



I, Ken Heckler, Secretary of State of the State of West Virginia, hereby certify that

by the provisions of Chapter 31, Article 1, Sections 27 and 28 of the West Virginia Code, the Articles of Incorporation of

IMPERIAL VIEW PROPERTY OWNERS ASSOCIATION, INC.

conform to law and are filed in my office. I therefore declare the organization to be a Corporation for the purposes set forth in its Articles, with the right of perpetual existence, and I issue this

CERTIFICATE OF INCORPORATION

to which I have attached a duplicate original of the Articles of Incorporation.

Given under my hand and the Great Seal of the State of West Virginia, on this



TWELFTH day of
JANUARY 19 89

Ken Heckler
Secretary of State.

ARTICLES OF INCORPORATION

OF

IMPERIAL VIEW PROPERTY OWNERS ASSOCIATION, INC.

FILED
JUN 12 1989
OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

The undersigned acting as incorporators 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:

(I) The undersigned agree to become a corporation by the name of Imperial View Property Owners Association, Inc.

(II) The address of the principal office of said corporation will be located at 256 High Street, in the City of 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 located in Morgan District, Monongalia County, West Virginia, known as Imperial View, 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 or any addition thereto.

(2) To maintain, repair, and rebuild all streets and roadways within the Subdivision; to build and maintain parks and recreational areas in said Subdivision and to own, operate and maintain the sewage system, with all rights, power and authority incidental, necessary or convenient for the ownership, operation and maintenance of such sewage system within the said Subdivision and the effluent lines leading therefrom, subject to the right of the developer, Bunder & Company, Inc., or its successors or assigns, to remove the sewage treatment system upon the availability of county or municipal sewer line connections for the sewer system of the development.

(3) To provide for the payment of taxes and assessments, if any, that may be levied by any 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 sue and collect any of such charges if they are 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 when 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 Twenty-Five Dollars (\$25.00) in respect to each numbered single-family residential lot and which shall be as the Board of Directors deem fair and equitable for multi-family unit lots. 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 Bender & Company, Inc., the Developers of Imperial View, or against any corporation that may hereafter be created to acquire this title to and operate the water, sewer, or cable T.V. utilities serving the Subdivision, unless the said Developer builds and maintains single or multi-family dwelling units on the unnumbered lots in said Subdivision, in which event the Developer may be assessed with charges in a like manner as other owners of said lots in said Subdivision upon such

developed lots.

(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, 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 therefor, 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 members of the Association shall be persons or corporations who are owners, legal or equitable, of numbered residential lots in the Subdivision,

as now platted or as may be shown on amended and extended plats of said Subdivision. Ownership of a numbered residential lot shall automatically make 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. The officers of Bender & Company, Inc., a corporation, shall also be members of said Association. A beneficiary in a security instrument covering any of said real estate or a vendor in a land contract shall not be entitled to membership.

(2) Membership in said Association shall lapse and terminate when any member shall cease to be the owner of a numbered residential lot in the Subdivision; provided, however, that the membership in said Association of any person who is a member of said Association solely because of his being an officer of Bender & Company, Inc. shall terminate only when he shall cease to be such an officer.

(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) The members of the Association shall be divided into classes, viz; Class "A" members and Class "B" members. No person, firm, or corporation, except the Developers (and any corporation which shall hereafter succeed to the Developers' business and properties substantially as a whole) shall hold a Class "B" membership in the Association. A Class "A" member shall be entitled to one vote for each numbered residential lot in the Subdivision that is owned by the member; a Class "B" member shall be entitled to ten (10) votes for each numbered residential lot in the Subdivision that is owned by the member. Any member (whether a Class "A" member or a Class "B" member) shall have the power

to cast his vote or votes by proxy. Any person who is a member solely by reason of his being an officer of the Developer shall have no vote.

(5) In addition to the Class "A" and Class "B" members described in paragraph 4, above, the Association shall have associate members. Any person who is the tenant or regular occupant of any unit in any multi-family dwelling situated within the Subdivision and whose application for associate membership shall have been approved by the Membership Committee of the Association shall be an associate member of the Association. Associate membership shall cease automatically upon the termination of such tenancy or occupancy. Associate members shall have no vote or right to notice of any meeting of members, regular or special. Associate members shall not be required to pay an annual charge, but shall be required to observe all rules governing the conduct of members and shall be entitled to enjoy all the other privileges of membership.

(6) Notwithstanding anything to the contrary in the foregoing paragraphs of this Article, each owner (legal or equitable, except security holders, as aforesaid), of a unit or units in a multi-family dwelling organized as a cooperative, townhouses, condominium shall be entitled to apply for Class "A" membership in said Association, and upon attaining such membership, shall have the same rights, duties and privileges (in respect to each cooperative townhouse or condominium residential unit owned by him), incident to Association membership as a member owning a numbered residential lot, despite the fact that there may be more than one such residential unit situated on the numbered residential lot or lots on which such residential unit or units of his shall be situated.

(7) Where title to a numbered residential lot in said Subdivision is in the names of two or more persons, all of the joint owners shall automatically be members of the Association, but such owners shall be limited to one (1) vote for each numbered residential lot jointly owned by them.

(8) No member or associate member may be expelled from membership in the Association for any reason whatsoever; provided, however, that the Board of Directors of the Association shall have the right to suspend the privileges and rights to use the parks and other recreational facilities of the Association of any member or associate member (i) for any period during which any Association charge owed by the member or associate member remains unpaid (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 sewer service, road repairs, or other lawful charges owed by the member or associate member shall remain unpaid; however, when such delinquent unpaid charge or violation has been paid or corrected, the right of such member or associate member shall immediately be restored.

(9) There shall be no other preferences, limitations, or restrictions with respect to the relative rights of the members.

(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:

MARK R. BENDER
Morgantown, West Virginia 26505

BETTY BENDER
Morgantown, West Virginia 26505

(VII) The existence of this corporation is to be perpetual.

(VIII) The name and address of the appointed person to whom notice or process may be sent is as follows:

MARK R. BENDER
Morgantown, West Virginia 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:

MARK R. BENDER
Morgantown, West Virginia 26505

BETTY BENDER
Morgantown, West Virginia 26505

The Board of Directors of the Association shall have the power to adopt By-Laws of the Association not inconsistent with these Articles or with the laws of the State of West Virginia. Pursuant to the By-Laws, the Board of Directors may elect a President, one or two Vice Presidents, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be filled by one person. The officers shall have such qualifications, power and duties and shall be elected in such manner at such time and place and shall serve for such terms as

may be provided in the By-Laws of the Association.

The Association shall indemnify any Director or officer 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 or officer, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or 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.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file these Articles of Incorporation, and we have accordingly hereunto set our respective hands, this 19th day of May, 1980.


MARK R. BENDER


BETTY BENDER

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

I, Stephen K. Shuman, a Notary Public in and for the
County and State aforesaid, hereby certify that Mark R. Bender
and Betty Bender whose names are signed to the foregoing
ARTICLES OF INCORPORATION bearing date the 19th day of May, 1980,
this day personally appeared before me in my said County and
severally acknowledged their signatures to be the same.

Given under my hand and the official seal this 20th
day of May, 1980.

My commission expires June 5, 1982.



NOTARY PUBLIC

ARTICLES OF INCORPORATION PREPARED BY: STEPHEN K. SHUMAN
Attorney at Law
256 High Street
Morgantown, WV 26505