

**ARTICLES OF INCORPORATION
OF
GRIFFIN SUBDIVISION PROPERTY OWNERS' ASSOCIATION, 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: **GRIFFIN SUBDIVISION PROPERTY OWNERS' ASSOCIATION, 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, Cosner Development, LC, a Virginia Limited Liability Company, 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 Cosner Development, LC, a Virginia Limited Liability Company, the developer of Griffin 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 X

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>
Randy S. Cosner	P. O. Box 609, Broadway, VA 22815
Kathy See	P. O. Box 609, Broadway, VA 22815
Debbie Dove	P.O. Box 609, Harrisonburg, VA 22801

ARTICLE VI

REGISTERED AGENT

The Association's initial registered agent is: Laura S. Evick.

The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.

ARTICLE VII

REGISTERED OFFICE

The Association's initial registered office address that is the business address of the initial registered agent is: 92 North Liberty Street, Harrisonburg, Virginia 22802.

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 Griffin Subdivision being known and designated as Lots 5A – 5D, inclusive, as shown on the "Plat Showing Division of Lot 5 Heritage Villas" dated September 1, 2004, by Jerry L. Sheffer, L.S., recorded in the Clerk's Office of the Circuit Court of Rockingham County, Virginia, in Deed Book 2580, Page 680.

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 "Nonstock Act");
- (3) described in any declaration setting forth covenants, conditions, and restrictions applicable to the Griffin Subdivision Subdivision, which Declaration has been duly recorded in the Clerk's Office of the Circuit Court of Rockingham County, Virginia, in Deed Book 2580, Page 684 (hereinafter the "Declaration"); and

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 17, 2005

The State Corporation Commission has found the accompanying articles submitted on behalf of

GRIFFIN SUBDIVISION PROPERTY OWNERS' ASSOCIATION,
INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective October 17, 2005.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner