

Commonwealth of Virginia



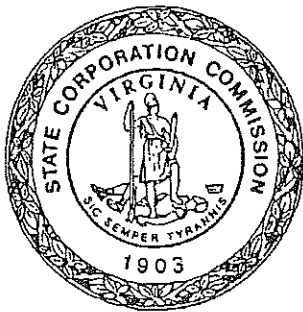
STATE CORPORATION COMMISSION

Richmond, September 6, 2005

This is to certify that the certificate of incorporation of

Hawk's Landing Homeowners' Association, Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: September 6, 2005



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

HARRY R. PURKEY, JR., P.C.
ATTORNEY AT LAW

OCEAN PLAZA CORPORATE CENTRE
303 34TH STREET, SUITE 5
VIRGINIA BEACH, VIRGINIA 23451-2804

TELEPHONE
(757) 428-6443
FACSIMILE
(757) 428-3338

HARRY R. PURKEY, JR.

August 30, 2005

VIA OVERNIGHT DELIVERY

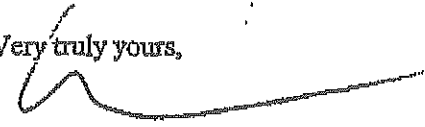
Clerk
State Corporation Commission
1300 East Main Street
Tyler Building, 1st Floor
Richmond, Virginia 23209

In re: Hawk's Landing Homeowners Association, Inc.

Dear Sir or Madam:

In connection with the above, enclosed please find the Articles of Incorporation for the above referenced entity. Also enclosed is our check made payable to the Treasurer of Virginia in the sum of \$75.00 in payment of the Filing Fee. Please forward the Certificate of Incorporation to my office.

Very truly yours,


Harry R. Purkey, Jr.

HRPJR/jed
Enclosure
Cc: Tammy Connors
Aug05

**ARTICLES OF INCORPORATION OF
HAWK'S LANDING HOMEOWNERS' ASSOCIATION, INC.**

The undersigned hereby forms a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia ("Act"), and to that end adopts the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of the corporation is Hawk's Landing Homeowners' Association, Inc.

ARTICLE II: PURPOSES

The sole purposes and powers of the corporation are:

(a) To manage, maintain, and care for the Common Area in the development known as Hawk's Landing, located in York County, Virginia, and to assess, collect and disburse the charges due the Corporation from its Members, as hereinafter provided.

(b) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, sell, lease, transfer, mortgage, encumber, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation.

(c) To do any and all things and acts that the corporation, from time to time, in its discretion, may deem to be for the benefit of the Common Area and the Members, or advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of such Members, and to conduct any and all business that a corporation organized under the Act by law may now or hereafter conduct and have or exercise all powers rights and privileges that are not required to be specifically set forth in these Articles.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under Section 501 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law.

ARTICLE III: MEMBERS AND VOTING

There shall be only one (1) class of membership in the corporation, to wit, the Type "A" membership. Each Type "A" Member shall be entitled to one (1) vote for each Lot which he, she or it owns. Type "A" Members are owners of Lots, including Developer as to Lots owned by the Developer.

AUG 31 2005

When a Lot is owned of record in any manner in the name of two (2) or more Persons, or if two (2) or more Persons have the same fiduciary relationship respecting a Lot, then, unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the corporation, their acts with respect to voting shall have the following effect:

- (1) if only one (1) votes his, her or its act shall bind all;
- (2) if more than one (1) vote the act of the majority so voting shall bind all;
- (3) if more than one (1) vote, but the vote is evenly split on any particular matter, each fraction shall be entitled to its proportionate share of the vote or votes; and
- (4) if the instrument or order filed with the Secretary of the corporation shows that any such tenancy is held in unequal interest, a majority or even split under subparagraphs (2) and (3) immediately above shall be a majority or even split in interest in the Lot to which the vote is attributable.

The principles of this Article shall apply, insofar as possible, to execution of proxies, waivers, consents or objections, and for the purpose of ascertaining the presence of a quorum.

The voting rights of any Owner attributable to a Lot actually leased to a Tenant may be assigned by such Owner to his, her or its Tenant.

The Members of the corporation shall have the right to vote for the election and removal of directors and upon such other matters with respect to which a vote of Members is required under the Declaration, these Articles or under the provisions of the Act.

Except as set forth herein, where specifically approved by the Board of Directors, the Members may approve or reject actions proposed to be taken by the Association by referendum. At any time that the Type "A" Members have the ability to elect a majority of the Board of Directors, the Members may require a referendum on any action of the Board of Directors by presenting to the Secretary of the Board of Directors within thirty (30) days of the taking of such action or ratification by the Board of Directors of its intent to take such action a petition signed by not less than fifty percent (50%) of the Type "A" Members. Notwithstanding the foregoing, these Articles may only be amended with the approval of more than two-thirds (2/3rds) of the Type "A" Members present in person or by proxy at a duly called meeting and, so long as the Developer owns a Lot or Lots, the approval of HUD and of the Developer. Further, any amendment of Articles II, III, IV, VIII, IX and XI shall be subject to the prior written approval of York County, Virginia (the "County").

ARTICLE IV: PERIOD OF DEVELOPER CONTROL

During the Period of Developer Control, the Declarant shall appoint the Members of the Board of Directors and exercise all rights and perform all duties and obligations of the Association until the Period of Developer Control terminates. The Period of Developer Control terminates on the earlier of (i) the date on which the Developer (or assignee of the Developer, if the Developer assigns its rights pursuant to Section 8.11 of the Declaration) ceases to own twenty-five percent (25%) of the land (including undeveloped Lots) lying within Hawk's Landing; (ii) the date on which the Developer executes and records in the Clerk's Office an amendment to this Declaration terminating the Period of Developer Control; or (iii) on January 1, 2011.

