

ARTICLES OF INCORPORATION
OF
COURTYARD AT REDFIELDS HOMEOWNERS' ASSOCIATION, INC.

The undersigned hereby forms a nonstock corporation under the provisions of Chapter 10 of Title 13.1, Section 13.1-801 et seq. of the Code of Virginia 1950, as amended, and to that end adopts the following Articles of Incorporation for such Association.

ARTICLE I – Name

The name of the Association is Courtyard At Redfields Homeowners' Association, Inc.

ARTICLE II - Duration

The period of duration of this Corporation is perpetual.

ARTICLE III – Powers and Purposes

The purposes and powers of the Association are as follows:

(a) The purposes for which the Corporation is organized are as follows:

(1) to be and constitute the homeowners Association (hereinafter referred to as "Association") to which reference is made in the Restated and Amended Courtyard At Redfields Declaration of Covenants (hereinafter referred to as "Declaration"), which will be recorded in the Office of the Clerk of the Circuit Court of Albemarle County, Virginia, and may be amended from time to time;

(2) To manage, maintain and care for common areas, if any,

(3) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Virginia Property Owners' Association Act, Section 55-508 et seq. of the Code of Virginia, 1950, (hereinafter referred to as

the "Act") and the Declaration of the Association as recorded and as amended and as otherwise provided by law; and

(4) to provide an entity for the furtherance of the interests of the owners of the property subject to the Declaration; and

(5) to exercise the powers contemplated by Section 13.1-826 of the Nonstock Act, as amended, and any other powers now or hereafter conferred by law on Virginia nonstock corporations.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless otherwise indicated by the Act or the Declaration, may be exercised by the Board of Directors:

(1) all of the powers conferred upon nonstock corporations by common law and the statutes of the Commonwealth of Virginia in effect from time to time;

(2) all powers, unless otherwise specified in the Act or the Declaration, conferred upon property owners' associations by common law and the statutes of the Commonwealth of Virginia, in effect and as amended from time to time; and

(3) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles or the Declaration, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the properties;

(b) to manage, control, operate, maintain, repair, and improve the

common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, or contract, has a right or duty to provide;

(c) to enforce covenants, conditions, rules or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or by law;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(f) to borrow money for any purpose of the Corporation, limited in amount or in other respects as may be provided in the Declaration;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with, or in association with, any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in

such corporations, firms or individuals;

(i) to adopt, alter, and amend or repeal the Declaration or the Association's Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

(j) to provide or contract for services benefitting the property subject to the Declaration, including any and all supplemental municipal services as may be necessary and desirable;

(k) to do everything necessary and proper for the accomplishment of the above-stated objectives, or necessary or incidental to the protection and benefit of the Association, and, in general, to carry out any lawful business necessary to the attainment of the purposes of this Association, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise.

(4) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objectives or purposes herein set out shall be construed to authorize the Association to do any act in violation of the Nonstock Act, and all such objectives or purposes are subject to said Nonstock Act. The powers specified in each of the paragraphs of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article III.

ARTICLE IV – Membership

All Owners of Lots subject to the Declaration shall be members of the Association. Any creditor of an Owner who becomes an Owner by acquiring title to a Lot pursuant to foreclosure or any other proceeding or deed in lieu of foreclosure shall be a member of the Association. Governmental entities and tenants of Owners of Lots shall not be members of the Association.

ARTICLE V - Voting

The Association shall have one class of voting membership, which shall be Class A. Class A members shall consist of all of the Owners of a Lot. The Owner of each Lot shall be entitled to cast one (1) vote for each Lot owned. There shall be no cumulative voting.

ARTICLE VI – Directors

The affairs of the Association shall be managed under the direction of a Board of Directors. The initial Board of Directors will consist of seven (7) members and thereafter, the number of Directors shall be determined by the Bylaws and the Directors shall be elected by the members of the Association at the annual meeting of the Association in accordance with the Bylaws. Initially, elected Directors shall serve for one (1) and two (2) year terms in accordance with the Bylaws. Thereafter, Directors shall be elected to serve for terms as set forth in the Bylaws. Upon the death, resignation or removal of a Director, a majority of the remaining Directors may appoint a Director who shall serve until the next annual meeting. Directors need not be members of the Association. The initial Board of Directors shall be:

Bob Brandenburger
1159 Courtyard Drive
Charlottesville, Virginia 22903

James Diggs
1224 Courtyard Drive
Charlottesville, Virginia 22903

Julie Fudala
1271 Courtyard Drive
Charlottesville, Virginia 22903

Nita Grupe
1283 Courtyard Drive
Charlottesville, Virginia 22903

Rich Lawson
1322 Courtyard Drive
Charlottesville, Virginia 22903

David McFarlane
1266 Courtyard Drive
Charlottesville, Virginia 22903

Lois McKenzie
1120 Courtyard Drive
Charlottesville, Virginia 22903

ARTICLE VII – Registered Agent

The name of the initial registered agent is Andrew G. Elmore, who is a current member of the Virginia State Bar and a resident of the Commonwealth of Virginia. *The initial registered office address which is identical to the registered agent's business address is* Chadwick, Washington, Moriarty, Elmore & Bunn, P.C., 201 Concourse Blvd., Suite 101, Glen Allen, Virginia 23059. *Amico Co.*

ARTICLE VIII – Mergers

To the extent provided by law, the Association may participate in mergers with other non-profit associations in the community organized for the same purpose, provided, however, that any such mergers shall require approval by the vote of more than two-thirds (2/3) of the members at a meeting duly called for such purpose.

ARTICLE IX – Dissolution

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. If such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation,

association, trust or other organization devoted to such similar purposes.

ARTICLE X - Amendments

These Articles may be amended, pursuant to the Nonstock Act, by the affirmative vote of the Board of Directors and members holding two-thirds (2/3rds) of the total Class "A" votes in the Association, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall impair or dilute any rights of members that are granted by the Declaration.

ARTICLE XI - Liability of Directors

Subject to any limitations contained in the Nonstock Act, as it exists on the date hereof or as it may hereafter be amended, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of the duty of care or other duty as director; provided, however, the above provision shall not apply to the personal liability of a director of the Association:

- (a) for any appropriation, in violation of his or her duties, of any business opportunity of the Association;
- (b) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or
- (c) for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article XI by the members of the Association shall not adversely affect any right of a director or the Association existing at the time of such repeal or

modification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of this 4th
day of January, 2010.

Andrew G. Elmore
Andrew G. Elmore
Incorporator

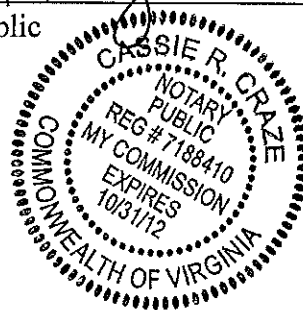
COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO TO-WIT:

I, Cassie R. Craze, a Notary Public in and for the Commonwealth of
Virginia, do hereby certify that Andrew G. Elmore, who signed the foregoing Articles of
Incorporation of Courtyard At Redfields Homeowners' Association, Inc., has acknowledged the
same before me in the jurisdiction aforesaid.

Given under my hand and notarial seal this 4th day of January, 2010.

Cassie R. Craze
Notary Public

My Commission Expires: 10/31/12
Registration# 7188410



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 5, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of
Courtyard At Redfields 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 January 5, 2010.

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 "Judith Williams Jagdmann". The signature is written in a cursive, flowing style.

Commissioner