

**ARTICLES OF INCORPORATION
OF
BLAKELY PARK POA, INC.**

(VIRGINIA NONSTOCK CORPORATION)

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned hereby establishes a Nonstock Corporation (hereinafter the Association) and states as follows:

ARTICLE I

NAME

The name of the Association is: **BLAKELY PARK POA, INC.**

ARTICLE II

MEMBERS

The Association is to have two classes of members, comprised of the following persons or entities and having the following voting rights:

Class A. Class A members shall be comprised of those persons or entities which own a fee simple interest (or an undivided fee simple interest) in, and are the record owners of title to, any lot in the Association's Development; provided, however, that Class A members shall not include (i) persons or entities holding such an interest solely as security for the performance of an obligation, or (ii) the Developer, ROBADA, LLC, its successor or assignee. Class A member shall be entitled to one (1) vote for each lot in which they hold an interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members; provided, however, that they shall vote as a group so that in no event shall more than one vote be cast with respect to any lot.

Class B. The sole Class B member shall be ROBADA, LLC, the developer of Blakely Park Subdivision, or its successor or assignee. The Class B member shall be entitled to three votes for each lot owned by it. The Class B membership shall automatically terminate and be converted into a Class A membership (with no action being required on the part of any person or entity) on the date when the last unit is deeded to homeowners.

Every person or entity who is a record owner of any lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the lot.

ARTICLE III

DISSOLUTION

If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

ARTICLE IV

AMENDMENT

Amendment of the Articles of Incorporation requires the approval of at least two-third (2/3) vote of the owners.

ARTICLE V

DIRECTORS

The Association shall be managed by a Board of Directors, the number, term, qualification, and meetings of which shall be as provided in the Bylaws of the Association. Until such Board of Directors is duly elected and qualified, an initial Board of Directors shall serve which shall consist of the following persons:

<u>Name(s)</u>	<u>Address</u>
Francisco Pasada	109 Sharon Street Harrisonburg, VA 22801
Jeffrey M. Robb	1687 Broadridge Drive Harrisonburg, VA 22801
Zackary A. Roberts	173 1st St Broadway VA 22815

ARTICLE VI

REGISTERED AGENT

The Association's initial registered agent is: Jeffrey M. Robb.

ARTICLE VII

REGISTERED OFFICE

The Association's initial registered office address which is the business address of the initial registered agent is: 1687 Broadridge Drive, Harrisonburg, VA 22801

The registered office is physically located in the City of Harrisonburg, Virginia.

ARTICLE VIII

NO AUTHORITY TO ISSUE CAPITAL STOCK

In compliance with Section 13.1-814 of the Code of Virginia, as amended, the Association shall not issue shares of stock.

ARTICLE IX

PURPOSE

The Association is organized for the purpose of:

(1) acquiring, constructing, managing, maintaining, and caring for property held by the Association or commonly held or used by the members of the Association; and

(2) promoting the recreation, health, safety and welfare of Association members and residents of Blakely Park Subdivision being known and designated as Lots 12, 13, 14, and 15 inclusive, as shown on the plat of Blakely Park, Section One dated June, 11 2009, by Simmons Surveying, P.C., Land Surveyor, to be recorded in the Clerk's Office of the Circuit Court of Rockingham County, Virginia and all other Sections of Blakely Park which may later be made a portion of this Development.

The Association shall have all powers and authority:

(1) of a property owners' association under the Virginia Property Owners' Association Act, Title 55, Chapter 26 of the Code of Virginia, as amended (hereinafter the "Property Owners' Association Act");

(2) of a nonstock corporation under the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia, as amended (hereinafter the ANonstock Act@);

(3) described in any declaration setting forth covenants, conditions, and restrictions applicable to the Blakely Park Subdivision, which Declaration has been duly

recorded in the Clerk's Office of the Circuit Court of Rockingham County, Virginia, in Deed Book 3557, Page 145 (hereinafter the "Declaration"); and

(4) of a residential real estate management association taxable as a homeowners association under Section 528 of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

Consistent with the Nonstock Act, the Property Owners' Association Act, and any Declaration setting forth covenants, conditions, and restrictions applicable to Blakely Park Subdivision, the Association shall have the power and authority to:

(1) acquire, construct, own, operate and maintain the common areas, facilities, amenities and other property within Blakely Park Subdivision;

(2) fix assessments to be levied against Association members for the sole purpose of operation and maintaining common areas, facilities, and other property in Blakely Park Subdivision; and

(3) administer and enforce the covenants, conditions, and restrictions provided for in any applicable Declaration.

In addition, the Association is being organized to carry on the exempt functions of a nonstock, not-for-profit corporation under the Nonstock Act and a homeowners association within the meaning of Section 528 of the Code, and no part of the net earning of the Association 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 private individual. The Association shall have the power to carry on business of any character whatsoever that is not prohibited by law or required to be stated in these Articles.

ARTICLE X

ANNEXATION, MERGER OR CONSOLIDATION

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles, requires approval of HUD/VA as long as there is a Class B membership.

