

**ARTICLES OF INCORPORATION  
OF  
CHRISTOPHER FARMS HOMEOWNERS ASSOCIATION**

**PREAMBLE**

Pursuant to and in compliance with Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended ("Virginia Nonstock Corporation Act"), the undersigned do hereby associate ourselves to establish a corporation for the purposes and in the corporate name hereinafter set forth as follows:

**ARTICLE I**

**CORPORATE NAME; REGISTERED OFFICE AND AGENT**

Section 1.1. Corporate Name. The name of the corporation is Christopher Farms Homeowners Association ("Association").

Section 1.2. Registered Agent; Registered Office. Bruce A. McKechnie, a resident of Virginia and a member of the Virginia State Bar, whose business address is located at 10521 Judicial Drive, Suite 100, Fairfax (City of Fairfax), Virginia 22030, is hereby appointed as the initial registered agent of the Association. The registered office of the Association is located at the address of the registered agent.

Section 1.3. Definitions. Capitalized terms used herein shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions of Christopher Farms, said Declaration being hereby specifically incorporated by reference herein and made a part hereof.

**ARTICLE II**

**PURPOSES, POWERS AND DUTIES**

Section 2.1. Purposes. The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are:

- (a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth hereinafter and in the Declaration;
- (b) to provide for the maintenance, preservation and architectural control of the Lots, Parcels, and Common Area within the Property; and

(c) to promote the health, safety and welfare of the Members of the Association within the Property.

**Section 2.2. Powers and Duties.** The Association shall consist of all of the Members, and for all purposes shall act for the Members as a group. The Association shall have the responsibility of performing all such acts and things as may be required or permitted by the Virginia Nonstock Corporation Act or the Declaration to effectuate its enumerated purposes, and subject to such limitations as may be set forth in the Declaration, shall have the following powers and duties:

(a) to acquire, own, hold, improve, maintain, manage, lease, mortgage, pledge, convey, transfer or dedicate real or personal property for the benefit of the Members in connection with the affairs of the Association;

(b) to make and amend rules and regulations;

(c) to prepare and adopt the annual budget setting forth the projected income and anticipated expenses of the Association;

(d) to fix, levy, and collect assessments, establish the means and methods of collecting assessments, and establish the method of periodic payment of assessments;

(e) to open bank accounts on behalf of the Association and designate the signatories thereon, deposit the proceeds from assessment collection and other sources in such bank accounts, and use such proceeds to pay all expenses incident to the conduct of business of the Association;

(f) to provide for the operation, care, upkeep, and maintenance of the Common Area and services of the Association, designate, hire and dismiss the personnel necessary in furtherance thereof, and purchase the equipment, supplies and material for use by such personnel in the performance of their respective duties;

(g) to keep books with detailed accounts in chronological order of the receipts and disbursements of the Association, make such books available for inspection by Owners, Builders, their attorneys, accountants, Mortgagees, and authorized agents during normal business hours in accordance with and subject to such regulations as the Board may prescribe therefor, and cause such books to be audited annually by an independent auditor who is not a Member of the Association;

(h) to create and appoint Members to committees;

(i) to grant and convey easements over and across the Common Area;

(j) to employ, enter into contracts with, delegate authority to and supervise such persons or entities as may be appropriate to manage, conduct and perform the business obligations and duties of the Association;

(k) to participate in mergers and consolidations with other corporations pursuant to the Declaration;

(l) to perform such acts as may be reasonably necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending membership rights, to enforce or effectuate any of the provisions of the Declaration;

(m) to regulate the external design, appearance and locations of the Property and the improvements thereon to preserve and enhance values and to maintain a harmonious architectural relationship among structures and the natural vegetation and topography; and

(n) to exercise any and all powers, rights and privileges which a corporation organized under the Virginia Nonstock Corporation Act may now or hereafter have or exercise.

**Section 2.3. Delegation to Board of Directors.** The responsibility, powers and duties enumerated in Section 2.2 hereof are hereby delegated to, and shall be performed or exercised by, the Board of Directors, except to the extent that any of the same are required by the Virginia Nonstock Corporation Act of the Declaration to be performed or exercised by the Association.

### ARTICLE III

#### MEMBERSHIP AND VOTING RIGHTS

**Section 3.1. Membership.** Membership in the Association shall be appurtenant to the Lot or Parcel giving rise to such membership. The Association shall have the following four (4) classes of membership and voting rights:

(a) **Class A.** Class A Members shall be all of the Owners except the Class C Member or Class D Members. Each Class A Member shall be entitled to one vote for each Lot owned by such Class A Member.

(b) Class B. Class B Members shall be all of the Occupants of Lots. Class B Members shall have no voting rights.

