

ARTICLES OF INCORPORATION
OF
WOOD CREST PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under Section 27, Article 1, Chapter 31, of the Code of West Virginia, 1931, as amended, adopts the following Articles of Incorporation for such corporation, filed in duplicate:

- (I) The undersigned agrees to become a corporation by the name of Wood Crest Property Owners Association, Inc.
- (II) The address of the principal office of said corporation will be located at 1150 Greenbag Road, Morgantown, County of Monongalia, State of West Virginia 26505.
- (III) The purpose or purposes for which the corporation is formed are as follows:
 - (1) To promote the community welfare of property owners in the residential community to be located in Morgan District, Monongalia County, West Virginia, known as Wood Crest, hereinafter referred to as the "Subdivision", and to exercise the powers and functions granted to it in, or pursuant to, the Restrictive Covenants applicable to the Subdivision and any other restrictive covenants that may hereafter be recorded in respect to the Subdivision.
 - (2) To build, maintain, repair, and rebuild all streets and roadways within the Subdivision; to build and maintain recreational areas in said Subdivision.
 - (3) To provide for the payment of taxes and assessments, if any, that may be levied by governmental authority upon any area in the Subdivision that may be conveyed to the Association.

- (4) To enforce charges, assessments, restrictions, conditions, covenants and servitudes existing upon and created for the benefit of the property over which the Association may have jurisdiction; to pay all expenses incidental thereto; to enforce the decisions and rulings of the Association and to pay all expenses in connection therewith.
- (5) To levy an annual charge upon the members of the Association; to ensue and collect any of such charges if not paid; to impose a lien against any real estate in the Subdivision that is owned by a delinquent member of the Association for any charge that is not paid within Ninety (90) days of being due and to foreclose any such lien. Each year the Board of Directors of the Association shall consider the current maintenance needs and future needs of the Association and based upon its needs shall fix the amount of the annual charge herein provided for which shall not be less than Fifty Dollars (\$50.00) in respect to each Unit and which shall be as the Board of Directors deems fair and equitable. Special assessments may be levied during each year if deemed necessary. Nothing contained in this paragraph 5 does or is intended to or shall be construed to create in the Association a power to levy or make any charge of any kind against Michael D. Walls and Bonnie L. Walls, the Developers of Wood Crest.
- (6) To appoint such committees as may be needed by the Association in discharging the duties imposed upon it, including but not limited to, a membership committee, a building control committee, a traffic control committee, a budget and dues assessment committee, a maintenance committee, an audit committee, and a rules committee.
- (7) To acquire by gift, purchase, or other means, and/or to own, hold, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber or dedicate for public use, real or personal property in connection with the business of this Association.

- (8) To borrow money and give security therefore, to expend money borrowed or collected by the Association from assessments or charges and other sums received by the Association for the payment and discharging of all proper costs, expenses and obligations incurred by the Association in carrying out all of the purposes for which the Association is formed.
- (9) To do any and all lawful things and acts and to have any and all lawful powers which a corporation organized under West Virginia law may do and have, and, in general, to do all things necessary and proper to accomplish the foregoing purposes, including the specific power to appoint any person as its agent to collect or assess levies by the Association and to enforce the Association's liens for unpaid assessments and charges or any other lien owned by the Association.

(IV) Provisions for the regulation of the internal affairs of this corporation are:

- (1) The membership of the Association shall be persons or corporations who are owners, legal or equitable (except not to include equitable owners of a security interest), of lots within the confines of the perimeters designated on the plat of Wood Crest, recorded as aforesaid.

Ownership of a lot automatically makes the owner or owners of said lot a member of the Association and such membership shall not be subject to the approval of the Board of Directors or other members of said corporation.

- (2) Membership in said Association shall lapse and terminate when any member shall cease to be an owner of a lot in the Subdivision.
- (3) Meetings of members, including both annual and special meetings, shall be held at such time and place, either within or outside of the State of West Virginia, as may be provided in the By-Laws of the Association.
- (4) When title to a lot in said Subdivision is in the name of two or more persons, all of the joint owners shall automatically be members of the Association, but such ownership shall be limited to one vote for each lot jointly owned by them.