HOOVER PENROD PLC

ATTORNEYS AT LAW

342 SOUTH MAIN STREET

HARRISONBURG, VIRGINIA 22801

www.hooverpenrod.com

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LAWRENCE H. HOOVER, JR.
OF COUNSEL

FACSIMILE
540-433-3916

TELEPHONE
540-433-2444

August 3, 2009

Office of the Clerk
State Corporation Commission
P. O. Box 1197
Richmond, VA 23209

Re: BLAKELY PARK POA, INC.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$75.00 payable to the State Corporation Commission which represents charter, filing and recording fees.

Sincerely,

HOOVER PENROD PLC


Jacob T. Penrod

JTP/psw
Enclosures
cc: Client

FIRST AMENDED DECLARATION Nov 20, 2009

**OF
COVENANTS, CONDITIONS, RESERVATIONS AND RESTRICTIONS
FOR
BLAKELY PARK**

THIS FIRST AMENDED DECLARATION, made on the date hereinafter set forth by **ROBADA, LLC**, a Virginia Limited Liability Company (hereinafter referred to as the "Declarant.")

WITNESSETH:

WHEREAS, Declarant, **Farmers & Merchants Bank**, by Joshua P. Hale (NAME) Vice President (TITLE), lender, and **John N. Crist**, Trustee for Farmers & Merchants Bank, are all to be indexed as GRANTORS; and,

WHEREAS, Declarant caused a certain Declaration of Covenants, Conditions, Reservations and Restrictions of Blakely Park (hereinafter referred to as the "Declaration") to be recorded in the Clerk's Office of the Circuit Court of Rockingham County, Virginia, in Deed Book 3557, at Page 145 on the 14th day of July, 2009; and

WHEREAS, Declarant has recorded a plat entitled "Final Plat Blakely Park, Section One" in the aforesaid Clerk's Office in Deed Book 3557, at Page 140, which contained four (4) lots; and

WHEREAS, as of the date of the recording of this Amendment, the Declaration may be amended in accordance with Article 10, Section 3 thereof by an instrument signed by not less than seventy-five percent (75%) of the Owners in Blakely Park; and,

WHEREAS, as of the signing of this Amendment, none of the original four (4) Lots of Blakely Park Section One have been sold by the Declarant and the Declarant represents 100% of the voting power; and,

WHEREAS, pursuant to the Amendment To Limited Liability Company Operating Agreement of the Declarant dated July 8, 2009, Jeffrey M. Robb, as attorney-in-fact for the Declarant, is authorized to make, execute, acknowledge and file any and all documents relevant to the Blakely Park Subdivision on behalf of the Declarant; and,

WHEREAS, the Owners representing not less than seventy-five percent (75%) of the voting power evidence their consent to this Amendment by affixing the signature of Jeffrey M. Robb, Managing Member of the Declarant at the end of this document; and,

WHEREAS, Farmers & Merchants Bank holds liens on the townhouse project as per Deed of Trust dated August 22, 2007, recorded in the aforesaid Clerk's Office in Deed Book 3170, at Page 550. The Trustee under the aforesaid Deed of Trust is John N. Crist. Farmers & Merchants Bank evidences its consent to this Amendment by affixing the signature of Joshua P. Hale (NAME), its Vice President (TITLE), at the end of this document. John N. Crist, Trustee for Farmers & Merchants Bank, evidences his consent to this Amendment by affixing his signature hereto.

NOW, THEREFORE, pursuant to and in compliance with Article 10, Section 3 of the Declaration, Declarant hereby amends the Declaration of Covenants, Conditions, Reservations and Restrictions of Blakely Park, as follows:

Section 2 of ARTICLE 4, COVENANTS FOR MAINTENANCE ASSESSMENTS, shall hereby be replaced with the following:

Section 2. Purpose of Assessments. The assessments levied by the Association shall be used exclusively for the purpose of promoting the health, safety and welfare of the residents of the Property and in particular for the administrative costs of the Association and the improvement, maintenance and repair of the Common Area.

The Association shall use such assessments and levies for the general purposes stated above, and in addition thereto shall be required to maintain and operate the following:

- (a) The Association shall provide the maintenance and repairs on improvements such as the walkways, and the storm water system. If need for such repair is caused by the willful or negligent act or omission of an Owner, his family, guests or tenants, the costs of such repairs shall be added to and become a part of the assessment to which such Lot is subject.
- (b) The Association shall maintain travel ways and parking areas. The Association shall provide snow removal for travel ways and parking areas. Each Owner of a Lot shall be deemed to have granted the Association and its agents an easement of access to such Lot for such purposes. Each Owner is responsible for the snow removal on the sidewalk(s) on his/her Lot. Each Owner shall be obligated to maintain grass cutting, plants, shrubs, trees, gardens or other landscaping features located on his/her Lot. The Owner shall perform said grass cutting of their Lot at least ten times annually so as to reasonably maintain the appearance of the grass on the Lot. The Association may, however, at its discretion (but shall not be obligated to) maintain grass cutting, plants, shrubs, trees, gardens or other landscaping features or elements located on any Lot. The Association may contract for services for the collection of garbage and trash, but shall not be obligated to do so.
- (c) The Association shall operate such recreational facilities as it deems proper for the use of the Members.

