

**ARTICLES OF INCORPORATION
OF
WYATT FARM HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Code of Virginia, 1950, as amended, the undersigned, who is a resident of Montgomery County, Virginia, and who is of full age, for the purpose of forming a corporation not for profit, does hereby certify:

ARTICLE I

Name

The name of the corporation is Wyatt Farm Homeowners Association, Inc., hereinafter referred to as the "Association".

ARTICLE II

Registered Office

The registered office of the Association is located at 320 Clay Street, S.W., Blacksburg, Virginia 24060, which is located in Montgomery County, Virginia.

ARTICLE III

Registered Agent

H. Gregory Campbell, Jr., whose business address is 320 Clay Street, S.W. (P.O. Box 885), Blacksburg, Virginia 24063, and who is a resident of Virginia, is hereby appointed as the initial registered agent of this Association. He is a member of the Virginia State Bar.

ARTICLE IV

Purposes

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as The Wyatt Farm PDR in Montgomery County, Virginia, and to promote the health, safety, and welfare

of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property to be recorded in the Clerk's Office of the Circuit Court of Montgomery County, Virginia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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

(e) dedicate, 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, in conformance with applicable law;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall conform with applicable law; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessment by the

Association, including contract sellers, 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of Wilson Associates, L.L.C., and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be Wilson Associates, L.L.C., and shall be entitled to a total number of votes equal to the total number of Class A votes plus one. Class B membership shall cease:

- (a) at such time as Wilson Associates, L.L.C. has no rights or interest in the property, but shall,
- (b) in any case, terminate on the tenth anniversary of the date of settlement of the first unit sold is made.

ARTICLE VII

Directors

The affairs of this Association shall be managed by a Board of (9) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The name and address of the person who is to act in the capacity of director until the selection of others is:

John R. Wilson
Route 4, Box 75
Lewisburg, WV 24901

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

ARTICLE VIII

Dissolution

The Association may be dissolved in accordance with applicable law. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that 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 such similar purposes.

ARTICLE IX

Duration

The corporation shall exist perpetually.

ARTICLE X

FHA/VA Approval

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation, this _____ day of September, 1994.

H. GREGORY CAMPBELL, JR. (SEAL)

STATE OF VIRGINIA,
COUNTY OF MONTGOMERY, to-wit:

The foregoing instrument was acknowledged before me this _____
day of September, 1994, by H. GREGORY CAMPBELL, JR..

My commission expires: _____.

NOTARY PUBLIC