- (5) The Board of Directors of the Association shall have the right to suspend the privileges and rights of a member to vote and to use the recreational facilities of the Association of any member (i) for any period during which any Association charge owed by the member remains unpaid and delinquent (ii) during the period of any continuing violation of the restrictive covenants of the Subdivision, after the existence of the violation shall have been declared by the Board of Directors of the Association; and (iii) while any bill for road repairs or other lawful charges owed by the member shall remain unpaid; however, when such delinquent unpaid charge or violation has been paid or corrected, the right of such member shall immediately be restored.
- (V) The Association is not authorized to issue any capital stock and shall not be conducted for profit. No part of the income of said Association shall inure to the benefit of any member, Director or officer of said Association, other than that indirectly resulting from the carrying out of the business of the Association. In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, officer, or director of said Association shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and all property received by said Association, after payment of all debts and obligations, shall be applied to such public or charitable purposes as shall be determined by the Judge of the Circuit Court of Monongalia County, West Virginia, as provided by Chapter 31, Article 1, Section 27 of the West Virginia Code, 1931, as amended.
- (VI) The full names and addresses of the incorporators are as follows:
- Steven M. Prunty
Fusco & Newbraugh, L.C.
2400 Cranberry Square
Morgantown, WV 26505

- (VII) The existence of this corporation is to be perpetual.
- (VIII) The name and address of the appointed person to whom notice of process may be sent is as follows:

Michael D. Walls, Developer
1150 Greenbag Road
Morgantown, WV 26505

- (IX) The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are as follows:

Michael D. Walls, President

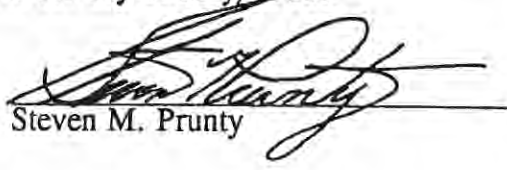
Bonnie L. Walls, Secretary-Treasurer

The Association shall indemnify any Director, officer, or incorporator against expenses actually and reasonably incurred by him in connection with the defense of any claim, action, suit or proceeding against him by reason of being or having been such director, officer or incorporator, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence of misconduct in the performance of duty, and to compensate such Director or officer for actual expenses incurred by him in carrying out his duties and obligations as an officer and/or Director.

- (X) None of the provisions of these Articles of Incorporation may be altered or amended in whole or in part in such a way as to bring them into conflict with the restrictive covenants and deed restrictions now or hereafter made applicable to the Subdivision, nor during the first year of operation without the approval of the West Virginia State Department of Health. With the foregoing exception, these Articles may be freely amended by unanimous action of the Board of Directors or by two-thirds majority vote of all eligible voters.

The undersigned, for the purpose of forming a corporation under the laws of the

State of West Virginia, does make and file this Articles of Incorporation, and has accordingly hereunto set his hand this 8th day of May, 1995.


Steven M. Prunty

STATE OF WEST VIRGINIA,
COUNTY OF MONONGALIA, TO-WIT:

I, JEFFREY A. RAY, a Notary Public in and for the County and State aforesaid, hereby certify that Steven M. Prunty, whose name is signed to the foregoing Articles of Incorporation, bearing date the 8th day of May, 1995, this day personally appeared before me in my said County and acknowledged his signature to be the same.

Given under my hand, this 8th day of MAY, 1995.

My commission expires August 29, 2004

(NOTARIAL SEAL)




NOTARY PUBLIC

STATE OF WEST VIRGINIA,
MONONGALIA COUNTY, TO-WIT,

I, THELMA J. GIBSON, Clerk of the County Commission of the County aforesaid, do certify that the aforesaid writing, together with the certificates thereto attached, was this day presented to me in my office, and was admitted to record therein, at 9:01 o'clock A.M.

Given under my hand this 19 day of MAY, 1995


Thelma J. Gibson, Clerk