- (d) The Association shall further be in charge of the general policing and control of the entire subdivision.

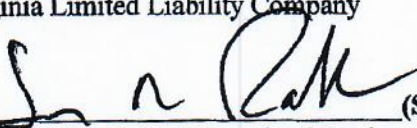
Section 4 of ARTICLE 4, COVENANTS FOR MAINTENANCE ASSESSMENTS, shall hereby be replaced with the following:

Section 4. Special Assessments for Capital Improvements. In addition to the annual assessments authorized above, the Association may levy in any assessment year, a special assessment applicable to that year only for the purpose of defraying in whole or in part, the cost of any construction, or reconstruction, or unexpected repair or replacement of a described capital improvement upon the Common Area or parking lot or travel way, including the necessary fixtures and personal property related thereto, provided that any such assessment in excess of \$200 must be approved by two-thirds (2/3) of the voting power. Voting for special assessments shall be in person or by proxy at a meeting duly called for this purpose, pursuant to the normal notice required for meeting as provided under the By-laws of the Association, or if none is provided, according to Virginia law. Such special assessment shall be payable within the time period determined by the Board of Directors.

Except as modified by this Amendment, all the terms and provisions of the Declarations of Covenants, Conditions, Reservations and Restrictions for Blakely Park are hereby expressly ratified and confirmed and shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused this Amendment to be executed by Jeffrey M. Robb, Managing Member of ROBADA, LLC, a Virginia Limited Liability Company, Joshua P. Hale (NAME), Vice President (TITLE) of Farmers & Merchants Bank, and John N. Crist, Trustee for Farmers & Merchants Bank, on this 19 day of November, 2009.


ROBADA, LLC, a
Virginia Limited Liability Company

By:  (SEAL)
Jeffrey M. Robb, Managing Member

COMMONWEALTH OF VIRGINIA,
CITY OF HARRISONBURG to-wit:

The foregoing instrument was acknowledged before me in the aforesaid jurisdiction
this 17th day of November, 2009, by Jeffrey M. Robb, Managing Member of
ROBADA, LLC., a Virginia Limited Liability Company, on behalf of the company.

My commission expires: 8/31/2012


NOTARY PUBLIC



FARMERS & MERCHANTS BANK

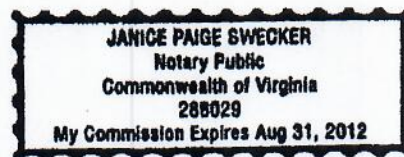
By: Joshua P. Hale (SEAL)
Joshua P. Hale, Vice President

COMMONWEALTH OF VIRGINIA,
CITY OF HARRISONBURG to-wit:

The foregoing instrument was acknowledged before me in the aforesaid jurisdiction
this 17th day of November, 2009, by Joshua P. Hale, Vice-President of
Farmers & Merchants Bank, on behalf of the Bank.

My commission expires: 8/31/2012

Janice Paige Swecker
NOTARY PUBLIC



~~FARMERS & MERCHANTS BANK~~ *onc*

By: *John N. Crist* (SEAL)
John N. Crist, Trustee

COMMONWEALTH OF VIRGINIA,
CITY OF HARRISONBURG to-wit:

The foregoing instrument was acknowledged before me in the aforesaid jurisdiction
this 19th day of November, 2009, by John N. Crist, Trustee of Farmers &
Merchants Bank, ~~on behalf of the Bank~~ *onc*.

My commission expires: 9-30-2010

ELIZABETH D. MAKELY
NOTARY PUBLIC
Commonwealth of Virginia
Reg. #166893
My Commission Expires 9-30-2010

Elizabeth D. Makely
NOTARY PUBLIC



80 2009 00036392

ROCKINGHAM COUNTY
Chaz W. Evans-Haywood
CLERK OF COURT
Harrisonburg, VA 22801

Instrument Number: 2009-00036392

As
Amendment

Recorded On: November 20, 2009

Parties: ROBADA LLC
To
NO GRANTEE

Recorded By: ROBADA LLC

Num Of Pages: 7

Comment:

**** Examined and Charged as Follows: ****

Amendment	6.50	10 or Fewer Pages	14.50
Recording Charge:	21.00		

**** THIS PAGE IS PART OF THE INSTRUMENT ****

I hereby certify that the within and foregoing was recorded in the Clerk's Office, For: ROCKINGHAM COUNTY, VA

File Information:

Document Number: 2009-00036392

Receipt Number: 155655

Recorded Date/Time: November 20, 2009 09:20:11A HARRISONBURG VA 22801

Book-Vol/Pg: Bk-OR VI-3624 Pg-145

Cashier / Station: A Pittman / Cash Station 3

Record and Return To:

ROBADA LLC



THE STATE OF VIRGINIA
COUNTY OF ROCKINGHAM

I certify that the document to which this authentication is affixed is a true copy of a record in the Rockingham County Circuit Court Clerk's Office and that I am the custodian of that record.


CLERK OF COURT
ROCKINGHAM COUNTY, VIRGINIA