

APPENDIX 10

ARTICLES OF INCORPORATION
OF SOUTHAMPTON AT SALEM SPRINGS
CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, the undersigned this day, for the purpose of forming a non-stock, non-profit corporation, does hereby certify:

ARTICLE I

Name

The name of the corporation is Southampton at Salem Springs Condominium Association, Inc., hereinafter called the "Association".

ARTICLE II

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation, management, operating and architectural control of the condominium known as SOUTHAMPTON AT SALEM SPRINGS A CONDOMINIUM, located in the City of Virginia Beach, Virginia, and the Units and Common Elements (as defined in the Declaration hereinafter mentioned) to be provided for within that certain tract of property described in the Declaration of Condominium of Southampton at Salem Springs a condominium (heretofore and hereinafter referred to as "Declaration") and any amendments thereto, recorded or to be recorded in the Clerk's Office of the Circuit Court of the city of Virginia Beach, Virginia; and to promote the health, safety and welfare of the residents within that certain Condominium Property (as defined in the Declaration) and for these purposes to:

- (1) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being, by this reference, incorporated herein as if set forth at length; and, subject to any limitations set forth in the Declaration, to exercise the powers hereinafter enumerated;
- (2) Enforce the covenants, restrictions, easements, charges and liens provided for in the Declaration to be enforced by the Association;
- (3) Fix, levy, collect and enforce payment of by any lawful means, all charges or assessments pursuant to the terms of the Declaration and By-laws of the Association; 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 the Condominium Property;

(4) 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;

(5) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(6) Have and exercise any and all powers, rights and privileges which a corporation organized under the aforesaid statutes of the Commonwealth of Virginia hereafter have or exercise.

ARTICLE III

Membership

(1) The Association shall be organized without any capital stock.

(2) Every Unit owner (as that term is defined in the Declaration) shall automatically become a member upon his acquisition of title to any Unit (as that term is defined in the Declaration) and said membership shall terminate automatically upon said Unit Owner being divested of title to such Unit, regardless of the means by which such ownership may be divested. Declarant shall constitute the sole member of the Association, until such time as the Declaration has been placed or recorded in the Clerk's Office of the Circuit Court of the City of Virginia Beach, Virginia, and some other person has become a Unit owner, whereupon Declarant shall continue as a member with reference to any Unit which it continues to own.

(3) No member shall have the power to convey, assign, mortgage, hypothecate or transfer in any manner, except as an appurtenance to his Unit, any part of, or any interest in, the Association or the real property or other funds and assets of the Association.

(4) The Association shall have one class of members. The voting by the members of the Association shall be on the basis of one vote per unit owned by a member. The vote allocated to each Unit shall not be divisible.

ARTICLE IV

Board of Directors

The affairs of this Association shall be managed by a board of directors, who need not be members of the Association. The number of directors shall be fixed by, and may be changed by amendment of, the By-laws.

ARTICLE V

Members and Consolidations

Subject to the provisions of the Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of more than two-thirds of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VI

Registered Agent

The post office address of the initial registered office is 4538 Bonney Road, Virginia Beach, Virginia 23462. The name of the city in which the initial registered office is located is Virginia Beach. The name of the initial registered agent is Joyce B. Witt, who is a resident of Virginia and a director of the Association, and whose business address is the same as the initial registered office of the Association.

ARTICLE VII

INITIAL DIRECTORS

The number of directors constituting the initial board of directors shall be three (3), and the names and residence addresses of the persons who shall serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
Joyce B. Witt	853 S. Atlantic Avenue Virginia Beach, Virginia 23451
Helen E. Dragas	101 Ridge Road Virginia Beach, Virginia 23451
Jennifer R. Barrado	5900-104 Jake Sears Circle Virginia Beach, Virginia 23464

ARTICLE VIII

Duration

The Association shall exist perpetually.

ARTICLE IX

Amendment

Amendment of these Articles may be made in the manner prescribed by the applicable statutes of the Commonwealth of Virginia.

DATED this ____ day of _____, 2000.

Joyce B. Witt, Incorporator

COMMONWEALTH OF VIRGINIA
CITY OF VIRGINIA BEACH, to-wit:

I, _____, a Notary Public in and for the City and State aforesaid, hereby certify that Joyce B. Witt, whose name is signed to the foregoing Article of Incorporation of Southampton at Salem Springs Condominium Association bearing date on the ____ day of _____, 2000, has acknowledged the same before me in the City and State aforesaid.

GIVEN under my hand this ____ day of _____, 2000.

Notary Public

My Commission expires:

HRS/Condo/Southamp/Articles