

ARTICLES OF INCORPORATION  
COACH HOMES OF KINLOCH  
HOMEOWNERS' ASSOCIATION, INC.

I, the undersigned natural person of the age of twenty-one years or more, as incorporator of a Corporation, adopt the following Articles of Incorporation for such Corporation pursuant to the Commonwealth of Virginia Nonstock Corporation Act, Title 13.1, Chapter 10, Section 13.1-801, et seq., Code of Virginia 1950, as amended (hereinafter referred to as the "Nonstock Act").

FIRST: Name. The name of the Corporation is Coach Homes of Kinloch Homeowners' Association, Inc.

SECOND: Duration. The period of duration of this Corporation is perpetual.

THIRD: Purpose and Powers.

(a) The purposes for which the Corporation is organized are as follows:

(1) to be and constitute the Homeowners' Association (hereinafter referred to as "Association") to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Coach Homes of Kinloch Homeowners' Association, Inc. (hereinafter referred to as "Declaration"), which is to be recorded in the Office of the Clerk of the Circuit Court of Goochland County, Virginia, and may be amended from time to time;

(2) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Virginia Property Owners' Association Act, Section 55-508 et seq. of the Code of Virginia, 1950, as amended (hereinafter referred to as the "Act"), the Declaration of the Association as recorded and as amended, the Bylaws and as otherwise provided by law; and

(3) to provide an entity for the furtherance of the interests of the owners of

the property subject to the Declaration; and

(4) to exercise the powers contemplated by Section 13.1-826 of the Code of Virginia, 1950, as amended, and any other powers now or hereafter conferred by law on Virginia nonstock corporations.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless otherwise indicated by the Act, the Declaration or the Bylaws, may be exercised by the Board of Directors:

(1) all of the powers conferred upon nonstock corporations by common law and the statutes of the Commonwealth of Virginia in effect from time to time;

(2) all powers, unless otherwise specified in the Act, Declaration, or Bylaws, conferred upon property owners' associations by common law and the statutes of the Commonwealth of Virginia, in effect and as amended from time to time; and

(3) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Declaration and the Bylaws, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the properties;

(b) to manage, control, operate, maintain, repair, and improve any property acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, or contract, has a right or duty to provide;

(c) to enforce covenants, conditions, rules or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration the

Bylaws, or by law;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(f) to borrow money for any purpose of the Corporation, limited in amount or in other respects as may be provided in the Declaration;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(i) to adopt, alter, and amend or repeal the Declaration or the Association's Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

(j) to provide or contract for services benefiting the property

subject to the Declaration, including, any and all supplemental municipal services as may be necessary and desirable;

(k) to do everything necessary and proper for the accomplishment of the above-stated objects, or necessary or incidental to the protection and benefit of the Association, and, in general, to carry out any lawful business necessary to the attainment of the purposes of this Association, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise.

(4) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of the Nonstock Act, and all such objects or purposes are subject to said Act. The powers specified in each of the paragraphs of this Article THIRD are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article THIRD.

FOURTH: Membership. The Corporation shall be a nonstock membership Corporation without certificates or shares of stock. Each Owner, by virtue of its ownership of a Lot subject to the Declaration, shall be a member of the Association and thereby of this Corporation. The Association will have more than one class of members. The qualifications and rights of the members of each class of members shall be as set forth in the Declaration and Bylaws.

FIFTH: Voting. Each member shall be entitled to vote in accordance with the Declaration and Bylaws of the Association. The method and manner of voting is set forth in the Declaration and Bylaws. There shall be no cumulative voting.

SIXTH: Board of Directors: The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The initial Board shall consist of three (3) members, as follows:

David Owens  
129 Broad St. Rd.  
Manakin-Sabot, VA 23103

Neil McAllister  
129 Broad St. Rd.  
Manakin-Sabot, VA 23103

Hal Hamner  
129 Broad St. Rd.  
Manakin-Sabot, VA 23103

The specific number of directors may be changed from time to time as permitted in the Bylaws. During the Declarant Control Period, the Declarant shall have the right to appoint, in its sole discretion, the members of the Board of Directors. Thereafter, the method of election and term of office, removal and filling of vacancies shall be as set forth in the Association's Bylaws which provide, in part, that the members of the Board of Directors shall be generally elected by the members of the Association.

SEVENTH: Amendments. These Articles may be amended, pursuant to the Nonstock Act, by the affirmative vote of the Board of Directors and members holding three-fourths (3/4) of the total Class "A" votes in the Association and the approval of the Class "B" Member, so long as such membership exists; provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall impair or dilute any rights of members that are granted by the Declaration.

EIGHTH: Liability of Directors. Subject to any limitations contained in the Nonstock Act, as it exists on the date hereof or as it may hereafter be amended, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of the duty of care or other duty as director; provided, however, the above provision shall not apply to the personal liability of a director of the Association:

(a) for any appropriation, in violation of his or her duties, of any business opportunity of the Association;

(b) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or

(c) for any transaction from which the director received an improper personal benefit.


Any repeal or modification of this Article Eighth by the members of the Association shall not adversely affect any right of a director or the Association existing at the time of such repeal or modification.

NINTH. Dissolution. The Association may be dissolved only as provided in the Declaration, Bylaws and by the laws of the Commonwealth of Virginia. Any dissolution shall be subject to the terms of Article Tenth hereof, if applicable.

TENTH: Definitions. All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

ELEVENTH: Registered Office and Registered Agent. The Registered Office of the Corporation shall be located in Goochland County at the following address: 129 Broad Street Road, Manakin-Sabot, Virginia 23103. David Owens, a Director of the Association and a resident of the Commonwealth of Virginia shall be the Registered Agent for the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the date  
hereinbefore set forth.

  
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Andrew G. Elmore, Incorporator

COMMONWEALTH OF VIRGINIA  
COUNTY/CITY OF Henrico, TO-WIT:

I, Amy M. Clarke, a Notary Public in and for the  
Commonwealth of Virginia, do hereby certify that ANDREW G. ELMORE, who signed the  
foregoing Articles of Incorporation of Coach Homes of Kinloch Homeowners' Association, Inc.  
has acknowledged the same before me in the jurisdiction aforesaid.

Given under my hand and notarial seal this 26 day of April,  
2004.

  
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Notary Public

My Commission Expires: 5/31/05

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, April 29, 2004*

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

**Coach Homes of Kinloch Homeowners' 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: April 29, 2004*



*State Corporation Commission  
Attest:*

*Joel H. Peck*  
Clerk of the Commission