

**ARTICLES OF INCORPORATION**

**OF**

**THE BACKWATERS PROPERTY OWNERS ASSOCIATION, INC.**

(A Non-profit Corporation)

The undersigned, acting as the incorporator for the purpose of creating a non-profit corporation under laws of the State of West Virginia as contained in Chapter 31, Article 1, Section 136, et seq. of the West Virginia Code, as amended, adopts the following Articles of Incorporation for such corporation; FILED IN DUPLICATE:

**ARTICLE I**

The undersigned agrees to become a corporation by the name of: **THE BACKWATERS PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE II**

The principal office or place of business of said corporation will be located at 129 Hickory Ridge Road, Morgantown, West Virginia 26508.

**ARTICLE III**

The objects for which this corporation is formed are as follows:

- A. To promote the collective and individual interests and rights of persons or entities owning property in The Backwaters, a common interest community in Union District, Monongalia County, West Virginia, and to exercise the powers and functions granted to it by the Declaration of covenants, reservations, conditions and restrictions for said subdivision (the "Declaration").
- B. To maintain and repair all streets and public easements within the subdivision; and to maintain, repair, and operate all common areas within said subdivision.
- C. To levy and enforce charges and assessments, as provided for in the Declaration; to enforce such charges and assessments and other conditions, covenants, and restrictions as set forth in the Declaration.
- D. To own and operate real and personal property in connection with the business of the association.
- E. To borrow money and give security, to expend money borrowed or collected by the association for the payment of all proper costs, expenses,

and obligations incurred by the association in carrying out the purposes to be performed.

F. To do any and all lawful things and acts and to have any and all lawful powers of a non-profit corporation organized under the laws of the State of West Virginia, and to do all things necessary and property accomplish the foregoing purposes.

#### **ARTICLE IV**

The existence of this Corporation is to be perpetual.

#### **ARTICLE V**

The Corporation shall be a non-stock corporation.

#### **ARTICLE VI**

The membership of the association shall be the owners of property in said subdivision as defined in the Declaration.

#### **ARTICLE VII**

The directors of the Corporation shall be elected in the manner provided by the By-Laws. The internal operation of the Corporation shall be governed by its By-Laws.

**ARTICLE VIII**

The name and address of the Incorporator is as follows:

WINDSTAR HOLDINGS LLC  
129 Hickory Ridge Road  
Morgantown, West Virginia 26508

**ARTICLE IX**

The name and address of the registered agent to whom notice or process may be sent:

WINDSTAR HOLDINGS LLC  
129 Hickory Ridge Road  
Morgantown, West Virginia 26508

**ARTICLE X**

The number of directors constituting the initial Board of Directors of the Corporation shall be two (2). The name and address of the person who shall serve as directors until successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
R. Scott Summers	129 Hickory Ridge Road Morgantown, WV 26508
Leah L. Summers	129 Hickory Ridge Road Morgantown, WV 26508

**ARTICLE XI**

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**ARTICLE XII**

The Corporation shall have all the powers granted under the laws of the State of West Virginia. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in subsection Section 501 (3)(C)(3) of the Internal Revenue Code 1954 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

**ARTICLE XIII**

In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and a balance of

all money or other property received by the Corporation from any source, after the payment of all debts, obligations of the Corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501 (3)(C)(3) of Internal Revenue Code as the same now exists or as it may be amended from time to time.

IN WITNESS WHEREOF, I have hereto set my signature this \_\_\_\_ day of February, 2008.

**WINDSTAR HOLDINGS LLC**

By: \_\_\_\_\_  
R. Scott Summers  
Its: Sole Member & Manager

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

The undersigned, a Notary Public for the State of West Virginia, hereby certifies that R. SCOTT SUMMERS, the sole Member and Manager of WINDSTAR HOLDINGS LLC, whose name is signed to the foregoing Articles of Incorporation, bearing date the — day of February, 2008, this day personally appeared before me in said County and State and acknowledged his signature to be the same, and to be the free act and deed of said limited liability company, upon authority duly granted.

Given under my hand this \_\_\_\_ day of February, 2008.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires: \_\_\_\_\_

This instrument was prepared by:

R. Scott Summers, Esquire  
R. SCOTT SUMMERS, P.L.L.C.  
Law Offices of Reeder & Shuman  
P. O. Box 842  
Morgantown, WV 26507-0842

WF/Windstar/Articles of Incorporation- The Backwaters POA, Inc.-R