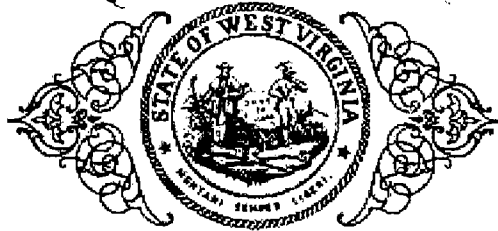


# State of West Virginia



## Certificate

*I, Betty Ireland, Secretary of State of the State of West Virginia, hereby certify that*

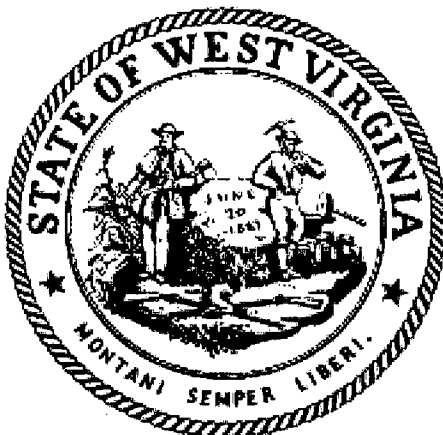
**SLEEPY HOLLOW COMMUNITY ASSOCIATION, INC.**

**Control Number: 77456**

has filed its application for "Certificate of Incorporation" in my office according to the provisions of the West Virginia Code. I hereby declare the organization to be registered as corporation from its effective date of July 6, 2005 until a certificate of dissolution has been filed with Secretary of State.

Therefore, I hereby issue this

## CERTIFICATE OF INCORPORATION



*Given under my hand and the  
Great Seal of the State of  
West Virginia on this day of  
July 6, 2005*

*Betty Ireland*

*Secretary of State*

**ARTICLES OF INCORPORATION**  
**OF**  
**SLEEPY HOLLOW COMMUNITY ASSOCIATION, INC.**  
**a West Virginia non-profit corporation.**

**FILED**  
JUL 06 2005  
IN THE OFFICE OF  
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under W. Va. Code, Chapter 31E, Article 1, Section 202, as amended, adopts the following Articles of Incorporation for such corporation, filed in duplicate:

- (1) Name: In compliance with W. Va. Code Chapter 31E, Article 4, Section 401, the name of the corporation is: SLEEPY HOLLOW COMMUNITY ASSOCIATION, INC (“Corporation”).
- (2) Non-Profit Purpose: The Corporation is nonprofit and that the Corporation may not have or issue shares of stock or make distributions.
- (3) Address of Corporation: The initial address of the principal office of said Corporation will be located at 1063 Maple Drive, Suite 3A, Morgantown, WV 26505.
- (4) Purpose: The Corporation has been established for the purpose of administering and promoting community welfare of Village at Sleepy Hollow Subdivision, a residential common interest community located in the Clinton District of Monongalia County, West Virginia (“Subdivision”).
- (5) Corporation Duties: The Corporation is charged with maintaining the collective interests of the owners of the majority of lots (“Units”) in the Subdivision rather than the individual rights of any one or more Unit owners to the extent same are contrary to the community’s interests. The responsibilities of the Corporation include, but are not limited to:

- A. maintenance, upkeep and administration of the Common Elements and Limited Common Elements as defined by West Virginia Code Chapter 36B;
- B. interpretation and enforcement of the Governing Documents, as defined in the Declaration of Common Interest Community for Village at Sleepy Hollow Subdivision (“Declaration”);
- C. upholding the community standards within the Subdivision; and
- D. upon delegation or termination of Declarant’s control of the Corporation, and/or the Corporation’s Building Control Committee, administration of the Building Control Committee.
- E. maintenance and management of Corporation funds; and
- F. all other purposes for which Unit Owner Associations are formed.

(6) Membership: The Corporation is to have members and pursuant to W.Va. Code, Chapter 31E, Article 6, Section 601, membership shall be as follows:

- A. The Corporation has one class of members designated as Class A members;
- B. Every person or legal entity who is an owner of a full or fractional fee interest in any Unit in the Subdivision, by reason of ownership, automatically be a Member of the Sleepy Hollow Property Owners Association, Inc. and be subject to these Articles of Incorporation, the Declaration, and also the Rules and Regulations, Building Control Standards, and By-Laws of the Corporation. Ownership of a Unit is the sole qualification for membership in the Corporation. Regardless of the foregoing, there is excluded from membership any person or entity having an interest in such a Unit merely as security for performance of any obligation.

- C. Members shall be subject to the rules, regulations, covenants and restrictions of these Articles of Incorporation, and also the Declaration of Common Interest Community and the Articles of Incorporation of the Corporation, the By-Laws of the Corporation, and further subject to all rules and regulations promulgated or adopted by the Corporation in accordance with the Declaration. Ownership of a Unit is the sole qualification for membership in the Corporation. Regardless of the foregoing, there is excluded from membership any person or entity having an interest in such a Unit merely as security for performance of any obligation. Following a termination of the Subdivision, all Members shall be deemed to be former Unit Owners entitled to distribution of proceeds hereunder as provided by the West Virginia Uniform Common Interest Ownership Act.
- D. All members of the Corporation are entitled to vote on all Corporation business except at such times as membership privileges are suspended by the Corporation's Board of Directors.
- E. The Corporation's Board of Directors may suspend a member's membership privileges at any time that the member's financial obligations to the Corporation are delinquent or past due or at any time that member's Unit is in violation of the provisions of the Declaration. Provided, however, that the Corporation shall give all such delinquent members not less than ten (10) days advance written notice of such suspension of privileges.
- F. The Corporation may issue articles evidencing membership.
- G. Membership in said Corporation shall automatically lapse and terminate when any member

shall cease to be an owner of any interest in a Unit in the Subdivision.

