

**ARTICLES OF INCORPORATION
BOXWOODGREEN
HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Virginia Nonstock Corporation Act VA. code 13.1-201, et seg.), the undersign has this day formed a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is BoxwoodGreen Home Owners Association, Inc., hereafter called the "Association". It is formed pursuant to the subdivision ordinances of Franklin County

ARTICLES II

The principle office of the Association is physically located at 3434 Mudlick Road, S. W. City of Roanoke. Virginia 24018.

ARTICLE III

The initial Registered Agent shall be Ralph B. Rhodes with Hutcherson & Rhodes, 118 Main Street, Rocky Mount, Virginia, 24151, who is a member of the Virginia State Bar and a resident of the Commonwealth of Virginia.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots or units and common areas within that certain tract of real property known as BoxwoodGreen, as it may be constituted from time to time, owned and developed by Alouf Construction & Development Co. (hereafter referred to as the "Developer") and initially recorded as a 123.127 acre tract (See BoxwoodGreen Plat for actual acreage) acquired by Developer by deed recorded in the office of the Clerk of the Circuit Court of Franklin County, Virginia, in Deeds Book 549, Page 473 and subsequently restricted by the Declaration of Covenants recorded in the aforesaid Clerk's Office in Deed Book 549, Page 818. A more particular description of said real property may be obtained from the Clerk of the Circuit Court of Franklin County, Virginia.

It shall be the further purpose of this Association to promote health, safety and welfare of the residents within such property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

For the above stated purposes, this Association shall have the power to:

- (a) Exercise all the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, hereinafter called the "Declaration", applicable to the real property and now recorded in the land books of Franklin County, Virginia, as referenced hereinabove, and as the same may be amended from time to time as necessary for the proper development and maintenance of the real estate described above.
- (b) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Virginia Nonstock Corporation Act may now hereafter have or exercise.

ARTICLE V
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be lot owners. When more than one person holds an interest in any waterfront lot or interior lot, all such persons shall be members. The vote for such lot, shall be exercised as the members shall determine, but in no event shall more than one vote be cast with respect to any such lot (with the exception, for so long as there shall be a Class B membership, of the Developer).

A lot shall mean any lot in the BoxwoodGreen Subdivision be it water front or interior which has no waterfront.

Class B. The Class B members shall be the Developer, A Virginia Corporation, which shall be entitled to (5) votes for each lot owned, under construction or planned in the overall development plan for BoxwoodGreen. The Class B membership shall by definition control a majority of the votes of the Association for a period of time therein defined as Developer Control Period. The Developer Control Period shall cease when the Developer, at its election, terminates such Class B membership.

Following the termination of the Developer Control Period, the Class B Membership shall continue and each lot owned by the Developer shall be entitled to (5) votes per lot or unit, unless the Developer has terminated Class B Membership.

The Class B member shall not be required to pay assessments.

ARTICLE VII¹
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors who may appoint officers and/or committees as it sees fit. The Board of Directors shall develop an annual budget and make assessments to Class A members. The initial Board shall have five (5) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of the successors are:

NAME	ADDRESS
Gail O. Alouf	3434 Mudlick Road, S. W. Roanoke, Virginia 24018
R. Thomas Alouf. Jr.	8700 Boones Chapel Road Boones Mill, Virginia 24065
Raymond Thomas Alouf Sr.	3434 Mudlick Road, S. W. Roanoke, Virginia 24918
Sally B. Garst	2302 Winthrop Street, S. W. Roanoke, Virginia 24015
James K. McKelvey	5 Lightfield Road White House Station, New Jersey 08889

¹ Original Articles of Incorporation did not include an Article VI

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent of more than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance; such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX
AMENDMENT

A proposed amendment to these Articles shall be adopted upon receiving more than two-thirds (2/3) of each class entitled to be cast by members present or represented by proxy at the meeting at which such proposed amendment is considered.

ARTICLE X
INDEMNIFICATION

Every person now or hereafter a director or officer of the Association (and his heirs, executors and administrators) shall be indemnified by the Association to the full extent permitted or required under Virginia law, and in addition, he shall be indemnified further against all liabilities, judgments, fines, penalties and other costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a director or officer of the Association (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall have finally been adjudged in such action, suit or proceeding to be liable by reason of his gross negligence or willful misconduct in the performance of his duties as such director or officer. Such right of indemnification, and the power of the Association to make all such indemnity, is hereby created pursuant to Virginia Code Section 13.1-704 and shall exist independently of, and without the requirements of determination and authorization under Virginia Code Section 13.1-701. Such right of indemnification shall not be deemed exclusive of any right to which he may be entitled under any other indemnification by law or agreement.

In WITNESS WHEREOF, for the purposes forming this Corporation, under the laws of the Commonwealth of Virginia, the undersigned, the incorporator of this Association, has executed these Articles of Incorporation on the 25th day of January, 1995.

_____/S/
Gail O. Alouf
Incorporator