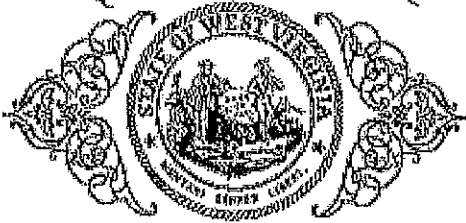


State of West Virginia



Certificate

*I, Mac Warner, Secretary of State of the
State of West Virginia, hereby certify that*

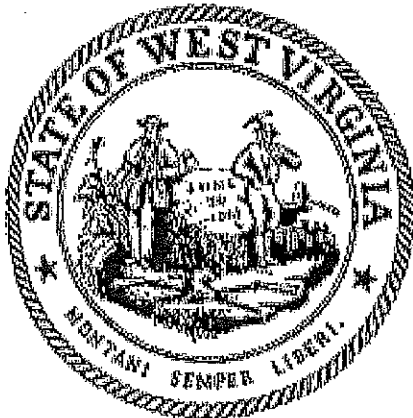
KEYES FERRY ACRES MAINTENANCE ASSOCIATION INC.

Control Number: 9ANG8

has filed its application for "Certificate of Incorporation" in my office according to the provisions of the West Virginia Code. I hereby declare the organization to be registered as a corporation from its effective date of August 29, 2018, until a certificate of dissolution has been filed with Secretary of State.

Therefore, I hereby issue this

CERTIFICATE OF INCORPORATION



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
August 29, 2018*

Mac Warner

Secretary of State

FILED

AUG 29 2018

IN THE OFFICE OF
WV SECRETARY OF STATE

Articles of Incorporation
of
Keyes Ferry Acres Maintenance Association Inc.
A West Virginia non-profit corporation

Oak Meadow, L.L.C., a West Virginia limited liability company, in its capacity as and acting as an incorporator of a nonprofit corporation under, in accordance with, and pursuant to the provisions of the West Virginia Nonprofit Corporation Act, hereby adopts the following articles of incorporation for such nonprofit corporation.

- (1) Such corporation shall be known by the name of Keyes Ferry Acres Maintenance Association Inc.
- (2) Such corporation is formed with regard to Keyes Ferry Acres, an existing common law residential subdivision, situate east of the Shenandoah River in the Harpers Ferry Magisterial District of Jefferson County, West Virginia.
- (3) Such corporation is formed for the purpose of protecting the health, safety and welfare of persons and the general public located within the Maintenance Association Area designated and established pursuant to WV Code § 7-12A by Order of the County Commission of Jefferson County, West Virginia.
- (4) Such corporation is formed with the WV Code 7-12A-2 general objective of establishing and maintaining improvements for the Keyes Ferry Acres designated maintenance area including constructing and maintaining shared streets, drainage facilities, sidewalks, water and sewer systems, signs, street lights and other improvements necessary for the protection of health, safety and welfare of the general public and the Owners of lots in Keyes Ferry Acres, *Provided*, that such improvements made to the state road system shall be made only as specified and approved by the commissioner of highways.
- (5) Such corporation is formed with a specific objective of constructing, improving and maintaining shared Keyes Ferry Acres subdivision streets, including drainage, signage and snow removal, to the extent such streets are situate within the designated Maintenance Association Area and not maintained by any entity of state or local government for the protection of health, safety and welfare of the general public.
- (6) Such corporation shall be a nonprofit corporation that shall not have or issue shares of stock or make distributions.
- (7) Such corporation shall have a perpetual existence.
- (8) Such corporation shall have one (1) class of members.
- (9) Subject to the terms and provisions of the bylaws of such corporation, the single class of members of such corporation shall be comprised of Unit Owners (as defined in that Declaration of Keyes Ferry Acres Maintenance Association made by Order of the County Commission of Jefferson County, West Virginia, with respect to and concerning the Maintenance Association Area ("Declaration").
- (10) The manner of election or appointment and the qualification and rights of such members shall be set forth in the Declaration and the bylaws of such corporation as provided for in West Virginia Code § 31B-6-601.
- (11) The mailing address of such corporation's initial registered office and the name of its initial registered agent at such office shall be as follows: B. Lee Snyder, 270 Industrial Blvd, Kearneysville, WV 25430.
- (12) The mailing address of such corporation's initial principal office shall be as follows: 270 Industrial Blvd, Kearneysville, WV 25430.
- (13) The name and address of the incorporator of such corporation is as follows: Oak Meadow, L.L.C., 270 Industrial Blvd, Kearneysville, WV 25430.

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SECRETARY OF STATE

- (14) No director of such corporation shall have personal liability to such corporation or any member of such corporation for monetary damages for any action taken, or any failure to take any action, as a director or member of such corporation, except for liability in those limited circumstances set forth in West Virginia Code § 31E-2-202(b)(4), as in effect as of the filing date of these articles of incorporation.
- (15) Such corporation shall have a mandatory obligation to indemnify all directors of such corporation for liability to any person for any action taken, or any failure to take any action, as a director of such corporation, except for liability in those limited circumstances set forth in West Virginia Code § 31E-2-202(b)(5), as in effect as of the filing date of these articles of incorporation.
- (16) To facilitate the purposes and objectives of such corporation as set forth above, the corporation shall have the authority to: (a) enforce the Declaration, (b) manage, maintain, insure and improve all of the Common Areas (as defined in the Declaration) and real estate and real interests owned by it or within its jurisdiction by operation of the Declaration, (c) assess and collect assessments, dues, and/or fees from Unit Owners (as defined in the Declaration) necessary to permit such corporation to manage, maintain, improve and insure the Common Areas and the improvements located thereon, (d) generally govern the use and operation of real property owned by it, if any, and (e) take and/or perform all actions related to, incidental to, and/or ancillary to all of the foregoing.
- (17) Such corporation shall have the express powers set forth, contained, and provided for in the Declaration, which powers are incorporated and integrated into these articles of incorporation by this reference.
- (18) In the event of a conflict or inconsistency between the provisions of these articles of incorporation and the provisions of the Declaration, the provisions of the Declaration shall prevail, control, and dominate.
- (19) A member of such corporation shall not voluntarily or involuntarily transfer his, her, or its membership in such corporation or any rights arising from his, her, or its membership in such corporation except as specifically set forth and provided for in the Declaration and the bylaws of such corporation.
- (20) The number of directors constituting the board of directors of such corporation, the provisions relating to the appointment or election of such directors, and the qualification and rights of such directors shall be determined under, governed by, and controlled by the provisions of the Declaration and the bylaws of such corporation.

Witness the following signature,

Incorporator,

Oak Meadow, L.L.C.

By: 

Name: B. Lee Snyder

Its: *MANAGER*

State of West Virginia,

County of Jefferson, to-wit:

The foregoing instrument was acknowledged before me this the 27th day of August,

2018, by D. Lee Snyder, the Manager of Oak Meadow, L.L.C., a West Virginia limited liability company, in its capacity as incorporator of Keyes Ferry Acres Maintenance Association Inc.

{SEAL}

E. Reed
Notary Public
My Commission expires: 12/7/19

