

0409 3 0889

LAW OFFICES
EDMUNDS & WILLIAMS
A PROFESSIONAL CORPORATION

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800 MAIN STREET

P.O. BOX 958

LYNCHBURG, VIRGINIA 24505-0958

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JANICE R. HANSEN

J. EASLEY EDMUNDS, JR.
(1914-1977)
SAMUEL H. WILLIAMS
(1914-1970)
KENNETH S. WHITE
OF COUNSEL

September 10, 2004

VIA FEDERAL EXPRESS
State Corporation Commission
1300 East Main Street
Richmond, VA 23219

Re: Serene Creek Run Association

0409 3 0040

Gentlemen:

Enclosed are Articles of Incorporation for the above named corporation, together with our check payable to the Commission in the amount of \$75.00

Please make your usual acknowledgment directly to the undersigned.

Very truly yours,

EDMUNDS & WILLIAMS, P.C.

By


Kevin L. Cash

KLCc:

Enclosures

50
25
75
9/13/2004
AK
0623662-4

THEODORE V. MORRISON, JR.
CHAIRMAN

CLINTON MILLER
COMMISSIONER

MARK C. CHRISTIE
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

September 13, 2004

KEVIN L CASH
EDMUNDS & WILLIAMS
PO BOX 958
LYNCHBURG, VA 24505-0958

RE: SERENE CREEK RUN ASSOCIATION
ID: 0623662 - 4
DCN: 04-09-13-0040

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is September 13, 2004.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CIS0313

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, SEPTEMBER 13, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of

SERENE CREEK RUN ASSOCIATION

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

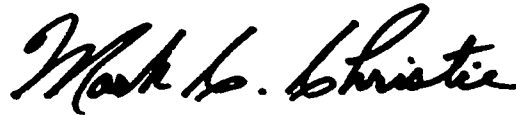
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective September 13, 2004.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Mark L. Christie". The signature is written in a cursive, flowing style.

Commissioner

ARTICLES OF INCORPORATION OF SERENE CREEK RUN ASSOCIATION

In order to form a non-stock, non-profit Corporation under the provisions of Chapter 10, Title 13.1 of the Code of Virginia of 1950, as amended, the undersigned incorporator sets forth the following:

1. The name of the Corporation is **SERENE CREEK RUN ASSOCIATION**.
("Corporation")

2. The purposes for which the Corporation is organized are: to own, maintain and administer the Common Properties in the development known as SERENE CREEK RUN located on Cottontown Road and situated in the County of Bedford, Virginia, including without limitation the Parking Area, Private Road, Riding Trail or Common Areas; to promote the health, safety and welfare of the owners of the property in Serene Creek Run; and to engage in the transaction of any and all lawful business, not required to be specifically stated in these Articles, for which Corporations may be incorporated under Chapter 10, Title 13.1 of the Code of Virginia of 1950, as amended.

3. The Membership of this Corporation shall consist initially of three (3) classes, which shall be Class A, Class B, and Class C. Class A Members shall be all record owners of lots in Serene Creek Run, excluding those persons or entities who have such interest as security for the performance of an obligation only. Each plotted lot shall have one (1) vote, unless owned by the developer, S&R Farm, LLC, a Virginia limited liability company. The Class B Member shall be the developer, S&R Farm, LLC, a Virginia limited liability company, which shall have five (5) votes for each of the thirty five (35) lots as planned until a lot is sold and the deed recorded to a new owner, in which case the Class B right to vote with respect to such lot shall terminate; provided, however, that when seventy-five percent of all of the lots comprising all phases of Serene

Creek Run have been sold or conveyed by the developer and deeds have been recorded for all such lots, then at such time, the Class B Membership shall terminate and developer shall become a Class A Member shall have one (1) vote for each lot it owns. Developer may terminate its Class B Membership at any time by filing with this Association and in the Clerk's Office of the Circuit Court of the County of Bedford, Virginia, a written certificate terminating developer's interest as a Class B Member. At such time as Developer's Class B Membership terminates, it shall become a Class A Member. The Class C Member shall be the owner or owners of The Farm Parcel as the same is described in the Declaration of Serene Creek Run, and any Lots further subdivided from it that are annexed to Serene Creek Run by Supplementary Declaration. A Class C Member may resign as the Class C Member but subsequent to such resignation any future owner of such parcel may request to be readmitted as the Class C Member of the Corporation and such owner shall upon such request made in writing to the Association be automatically readmitted as a Member of the Corporation. While a Class C Member is a Member, the Class C Member shall have all of the voting rights, privileges, and obligations of a Class A Member.

Additional classes of Members may be added to the Corporation by Amendment of these Articles.

4. The Class A, Class B, and Class C Members shall vote on amendments to these Articles of Incorporation and these Articles of Incorporation may be amended by a sixty percent (60%) majority vote of all Member votes entitled to be voted on the amendment, taken together.

5. The address of the Corporation's initial Registered Office is 800 Main Street, Post Office Box 958, Lynchburg, Virginia, 24505, which is within the City of Lynchburg, Virginia, and the name of its initial Registered Agent at such address is Kevin L. Cash, who is at least 18 years of age, a resident of the State of Virginia, and a Member of the Virginia State Bar, and whose

business office is identical with such Registered Office.

6. The Board of Directors shall be elected by the Members as set forth in the Bylaws. The number of Directors shall be not less than one nor more than five. The name and address of the persons who are to serve as the initial directors are as follows:

Shana Beck
5040 Cottontown Road
Forest, Virginia 24551

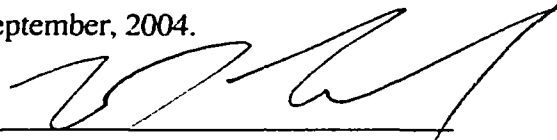
Ralph Beck
5040 Cottontown Road
Forest, Virginia 24551

7. Every person now or hereafter a director or officer of the Corporation (and his heirs, executors, and administrators) shall be indemnified by the Corporation to the full extent as permitted or required under Virginia law, and in addition, he shall be indemnified further against all liabilities, judgments, fines, penalties, and other costs and expenses, including without limitation, attorneys' fees imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim to which he is or may be made a party by reason of his being or having been a director or officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall have finally been adjudged in such action, suit or proceeding to be liable by reason of his gross negligence or willful misconduct in the performance of his duties as such director or officer. Such right of indemnification shall not be deemed exclusive of any right to which he may be entitled under any other bylaw, agreement, vote of stockholders or otherwise.

8. In the event of a liquidation, dissolution or termination of this Corporation by any means whatsoever, any and all assets available for distribution, after provision for all

obligations of the Corporation, shall be distributed to all the record property owners in Serene Creek Run on a pro-rata basis based on their number of votes in the affairs of the Corporation.

Given under my hand this 10th day of September, 2004.



Kevin L. Cash, Incorporator