

ARTICLES OF INCORPORATION
OF
CRESCENT RIDGE TOWNHOMES HOMEOWNERS' ASSOCIATION

I hereby form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

1. **Name.** The name of the Corporation is: **Crescent Ridge Townhomes Homeowners' Association** (the "Association").
2. **Purpose.** The Association is formed as a property owners' association in accordance with Chapter 26 of Title 55.1 of the 1950 Code of Virginia, as amended, known as the Property Owners' Association Act, for the administration of the subdivision known as Crescent Ridge located on the northern side of Taylor Spring Lane in Central District, Rockingham County, Virginia, being Crescent Ridge Townhomes, Section 1, including Lots 11-9, 54-62 and 124-130, inclusive and subsequent subdivision plats of the property added by recorded supplemental declarations (the "Property"). The Property is more particularly described in the Crescent Ridge Townhomes Declaration of Covenants, Conditions, Restrictions and Easements, hereafter recorded in the Clerk's Office of the Circuit Court of Rockingham County, Virginia, as amended from time to time (the "Declaration"). The Association shall provide for the management, maintenance, and care of the association property (as that term is defined in Section 528(c)(5) of the Internal Revenue Code of 1986, as amended) and in connection therewith, to:
 - (a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the above-referenced Declaration and the Bylaws of the Association (the "Bylaws"), which together with these Articles are referred to as the "Association Instruments". For the purposes hereof, the initial owner of the land described in and subject to the Association Instruments, who is the party executing the Association Instruments, shall be referred to as the "Declarant."
 - (b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Association Instruments; and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association.
 - (c) exercise any and all powers, rights, and privileges that a corporation organized under the Virginia Nonstock Corporation Act (the "Act") by law may now or hereafter have or exercise.
 - (d) None of the above purposes is intended to or shall be interpreted or construed in any way to conflict with or expand upon the specific purpose first hereinabove mentioned in such a way as to cause the Association to lose or not qualify for the exemption from income taxes provided by Section 528 of the Internal Revenue Code of 1986, as amended.

3. Membership. Each owner of a Lot (as defined and further described in the Declaration, which now or hereafter shall be recorded in the above-referenced Clerk's Office and may be amended from time to time) shall be a member of the Association.

4. Voting Rights. The voting rights of the members, including a statement of the qualifications and rights of the members, and any provisions conferring, limiting or denying the right to vote, shall be set forth in the Declaration, which now are or hereafter shall be recorded in the above-referenced Clerk's Office and may be amended from time to time.

5. Initial Board of Directors. Pursuant to Section 13.1-814.1. of the Code of Virginia of 1950, as amended, provisions regarding the Board of Directors of the Association, including, without limitation, the number of directors, election to the board, quorums, voting by directors and vacancies on the board, shall be as set forth in the Bylaws.

6. Registered Office and Registered Agent. The address of the Association's initial registered office is 2340 South Main Street, Harrisonburg, Virginia 22801. The name of the city in which the initial registered office is located is the City of Harrisonburg, Virginia. The name of the initial registered agent is Chad Branson, who is a resident of the Commonwealth of Virginia and a Director of the Corporation, and whose business address is the same as the initial registered office of the Corporation.

7. Limitation on Liability. In any proceeding brought by or on behalf of the Association, the damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed one dollar, unless the officer or director engaged in willful misconduct or a knowing violation of the criminal law. Under no circumstances shall the damages assessed against an officer or director in any proceeding exceed the limit specified in the Act.

8. Indemnification of Directors and Officers. Every individual, and his estate, heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitrative or investigative, and whether or not by or in the right of the Association, by reason of his being or having been a director or officer of the Association or, at its request, of any other association, or by reason of his serving or having served at the request of the Association and in connection with a partnership, joint venture, committee, trust, employee benefit plan or other enterprise, shall be indemnified by the Association against expenses (including attorneys' fees), judgments, fines, penalties, awards, costs or amounts paid in settlement and liabilities of all kinds, actually incurred by him in connection with or resulting from such action, suit or proceeding to the fullest extent permitted under the Act, without limitation upon any other right to indemnification to which such individual may otherwise be entitled. The Association may, but shall not be required to, purchase on behalf of such individual insurance against liability asserted against or incurred by him in his capacity as a director or officer of the Association, or arising from his status as such, whether or not the Association would have power to indemnify him against the same liability under the provisions of the Act.

DATED: January 30, 2020



Dean M. Nichols, Incorporator

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