

Carl Epley obtained from  
SCC July 2007

ARTICLES OF INCORPORATION  
OF  
MALLARD POINT  
HOME OWNERS' ASSOCIATION, INC.

In compliance with the requirements of the Virginia Nonstock Corporation Act (Va. code, Section 13.1-801, et seq.) the undersigned has this day formed a corporation not for profit and does hereby certify:

ARTICLE I.

The name of the corporation is Mallard Point Home Owners' Association, Inc., hereinafter called the "Association". It is formed pursuant to the ordinances of Pulaski County, Virginia.

ARTICLE II.

The principal office of the Association is located at Route 1, Box 254, Dublin, Virginia.

ARTICLE III.

The initial Registered Office of the Association shall be located at Route 1, Box 254, Dublin, Pulaski County, Virginia 24084, and the initial Registered Agent shall be Richard Bruce Cunningham who is an officer and director of the Association, a resident of the Commonwealth of Virginia, and whose business address is the same as the address of the initial Registered Office.

ARTICLE IV

PURPOSE AND POWERS OF 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 Mallard Point owned and developed by The Mallard Point corporation, a Virginia corporation.

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

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

(a) exercise all of the powers and privileges and perform all the duties and obligations of the Association as set forth in that certain Declaration of Restrictive Covenants, hereinafter called the "Declaration", applicable to the real property and now recorded or to be recorded in the land books of Pulaski County, Virginia, and as the same may be amended from time to time as therein provided, and further as set forth in the By-laws of this Corporation. The Corporation shall have the further purpose to perform any and all contracts necessary for the proper development and maintenance of the real estate described above. Said Declaration is incorporated herein as if set forth at length, and the terms "Association", "lot owner", "unit owner", "common areas", "lot", and "Declarant/Developer" shall have the same meaning herein as in the Declaration or By-laws as the case may be.

(b) fix, levy, collect and enforce payment by any

lawful means, of all charges or assessments pursuant to the terms of the Declaration and amendments thereto; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property of the Association.

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) borrow money, and with the authorization of more than two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by members. No such dedication or transfer shall be effective unless authorized by the vote of more than two-thirds (2/3) of each class of members;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of more than two-thirds (2/3) of each class of members;

(g) construct, own, transfer and maintain any and all

sewer/septic and water/well systems in connection with said development; and

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Virginia Nonstock Corporation Act by law may now or hereafter have or exercise.

#### ARTICLE V

#### MEMBERSHIP

Every person or entity who is a record owner of a free or undivided fee interest in a lot or unit which is subject to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performances of an obligation. Membership shall be appurtenant to any may not be separated from ownership of any lot which is subject to assessment by the Association.

#### ARTICLE VI

#### VOTING RIGHTS

The Association shall have two classes of voting membership:

(a) Class A. Class A members shall be all Unit Owners (with the exception of the Declarant/Developer) and shall be entitled to one (1) vote for each Unit owned. When more than one person holds an interest in any Unit all persons shall be members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

(b) Class B. The Class B member shall be the Declarant/Developer, and shall be entitled to a total number of votes equal to the total number of votes of all Class A members plus two, so that the Declarant/Developer will have a number of votes equal to a majority of the total votes of all members of the Association. The Class B membership shall cease and terminate at such time that the Declarant/Developer has no rights or interest in the Property, which shall include any property annexed under the terms of this Declaration, but shall, in any case, terminate on the tenth (10th) anniversary of the date of this Declaration. At any time the Declarant/Developer or its successors holding rights to cast votes as a Class B member of the corporation desires to terminate such Class B voting rights, the same may be terminated at the sole discretion of the Declarant/Developer without limitation.

The Declarant/Developer is absolutely free to transfer any interest that it may have in the development and upon such transfer the transferee shall succeed to any remaining voting right held by the Declarant/Developer.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors. The initial Board shall have three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

R. Bruce Cunningham  
Route 1, Box 254

Dublin, Virginia 24084

C. Clarke Cunningham III  
P.O. Box 3374  
Radford, Virginia 24141

William K. Cunningham  
P.O. Box 3374  
Radford, Virginia 24141

At the first annual meeting of the members, the members shall elect one-third (1/3) of the directors for a term of one year, one-third (1/3) of the directors for a term of three years; thereafter, the directors shall be elected for three-year terms.

The Association may in its by-laws and by amendment thereto increase the number of directors.

#### 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 purposes similar to those for which this 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 XI AMENDMENT

A proposed amendment to these Articles shall be adopted upon more than two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at the meeting at

which such proposed amendment is considered.

IN WITNESS WHEREOF, for the purposes of forming this corporation, under the laws of the Commonwealth of Virginia, the undersigned, the incorporator of this 23rd day of May, 1988.

  
R. Bruce Cunningham

324117

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
July 7, 1988

## CERTIFICATE OF INCORPORATION

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

MALLARD POINT HOME OWNERS' ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ordered that this

## CERTIFICATE OF INCORPORATION

be issued, and admitted to record with the articles in this office of the Commission, effective July 7, 1988.

This order and its accompanying articles will be forwarded for filing in the office of the Clerk of the Circuit Court of Pulaski County following admission to the records of the Commission.

STATE CORPORATION COMMISSION

By Elizabeth B. Lacey  
Commissioner

Court Number: 177

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