(7) Powers of the Corporation: The Corporation has all powers vested in West Virginia non-profit corporations pursuant to West Virginia Code Chapter 31E, and all powers vested in Common Interest Community Property Owner's Association pursuant to West Virginia Code 36B. The Corporation's powers include, but are not limited to, the following powers and authority to:

- A. Adopt and amend By-Laws and Rules and Regulations;
- B. Adopt and amend budgets for revenues, expenditures and reserves and collect Assessments for Common Expense from Unit Owners;
- C. Hire and discharge managing agents and other employees, agents and independent contractors;
- D. Institute, defend or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Unit Owners on matters affecting the Subdivision;
- E. Make contracts and incur liabilities;
- F. Regulate the use, maintenance, repair, replacement and modification of Common Elements;
- G. Cause additional improvements to be made as a part of the Common Elements;
- H. Acquire, hold, encumber and convey in its own name any right, title or interest to real estate or personal property, but Common Elements in the Subdivision may be conveyed or subjected to a security interest only pursuant to the provisions of the Declaration;
- I. Grant easements, leases, licenses and concessions through or over the Common Elements;
- J. Impose and receive any payments, fees or charges for the use, rentals or operation of the Common Elements and for services provided to Unit Owners;

- K. Cause to be placed or kept in effect liability insurance on Common Elements;
- L. Impose charges for late payment of Assessments and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, By-Laws and Rules and Regulations of the Corporation;
- M. Impose reasonable charges for the preparation and recordation of Amendments to the Declaration or statements of unpaid Assessments;
- N. Provide for the indemnification of its officers and Board of Directors and maintain directors' and officers' liability insurance as desirable;
- O. Assign its right to future income, including the right to receive Common Expense Assessments, but only to the extent the Declaration expressly so provides;
- P. Exercise any other powers conferred by the Governing Documents executed and delivered by the Declarant;
- Q. Exercise all other powers that may be exercised in this State by legal entities of the same type as the Corporation;
- R. Exercise any other powers necessary and proper for the governance and operation of the Corporation, and;
- S. Employ and retain such professionals and other experts whose services may be reasonably required to effectively perform these duties.

(8) The mailing address of the Corporation's initial registered office, if any, and the name of its initial registered agent at that office, if any:

Sleepy Hollow Properties, LLC  
1063 Maple Drive, Suite 3A  
Morgantown, WV 26505

- (9) The name and address of each incorporator:

Richard W. Brant  
c/o Sleepy Hollow Properties, LLC  
1063 Maple Drive, Suite 3A  
Morgantown, WV 26505

- (10) The initial number of directors of the Corporation is three (3) and the initial directors of the Corporation are;

Richard W. Brant  
c/o Sleepy Hollow Properties, LLC  
1063 Maple Drive, Suite 3A  
Morgantown, WV 26505

Susan Riddle  
c/o Sleepy Hollow Properties, LLC  
1063 Maple Drive, Suite 3A  
Morgantown, WV 26505

Paul Kokot  
c/o Sleepy Hollow Properties, LLC  
1063 Maple Drive, Suite 3A  
Morgantown, WV 26505

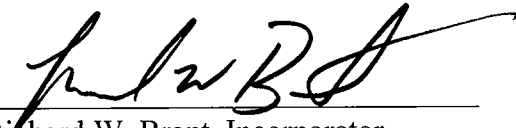
- (11) The Corporation shall indemnify any director, officer, or incorporator against expenses actually and reasonably incurred by him in connection with the defense of any claim, action, suit or proceeding against him by reason of being or having been such director, officer or incorporator, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence of misconduct in the performance of duty, and to compensate such Director or officer for

actual expenses incurred by him in carrying out his duties and obligations as an officer and/or Director.

- (12) None of the provisions of these Articles of Incorporation may be altered or amended in whole or in part in such a way as to bring them into conflict with the Declaration. With the foregoing exception, these Articles may be freely amended by unanimous action of the Board of Directors or by two-thirds majority vote of all members of the Corporation.

The undersigned, for the purpose of forming a Corporation under the laws of the State of West Virginia, does make and file this Articles of Incorporation, and has accordingly hereunto set his hand this

30<sup>th</sup> day of June, 2005.

  
Richard W. Brant, Incorporator

STATE OF WEST VIRGINIA,

COUNTY OF MONONGALIA, TO-WIT:

I, RoseAngela Reed-Nedden, a Notary Public in and for the County and State aforesaid, hereby certify that Richard W. Brant, whose name is signed to the foregoing Articles of Incorporation, bearing date the 30<sup>th</sup> day of June, 2005, this day personally appeared before me in my said County and acknowledged his signature to be the same.

Given under my hand, this 30<sup>th</sup> day of June, 2005.

My commission expires July 15, 2014.

(NOTARIAL SEAL)

RoseAngela Reed-Nedden  
NOTARY PUBLIC

