

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, September 13, 2005*

*This is to certify that the certificate of incorporation of*

**TAVERN GROVE PROPERTY 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 13, 2005*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission

ARTICLES OF INCORPORATION  
OF  
TAVERN GROVE PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended, the undersigned, all of whom are of full age, 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 this corporation is TAVERN GROVE PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as "the corporation".

ARTICLE II

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are to promote the health, safety and welfare of the residents within that certain tract of property located in the County of Campbell, Virginia, consisting of residences, lots and common areas, and described as Tavern Grove Townhomes, and such additions thereto as may hereafter be brought within the jurisdiction of the corporation by annexation as provided in Article VI herein, hereafter referred to as the "properties" for this purpose to:

(a) Own, acquire, build, operate, hold, improve, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of and furtherance of this corporation.

(b) Exercise all the powers and privileges and perform all the duties and obligations of the corporation as set forth in the

applicable Declaration of Covenants, Conditions and Restrictions, hereinafter called the "declaration", applicable to the properties, and recorded or to be recorded in the Clerk's Office of the Circuit Court for the County of Campbell, Virginia.

(c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation.

(d) Insofar as permitted by law, to do any other thing that is necessary to, or in conjunction with, or incidental to the accomplishment of the non-profit purposes of the corporation as in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the properties.

### ARTICLE III

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 the assessment by the corporation, including contract sellers, shall be a member 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 in the corporation shall be a condition running with the ownership of any lot and may not be separated from ownership of any lot which is subject to assessment of the corporation.

#### ARTICLE IV

The association shall have two classes of voting membership:

CLASS A. Class A members shall be all those owners as defined in Article III with the exception of the developer. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article III. When more than one person holds such interest in any lot, all such persons shall be members and the vote or votes for such lot shall be exercised as the majority of such persons among themselves determine (at any meeting of the members, or a representation by any of such persons, that a majority of such persons have agreed the vote or votes for such lots, which shall be conclusive unless another of such persons contests such representation at such meeting prior to the casting of such vote or votes).

CLASS B. Class B members shall be the developer. The Class B members shall be entitled to three votes for each lot in which it holds the interest required for membership by Article III and provided that Class B membership shall cease and be conveyed to Class A membership (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership or (b) on October 1, 2015, whichever shall first occur. Notwithstanding anything herein contained to the contrary, if the developer shall, at any time, or, from time to time, convey more than one undeveloped lot to any person, firm or corporation, the developer shall continue to have and may exercise voting rights with respect to each such lot to the same

extent as if it continued to own such lot until such lot is developed and conveyed to a purchaser for occupancy.

#### ARTICLE V

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than one (1) director nor more than nine (9) directors, who need not be members of the corporation. The number of directors and the terms for which they shall be elected shall be fixed, from time to time, by the By-Laws of the corporation. The name and address of the person who is to act in the capacity of director until the selection of his successor is:

Christopher S. Mowry  
2595 English Tavern Road  
Lynchburg, VA 24502  
(Campbell County)

The qualifications, powers, duties and tenure of the office of director and the manner by which directors are to be chosen shall be as prescribed and set forth in the By-Laws of the corporation. Officers of the corporation shall be elected and shall serve as provided for in said By-Laws.

#### ARTICLE VI

Additions to the property described in Article II may be made only in accordance with the provisions of Article X of the recorded declaration. Such additions, when properly made under the declarations, shall extend the jurisdiction, functions, duties, and membership of this corporation to such properties.

#### ARTICLE VII

Subject to the provisions of the declaration applicable to the properties in Article II and additions under Article VI, and

