

ARTICLES OF INCORPORATION

OF

FISHHOOK LANE CLUSTER ASSOCIATION, INC.

FILED  
JAN 22 1961  
IN THE OFFICE OF  
SECRETARY OF STATE  
WEST VIRGINIA

ARTICLE I. NAME. The name of the corporation is Fishhook Lane Cluster Association, Inc.

ARTICLE II. DURATION. The corporation shall have perpetual duration.

ARTICLE III. APPLICABLE STATUTE: The corporation is organized pursuant to the provisions of the West Virginia Non-profit Corporation Code.

ARTICLE IV. PURPOSES AND POWERS: The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) In way of explanation and not of limitation, the purposes for which it is formed:

(i) To be and constitute the Cluster Association to which reference is made in the Supplementary Declaration of Protective Covenants for Section 13 of "The Woods Subdivision" (hereinafter the "Supplementary Cluster Declaration") establishing a plan of development recorded or to be recorded in the Office of the Clerk of the County Commission of Berkeley County, West Virginia, to perform all obligations and duties of the Cluster Association and to exercise all rights and powers of the Cluster Association, as specified therein, in the By-Laws and as provided by law; and

(ii) To provide an entity for the furtherance of the interest of the Owners of property subject to the Supplementary Cluster Declaration (such property as hereinafter referred to as the "Cluster Development").

(b) In furtherance of its purposes, the corporation shall have the following powers, which, unless indicated otherwise by the Supplementary Cluster Declaration or By-Laws, may be exercised by the Board of Directors:

(i) All the powers conferred upon non-profit corporations by common law and the statutes of the State of West Virginia in effect from time to time;

(ii) 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, the By-Laws or the Supplementary Cluster Declaration, including, without limitation, the following:

(1) To fix and collect assessments or other charges to be levied against the Cluster Properties;

(2) To manage, control, operate, maintain, repair, improve property subject to the Supplementary Cluster Declaration or any other property for which the corporation by rule, regulation, declaration or contract has right to duty to provide such services;

(3) To enforce covenants, conditions, or restrictions affecting any property to the extent the Cluster Association may be authorized to do so under any Supplementary Cluster Declaration or By-Laws;

(4) To engage in activities which will actively foster, promote and advance the common interest of all Cluster Owners;

(5) 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 rights or interest therein or any purpose of the Corporation;

(6) To borrow money for any purpose as may be limited in the By-Laws;

(7) To enter into, make, perform or enforce contracts of every kind or description, and to do all other acts necessary, appropriate or advisable in carrying out any purposes

of the Cluster Association with or in association with any association, corporation, or other entity or agency, public or private;

(8) To act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interest in such corporations, firms, or individuals;

(9) To adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Cluster Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Supplementary Cluster Declaration; and

(10) To provide any and all supplemental municipal services as may be necessary or proper.

(11) 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; and the powers specified in each of the paragraphs of this Article IV are independent powers not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article IV.

ARTICLE V. MEMBERSHIP. The corporation shall be a membership corporation without certificates or shares of stock. Each Owner of a Lot in Fishhook Lane Cluster is a member and shall be entitled to one (1) vote for each Lot.

ARTICLE VI. BOARD OF DIRECTORS. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of three (3) members. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray S. Johnston,	P. O. Box 5, Hedgesville, West Virginia, 25401

Madeline V. Johnston

P. O. Box 5,  
Hedgesville, West Virginia

Robert Bernstein

P. O. Box 5  
Hedgesville, West Virginia

The method of election and term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

ARTICLE VII: DISSOLUTION. The Corporation may be dissolved only as provided in the Supplementary Cluster Declaration, By-Laws and by the laws of the State of West Virginia.

ARTICLE VIII. AMENDMENTS. These articles may be amended as provided by the West Virginia Non-profit Corporation Code, provided that no amendment shall be in conflict with the Supplementary Cluster Declaration, and further provided that no amendment shall be effective to impair or dilute any rights of members that are governed by such Supplementary Cluster Declaration.

ARTICLE IX. INCORPORATOR. The name and address of the incorporator is as follows:

Ray S. Johnston, P. O. Box 5, Hedgesville, West Virginia, 25427.

ARTICLE X. REGISTERED AGENT AND OFFICE. The initial registered principal office of the Corporation is P. O. Box 5, Route 4, Mountain Lake Road, Hedgesville, West Virginia, 25427, and the initial registered agent at such address is Ray S. Johnston.

These Articles of Incorporation were prepared by J. Lee Van Metre, Jr., whose address is 126 E. Burke Street, Martinsburg, Berkeley County, West Virginia, 25401.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

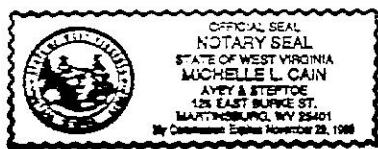
Ray S. Johnston  
Ray S. Johnston

STATE OF WEST VIRGINIA,

COUNTY OF BERKELEY, to-wit:

I, Michelle L. Cain, a Notary Public in and for said County and State do hereby certify that RAY S. JOHNSTON, whose name is signed to the writing above, has this day acknowledged the same before me in my said County.

Given under my hand this 16<sup>th</sup> day of January, 1990.



Michelle L. Cain  
Notary Public

My commission expires:

November 22, 1990

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File No. 89-RE-490