

ARTICLES OF INCORPORATION

MEADOWBROOK PROPERTY OWNERS ASSOCIATION

The undersigned, acting as incorporator, adopts the following Articles of Incorporation under the provisions the Virginia Non-Stock Corporation Act, Title 13.1, Chapter 10, of the 1950 Code of Virginia, as amended:

ONE

The name of the corporation is **Meadowbrook Property Owners' Association**.

TWO

The corporation is organized as the property owners' association defined, described and established in the Declaration of Covenants, Conditions and Restrictions of **Meadowbrook Subdivision** (the "Declaration"), which instrument is to be recorded in the Clerk's Office of the Circuit Court of Rockingham County, Virginia. The corporation shall be a "property owners' association," as defined in § 55-509 of the Virginia Property Owners' Association Act (Virginia Code, § 55-508, *et seq.*) and a "community association," as defined in § 13.1-814.1 of the Virginia Nonstock Corporation Act (Virginia Code, § 13.1-801, *et seq.*). Nevertheless, the Corporation may transact any and all business as may be performed by a corporation under Virginia law.

THREE

The corporation shall have two (2) classes of membership. The designation of each class and the qualifications and rights of the members of each class, including voting rights, shall be set forth in the corporation's bylaws.

FOUR

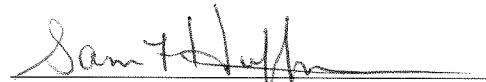
The number of directors shall be fixed in the corporation's bylaws, but shall not be less than three (3) or more than nine (9). Directors shall be elected by the members of the corporation according to the corporation's bylaws.

Directors shall be divided into three (3) groups, Group I, Group II and Group III, with each group having at least one director. At the first annual meeting of the corporation at which directors are elected, directors in each group shall be elected. The term of the Group I directors shall expire at the first (1st) annual meeting after their election, the term of the Group II directors' shall expire at the second (2nd) annual meeting after their election and the term of the Group III directors shall expire at the third (3rd) annual meeting after their election. At each annual meeting of the corporation thereafter, the successors to the group of directors whose terms then expire shall be identified as being of the same class as the directors they succeed and elected to hold office for a term expiring at the third (3rd) annual meeting of the corporation after their election.

FIVE

The post office address of the initial registered office of the corporation is **3731 Davis Road, Penn Laird, Virginia 22846**. The name of the **County** in which the initial registered office is located is **Rockingham**. The name of its initial registered agent is **Sam F. Huffman**, who is a resident of Virginia and a director of the corporation and whose business office is identical with the initial registered office of the corporation.

Dated: September 5, 2005


Sam F. Huffman, Incorporator

Submit the original, signed articles to the Clerk of the State Corporation Commission, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1st floor, Richmond, Virginia 23219), along with a check for the charter and filing fees for the total amount, payable to the State Corporation Commission. PLEASE DO NOT SEND CASH. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

\$ 75.00