

**ARTICLES OF INCORPORATION
OF
EMERALD HILLS HOMEOWNERS ASSOCIATION, INC.**

We hereby associate to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

**ARTICLE I.
NAME**

The name of the Corporation shall be Emerald Hills Homeowners Association, Inc. (hereinafter referred to as "the Corporation").

**ARTICLE II.
PURPOSES AND POWERS**

A. The purpose for which the Corporation is formed is to provide for the acquisition, construction, management, maintenance and care of Association property.

B. At least sixty percent (60%) or more of the gross income of the Corporation for any taxable year shall consist solely of amounts received as membership dues, fees or assessments from owners of residences or residential lots who are members of the Corporation.

C. At least ninety percent (90%) of the expenditures of the Corporation for any taxable year shall be expenditures for the acquisition, construction, management, maintenance and care of Association property.

D. No part of the net earnings of the Corporation shall inure (other than by acquiring, constructing, or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any member or individual.

E. The Corporation shall do any and all things that may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of real property and to mortgage or otherwise encumber, real and personal property.

**ARTICLE III.
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot shown upon any recorded subdivision map of Emerald Hills Subdivision, Sections 1-6, shall be members of the Corporation. 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. "Owner" shall either refer to the record owner, whether one or more person or entities of a fee simple title to any lot which is part of Emerald Hills Subdivision, Sections 1-6, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. Each member shall

be entitled to one (1) vote in all matters coming before membership meetings; however, when more than one person holds such an interest in any lot then the vote for such lot shall be exercised as among the owners as they determine, but in no event shall more than one vote be cast with respect to any lot.

Each member shall pay such dues or assessments as may from time to time be set by the Board of Directors in accordance with the Bylaws.

**ARTICLE IV.
BOARD OF DIRECTORS**

A. The affairs of the Corporation shall be managed by the Board of Directors.

1. The initial number of directors of the Corporation shall be three (3). The number of directors may be increased or decreased from time to time by a vote of the members.

2. The directors shall be elected by and from the membership at the annual membership meeting.

3. The names and addresses of the person to serve as initial officers and directors are as follows:

Kurt Michael, President/Architectural Review Committee Chair

Fishersville, Virginia 22939

Larry L. Mattox, Treasurer

Fishersville, Virginia 22939

Ryan E. Aleshevich, Secretary

Fishersville, Virginia 22939

**ARTICLE V.
REGISTERED AGENT**

The initial registered office of the Corporation is to be located at 109 S. Wayne Avenue, Suite 200, Waynesboro, Virginia 22980, which is located in the City of Waynesboro, Virginia. The registered agent's name is Franchesca Fede Gomez, who is an individual who is a resident of Virginia and a member of the Virginia State Bar. The post office address where the records will be maintained is P.O. Box 1024, Fishersville, Virginia 22939.

Dated this 2nd day of January, 2007.


Franchesca Fede Gomez, Incorporator