

ARTICLES OF INCORPORATION
OF
STRASBURG STATION OWNERS' ASSOCIATION

ARTICLE 1

NAME

The name of this Corporation is Strasburg Station Owners' Association, which is hereby Incorporated as a nonstock corporation pursuant to Chapter 10, Title 13. I of the Code of Virginia of 1950, as amended.

ARTICLE 11

DEFINITIONS

Section 1. "Association" means Strasburg Station Owners' Association, a nonstock corporation, organized under the laws of the Commonwealth of Virginia.

Section 2. "Bylaws" means the Bylaws of the Association.

Section 3. "Declarant" means Alan Toothman Construction, Inc., Virginia Corporation. From and after the date of recordation of a document assigning to another person all of the rights reserved to the Declarant under the Declaration, the term "Declarant" shall mean that assignee.

Section 4. "Declaration" means the Declaration of Covenants and Restrictions for Strasburg Station Subdivision made by the Declarant and to be recorded among the land records of Shenandoah County, Virginia.

Section 5. "Lot" means a portion of the Property designated as a numbered lot of land on Exhibits A and B of the Declaration, including any dwelling or other improvements now or

hereafter appurtenant to that land, and as that Exhibit may be amended from time to time.

Section 6. "Owner" means that while he or they are in title, the Person or Persons who now or hereafter own a Lot in fee simple, but does not mean any Person whose estate or interest in a Lot exists only by virtue of an unrecorded contract or is held only as security for the payment or performance of an obligation. Each Lot within the Property shall at all times have one "Owner" within the meaning of this definition, but that "Owner" may consist of more than one Person.

Section 7. "Person" means a natural person, a corporation, partnership, trust or other entity.

Section 8. "Property" means, at any given time, the real estate then subject to the Declaration and includes all improvements and appurtenances thereto now or hereafter existing.

ARTICLE 111

PURPOSES

The purposes for which the Association is organized are to:

(1) Provide for the inspection, care, maintenance, operation, repair, repainting, remodeling, restoration, improvement, renovation, alteration, replacement and reconstruction of the Common Area, if any, and to the extent provided in the Declaration as same may be amended from time to time, of the Lots and roads and Property;

(2) Exercise all powers and rights of the Association mentioned in the

Declaration or Bylaws, or any amendments thereto hereafter made, with respect to all or any portion(s) of the Property; and

(3) Exercise the powers now or hereafter conferred by law on a Virginia nonstock corporation.

The Association does not contemplate any pecuniary gain or profit to its members.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. The members of the Association shall at all times be (and be limited to) the Persons who constitute the Owners of the Lots (including the Declarant as long as the Declarant is an Owner) and as long as there is a Class B member, the Declarant in its own right. If an Owner consists of more than one Person, all Persons who constitute that Owner shall collectively constitute one member of the Association. Membership begins for each Owner when he becomes an Owner and ends when he ceases to be an Owner.

Section 2. Classes of Membership; Voting Rights. Until the earlier of the date when three-fourths (3/4) of the Lots are owned by Owners other than the Declarant or the expiration of seven (7) years from the date the Declarant ceases to be the only Owner, the Association shall have two (2) classes of members as follows: (1) the Class A members shall consist of all Owners other than the Declarant; and (2) the Class B member shall be the Declarant. Thereafter, the Association shall have one (1) class of members consisting of all Owners, including the

Declarant as long as the Declarant is an Owner, As long as there are two (2) classes of members, each Class A member shall have one (1) vote for each Lot owned by such member, and the Class B member shall have a number of votes equal to three (3) times the aggregate number of votes of the Class A members. Thereafter, each member shall have one (1) vote for each Lot owned by

him. Should the Association be an Owner, however, the Association shall not cast a vote with respect to any Lot it owns, nor shall that vote be counted for any purpose, except for the purpose of determining whether a quorum is present at a meeting of the members.

Section 3. Quorum. A quorum shall be deemed to be present throughout any meeting of the Association if Persons entitled to cast more than one-third (1/3) of the votes of each class of membership present, in person or by proxy, at the beginning of such meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors shall be composed of the following person:

D. Alan Toothman

Woodstock, Virginia 22664

Section 2. Selection of Directors. All Directors shall serve at the pleasure of the Class B member who shall appoint, remove and replace them at will, until the first annual meeting Of the Association following the earlier of (i)_____ or (ii) the date when there

ceases to be two (2) classes of members. Beginning at that annual meeting (or at any special meeting earlier called by the Class B member for the purpose of such election) and at every annual meeting of the Association thereafter, the Board of Directors will consist of two (2) to five (5) persons elected by secret ballot, said number to be specifically set by the members. At the first annual meeting at which Directors are thus elected and at all annual meeting thereafter, directors who are elected initially or who are elected to replace directors whose terms of office are expiring, shall be elected to serve until the end of the third annual meeting following the

annual meeting at which each is elected.

Section 3. Ownership Status. No Director need be an Owner but beginning at such time as the Directors are elected (rather than appointed by the Class B member) and at all times thereafter if any Director is (either by himself or in conjunction with one or more persons) an Owner at the time of his election, he shall be deemed to have resigned at such time as he ceases to be such an Owner unless he was appointed by the Class B member.

Section 4, Notice of Directors' Meetings. In the case of any meeting of the Board of Directors where a notice of a meeting is required by law or by the Bylaws, such notice may be given orally.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of the Association is in the Town of Woodstock at 1 1 1 North Main Street, Post Office Box 557, Woodstock, Shenandoah County, Virginia 22664, at which office the initial registered agent of the Association is Michael R. Cook, a resident of Virginias and a member of the Virginia State Bar, whose business address is identical to that of the registered office.

IN WITNESS WHEREOF, the incorporator ofthe Association has executed these

Articles of Incorporation thisday of August 1999.

Incorporator.