

ARTICLES OF INCORPORATION
FOR
RAVEN POINTE HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby associates to form a non-stock corporation under the provisions of Chapter 10, Title 13.1, Code of Virginia (1950), as amended, and to that end sets forth the following:

A. NAME: The name of the Corporation is RAVEN POINTE HOMEOWNERS ASSOCIATION, INC.

B. REGISTERED OFFICE: The street address of said initial registered office is ^{P.O. Box 809,} 21 South Loudoun Street, Winchester, Virginia 22604. The name of the City in which the registered office is located is Winchester, Virginia.

C. REGISTERED AGENT: The name of the initial registered agent is Stephen L. Pettler, Jr., who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar whose business office is the same as the registered office of the Corporation, namely: P. O. Box 809, 21 South Loudoun Street, Winchester, Virginia 22604.

D. INCORPORATOR: The name and address of the Incorporator is as follows:

Stephen L. Pettler, Jr.
P. O. Box 809
Winchester, VA 22604

E. DISSOLUTION: The Corporation may be dissolved with the assent of two-thirds (2/3) or more of the votes entitled to be cast by members present at a meeting called for such purpose. Upon dissolution of the Corporation, other than incident to a merger or a consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, to similar purposes.

F. MEMBERSHIP: Every person or entity who is a record owner of a fee, or each person who

is a record owner of an undivided fee interest, in any lot in Raven Pointe Section 5 Subdivision and all future Sections of the Raven Pointe Subdivision which may hereafter be developed and which shall be subject, by covenants of record, to assessments by the Corporation (including contract sellers) are eligible to be members of the Corporation. A "Lot" shall mean and refer to any of the lots designated upon the plat of Raven Pointe Section 5 Subdivision and upon the plats for any and all future Sections of the Raven Pointe Subdivision which may hereafter be developed as now recorded or as may be hereafter recorded, with the exception of lots which are or may be described as common areas, access easements and / or parking areas. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Corporation. Ownership of such Lot shall be the sole prerequisite for membership. Notwithstanding the foregoing, only one Voting Right shall be accorded per Lot regardless of the number of owners holding an interest in a Lot. All persons or entities holding a jointly held fee interest or an undivided fee interest in a Lot shall be members of the Corporation. This Section E is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

G. VOTING RIGHTS: Each Lot shall be entitled to one (1) Voting Right. The Voting Right for any Lot owned by more than one person or entity shall be exercised as the Members owning an interest in the Lot shall determine among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot. If the Members owning an interest in the Lot are unable to unanimously agree upon the exercise of the Voting Right for a Lot, then that Lot and its Members shall be disqualified from voting. Such disqualification does not effect the participation of the Members in the vote for the purposes of determining a quorum.

H. AMENDMENT: The Articles of Incorporation of this Corporation may be amended so long as said proposed amendment is approved by at least two-thirds (2/3) of the members entitled to vote thereon.

I. INITIAL DIRECTORS: The initial Directors of the Corporation are:

J. P. Carr

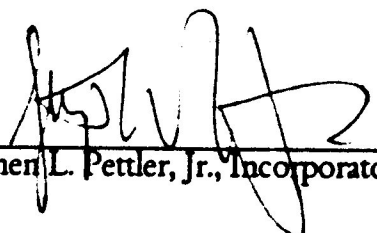
James W. Petry

Fred L. Glaize, III

J. ELECTION OF SUBSEQUENT DIRECTORS: New directors shall be elected at the annual meeting of Members or at a special meeting called for that purpose as provided by law. Directors shall be elected by a plurality of the votes cast at such election. Directors shall serve until the date herein fixed for the next annual meeting of Members and until the election and qualification of their respective successors. Directors must be Members. There shall be a minimum of three (3) Directors and a maximum of five (5) Directors. The Directors shall not be paid a Director's fee, but shall be reimbursed their reasonable expenses. Each Director shall serve for a term of one (1) year.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinabove named, does hereby further certify that the facts hereinabove stated are truly set forth and, accordingly, have hereunto set my hand and seal.

DATED this 12th day of July, 2005.


_____(SEAL)
Stephen L. Pettler, Jr., Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JULY 21, 2005

The State Corporation Commission has found the accompanying articles submitted on behalf of
RAVEN POINTE HOMEOWNERS ASSOCIATION, INC.

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

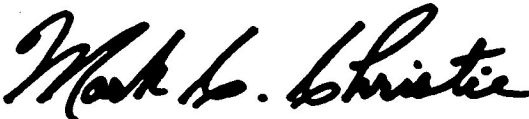
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective July 21, 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

A handwritten signature in black ink, reading "Mark L. Christie". The signature is written in a cursive, flowing style.

Commissioner