fix, levy, collect and enforce payment of by any lawful means, all charges or assessments pursuant to the terms of the Declaration and By-laws of the Association; to pay all 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 Condominium Property;

(4) 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;

(5) 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

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

ARTICLE III

Membership

(1) The Association shall be organized without any capital stock.

(2) Every Owner (as that term is defined in the

Declaration) shall automatically become a member upon his acquisition of title to any Lot (as that term is defined in the Declaration) and said membership shall terminate automatically upon said Owner being divested of title to such Lot, regardless of the means by which such ownership may be divested. Developer shall constitute the sole member of the Association, until such time as the Declaration has been placed or recorded in the Clerk's Office of the Circuit Court of the City of Suffolk, Virginia, and some other person has become a Owner, whereupon Developer shall continue as a member with reference to any Lot which it continues to own.

(3) No member shall have the power to convey, assign, mortgage, hypothecate or transfer in any manner, except as an appurtenance to his Lot, any part of, or any interest in, the Association or the real property or other funds and assets of the Association.

(4) The Association shall have one class of members. The voting by the members of the Association shall be on the basis of one vote per Lot owned by a member. The vote allocated to each Lot shall not be divisible.

ARTICLE IV

Directors

Directors of the Corporation shall be elected by the Members of the Corporation.

ARTICLE V

Mergers and Consolidations

Subject to the provisions of the Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of more than two-thirds of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VI

Registered Agent

The post office address of the initial registered office is 448 Viking Drive, Suite 220, Virginia Beach, Virginia 23452. The name of the city in which the initial registered office is located is Virginia Beach. The name of the initial registered agent is

Raymond L. Gottlieb, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the initial registered office of the Association.

ARTICLE VII

Duration:

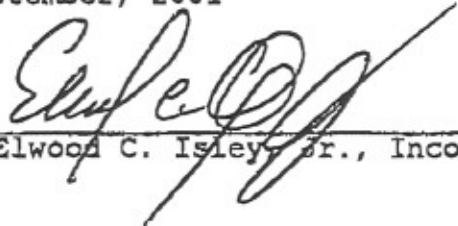
The Association shall exist perpetually.

ARTICLE VIII

Amendment

Amendment of these articles may be made in the manner prescribed by the applicable statutes of the Commonwealth of Virginia.

DATED this 25th day of September, 2001


Elwood C. Isley, Jr., Incorporator

COMMONWEALTH OF VIRGINIA
CITY OF CHESAPEAKE, to-wit:

I, MICHELLE D. D'NEAL, a Notary Public in and for the City and State aforesaid, do hereby certify that Elwood C. Isley, Jr., whose name is signed to the foregoing Articles of

Incorporation of Kempton Park Owners Association, Inc., bearing date on the 25th day of September, 2001, personally appeared before me and acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand this 24th day of September, 2001.

Michael L. Treadwell

Notary Public

My Commission Expires: 12/31/04

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