

ARTICLES OF INCORPORATION  
OF  
TIMBERLAKE COMMUNITY ASSOCIATION

In compliance with the requirements of the Virginia non-stock Corporation Act, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Timberlake Community Association, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at Suite 626, 281 Independence Boulevard, Virginia Beach, Virginia 23462. It shall not be necessary to amend these Articles when such principal office changes.

ARTICLE III

Richard D. Guy, a member of the Virginia State Bar and a resident of Virginia whose address is 281 Independence Boulevard, Virginia Beach, Virginia 23462, is hereby appointed the initial registered agent of this Association. The initial registered office shall be the same as the office of the initial registered agent.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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 individual properties and Common Area within that certain tract of property described as follows: All those certain lots, pieces or parcels of land, together with the appurtenances thereunto belonging, lying, situate and being in the Kempsville Borough, City of Virginia Beach, Virginia and known, designated and described as Lots Numbered One (1) through Ninety (90), both inclusive; "Total Size 1.942 Acres";

and those areas shown as "Common Area"; all as shown on a certain plat entitled "Subdivision of Timberlake, Section One" made by Marsh and Baerger, dated May, 1972 and recorded in the Office of the Clerk of the Circuit Court of the City of Virginia Beach, Virginia, in Map Book 93, at page 23; 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 granted by law to non-stock, not for profit corporations;
- (b) Fix, levy, collect and enforce payment by any lawful means charges assessed to the members; 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, and with the assent of more than two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (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. No such dedication or transfer shall be effective unless an instrument has been signed by more than two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.
- (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 such merger, consolidation or annexation shall not be effective unless it shall have been agreed to by more than two-thirds (2/3) of each class of members. Additional land within the area described in Deed Book 1339, page 365; Deed Book 1180, at page 147; Deed Book 1180, at page 159; and Deed Book 1266, at page 311; of the land records in the Clerk's Office of the Circuit Court of the City of Virginia Beach, Virginia may be annexed by the Declarant without the consent of members within ten (10) years of the date of this instrument provided that the FHA and VA determine that the annexation is in accord with the general plan heretofore or hereafter approved by them.

(g) 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 and recorded or to be recorded in the Office of the Clerk of the Circuit Court of the City of Virginia Beach, 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.

#### 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 of 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 appurtenance 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 four classes of membership:  
Class A. Class A members shall be all Owners with the exception of the developer of the Timberlake properties who has or will impose

upon such property a Declaration of Covenants, Conditions and Restrictions and who is hereinafter referred to as "Declarant" 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be Owners of Lots upon which are built rental Multi-family Structures and shall be entitled to one vote for each Living Unit constructed thereupon. The total vote of all Multi-family Living Units shall not exceed 49% of the actual vote cast upon any particular matter pending before the Association. The Owner may transfer his full voting rights to the residents of such units providing his proxy is executed in a single statement, is unconditional and extends to all such residents without exception on a one Living Unit, one vote basis. Such a transfer of voting rights does not obviate the Owner's liability for assessment payments to be made by him directly to the Association.

Class D. The Class D member(s) shall be the Declarant and shall be entitled to three votes for each Lot owned and each Living Unit represented by recorded plat of a rental Multi-family Structure(s). The Class D membership shall cease and be converted to Class A or Class B membership as the case may be, on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in both the Class A and B memberships equal the total votes outstanding in the Class D membership, or (b) at the expiration of three (3) years after date of the Declaration, provided that if a Supplemental Declaration is filed annexing additional land at any time or times prior to expiration of said three (3) year period (as same may have been extended by the filing of any Supplemental Declaration), such period shall be extended each time until the expiration of three (3) years from the date of filing of the last such Supplemental Declaration.

Notwithstanding the foregoing, the Class D membership shall permanently terminate eight years from the date of the recording of the Declaration.

in no event shall the Class D membership be re-activated after the expiration of such eight year period.

Class E. Class E members shall be all those Owners of Lots within an area within the property hereinbefore described or hereafter annexed which encompasses street and parking areas owned by the Association and for the primary use of such members. This class shall as to voting vote as Class A members. The Association assessments shall be the entity responsible for the maintaining of all the heretofore mentioned Association owned streets and parking, including related sidewalks, curb and gutter, street lights, landscaping and similar improvements relating specifically to such a Section and shall collect assessments for such purposes. Such funds as derived from the Class E members for such maintenance are not to be used for such purposes as program activities, social activities or recreation facilities.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors except that the initial Board of Directors shall be composed of three members. The directors need not be members of the Association and need not be residents of Virginia. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the initial directors who are to serve until the selection of their successors are as follows:

1. Louis Lucente  
281 Independence Boulevard  
Virginia Beach, Virginia 23462
2. Betty J. Hendrix  
281 Independence Boulevard  
Virginia Beach, Virginia 23462
3. Richard D. Guy  
281 Independence Boulevard  
Virginia Beach, Virginia 23462

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 with the assent of more than two-thirds (2/3) of each class of members. Except as provided by law, upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate governmental body or agency to be devoted to purposes as nearly as practicable the same 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 non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of each class of members.

ARTICLE XI

FHA/VA APPROVAL

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

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this            day of            , 1973.

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LOUIS LUCENTE