(c) Class C. The Class C Member shall be the Declarant. The Class C Members shall be entitled to 510 votes or the number of votes equal to 3 times the maximum number of Lots to be contained within the Property by reference to the Development Plan in effect at the time such vote is taken, whichever is smaller, less the total number of Class A and Class D votes outstanding at the time a vote is taken. The Class C membership shall expire upon the earlier of the following events: (1) when the total number of outstanding votes held by Class A Members equals the total number of outstanding votes held by the Class D Members and the Class C Member; or (2) on December 31, 1994. Thereafter, the former Class C Member shall have Class A membership and voting rights, and Class D Members shall have Class A membership and voting rights.

(d) Class D. Class D Members shall be all of the Builders. Each Class D Member shall be entitled to three votes for each Lot owned by such Class D Member, or for each Lot to be contained (by reference to the Development Plan) within a Parcel owned by such Builder at the time such vote is taken.

ARTICLE IV

BOARD OF DIRECTORS

The affairs of the Association shall be administered by a Board of Directors who, if elected, shall be Class A or Class D Members. The number, method of election or appointment, and term of office of directors shall be in accordance with the provisions therefor in the Bylaws. The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Frederick A. Kober	1212 Lake James Drive Virginia Beach, VA 23464
Norman Schaeffler	1212 Lake James Drive Virginia Beach, Virginia 23464
Linda Jones	1212 Lake James Drive Virginia Beach, Virginia 23464

The Association shall exist perpetually unless dissolved as provided in Article VI.

#### ARTICLE VI

##### DISSOLUTION

The Association may be dissolved at a duly held meeting as provided in Section 13.1-902 of the Virginia Nonstock Corporation Act. Upon dissolution other than pursuant to a merger or consolidation, the assets of the Association shall be offered for dedication to the City of Virginia Beach or its designee, or if refused by the City of Virginia Beach or its designee, any appropriate public agency as those to which they were required to be devoted by the Association provided that such public agency shall expressly accept such dedication. If such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would more nearly reflect the purposes and uses to which they were required to be devoted by the Association.

#### ARTICLE VII

##### SEVERABILITY

If any of these Articles or any section hereof shall be declared invalid by a court of competent jurisdiction, such declaration of invalidity shall not in any way affect the validity of any other provision hereof and the same shall remain in full force and effect.

#### ARTICLE VIII

##### FEDERAL MORTGAGE AGENCY RIGHTS

Until the expiration of the Class C membership, the prior written approval of the Federal Mortgage Agencies shall be obtained for any amendment of these Articles, or any dissolution of the Association.

#### ARTICLE IX

##### AMENDMENTS

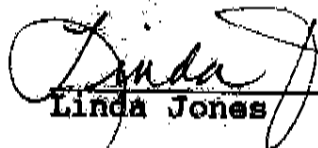
These Articles may be amended upon the approval of seventy-five percent (75%) of a Quorum of Owners, and until the expiration of the Class C membership, the approval of the Class C Member, at a meeting of the Association, provided,

however, that the proposed amendment shall be submitted in writing to the Board of Directors at least sixty (60) days prior to such meeting and a copy thereof attached to the Notice of such meeting. No amendment to these Articles shall be effective unless and until Articles of Amendment, prepared by the Board and executed by the President and Secretary, have been filed and a certificate of amendment issued pursuant thereto in accordance with Article 10 of the Virginia Nonstock Corporation Act. Notwithstanding anything contained herein to the contrary, the Class C Member may, at any time prior to conveyance of any Common Area to the Association, unilaterally amend these Articles of Incorporation for any reason, and thereafter, to correct any defects required to be corrected by the City of Virginia Beach, Virginia, or any Federal Mortgage Agency, or any defects of a non-material nature arising from a scrivener's error in the preparation of these Articles.

IN WITNESS WHEREOF, the undersigned, constituting the incorporators of this Association for the purpose of forming this corporation under the laws of the State of Virginia, have executed these Articles of Incorporation this 3rd day of NOVEMBER, 19 87.

  
 Frederick A. Kober [SEAL]

  
 Norman Schaeffer [SEAL]

  
 Linda Jones [SEAL]

c-farms.art

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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
November 13, 1987

CERTIFICATE OF INCORPORATION

The State Corporation Commission has found the accompanying articles submitted on behalf of

CHRISTOPHER FARMS HOMEOWNERS ASSOCIATION

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ordered that this

CERTIFICATE OF INCORPORATION

be issued, and admitted to record with the articles in this office of the Commission, effective November 13, 1987.

This order and its accompanying articles will be forwarded for filing in the office of the Clerk of the Circuit Court of (Filed in Fairfax Co.) following admission to the records of the Commission.

STATE CORPORATION COMMISSION

*Elizabeth B. Leary*  
BY \_\_\_\_\_  
Commissioner

Court Number: 303

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