ARTICLE V: MANAGEMENT OF CORPORATION

The affairs of the corporation shall be managed by a Board of Directors having no fewer than three (3) and no more than five (5) members who need not be Members of the Corporation. The initial Board of Directors shall have three (3) members, and those persons identified as such in Article VI below shall serve as such initial Board until the first annual meeting of the Members after the expiration of the Period of Developer Control, unless the Developer appoints substitute or successor Members. The Board of Directors may change the number of Directors to five (5), but the vacancies occurring by reason of such increase shall only be filled by vote of the Type "A" Members of the corporation and/or designation by the Developer, as the case may be.

At the first annual meeting after the expiration of the Period of Developer Control, the Members shall elect one (1) of the Directors for a term of one (1) year, two (2) of the Directors for the term of two (2) years and the remainder of the Directors for a term of three (3) years; thereafter, the term of each Director shall be two (2) years.

After expiration of the Period of Developer Control, a Director may be removed from office, with or without cause, by the Members at a meeting of the Members of the corporation expressly called for such purpose, provided the notice of such meeting shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. If a Director is removed from office, resigns, becomes disabled or dies, a successor Director shall be elected by the Developer, during the Period of Developer Control, and thereafter, the Members.

No representative of the Developer serving as a Director shall be required to disqualify him or herself upon any vote upon any management contract, lease, or other matter between the Developer and the Association under circumstances by virtue of which the Developer may have a pecuniary or other interest. No such actual or apparent conflict of interest shall be a cause of partial or total invalidity of the matter voted upon whether or not the vote of any representative of the Developer was necessary for the adoption, ratification, or execution of the same.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The names and addresses of those persons who are to constitute the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Eric Markowski	7021 Harbour View Boulevard Suffolk, VA 23435
David Murray	7021 Harbour View Boulevard Suffolk, VA 23435
Harmony Morris	7021 Harbour View Boulevard Suffolk, VA 23435

ARTICLE VII: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 303 34th Street, Suite 5, City of Virginia Beach, VA 23451. The name of the initial registered agent is Harry R. Purkey, Jr., whose business address is 303 34th Street, Suite 5, Virginia Beach, Virginia, 23451, which is located in the City of Virginia Beach. Mr. Purkey is a resident of Virginia and a member of the Virginia state bar.

ARTICLE VIII: LOANS; DEEDS OF TRUST

The Board of Directors shall have the power and authority to enter into deeds of trust encumbering the property of the corporation and to pledge the revenues of the corporation as security for loans made to the corporation which loans shall be used by the corporation in performing its authorized functions; provided that any such deed of trust is with the prior consent of more than two-thirds (2/3rds) of the Type "A" Members voting in person or by proxy at a duly called meeting and the prior written consent of the County and, so long as the Developer owns a Lot or Lots, of the Developer. Notwithstanding anything in the Declaration to the contrary, without the express written consent of the Developer, the corporation shall not be allowed to reduce the level of the Annual Assessment at any time there are outstanding any amounts due the Company as repayment of any loans made by the Developer to the corporation.

ARTICLE IX: MERGER; CONSOLIDATION; SALE OF ASSETS; DISPOSITION OF ASSETS IN DISSOLUTION

So long as the Developer owns a Lot or Lots, the corporation shall not participate in a merger or consolidation, sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property, with or without the good will, otherwise than in the usual and regular course of business, or dissolve without the consent of the Developer and HUD. Subject to the provisions

of the preceding sentence, the corporation may participate in such a merger, consolidation disposition of assets or be dissolved by the affirmative vote of more than two-thirds (2/3rds) of the Type "A" Members voting in person or by proxy at a duly called meeting. Prior to any disposition of any Common Area other than by merger or consolidation and prior to dissolution of the corporation, the assets of the corporation shall be offered for dedication to York County, Virginia or other appropriate governmental agency in exchange for compensation in an amount not exceeding the appraisal of a mutually acceptable appraiser. If such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those contemplated by the Declaration. In the event of such a dissolution and transfer, the assets shall continue to be used and maintained for the purposes set out herein.

ARTICLE X: INDEMNIFICATION

The corporation shall have all of the powers of indemnification set forth in the Act as in effect on the date hereof or as hereafter modified or amended, provided that whenever pursuant to such Article (i) a determination that indemnification is permissible is to be made, (ii) indemnification is to be authorized, and/or (iii) an evaluation as to the reasonableness of expenses against which an individual is to be indemnified is to be made, in any such case by a vote of the Members, the vote required shall be the affirmative vote of more than two-thirds (2/3rds) of the Type "A" Members voting in person or by proxy at a duly called meeting and, so long as the Developer owns a Lot or Lots, of the Developer, provided membership interests owned or voted under the control of Directors who are at the time parties to the proceeding in question may not be voted on the determination, authorization, or evaluation, as the case may be.

ARTICLE XI: DEFINITIONS; CONFLICTS

All capitalized terms used in these Articles and not defined herein shall have the meaning given to them in the Declaration of Protective Covenants and Restrictions of Hawk's Landing, made by Centex Homes, a Nevada general partnership (the "Declarant"), which will be recorded in the Clerk's Office following incorporation of the corporation. In the event of a conflict between these Articles and the Declaration, the Declaration shall govern.

Dated: _____

8/29/05



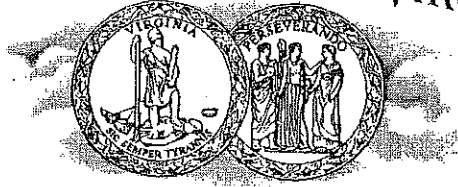
Harry R. Purkey, Jr.
Incorporator

CLINTON MILLER
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

THEODORE V. MORRISON, JR.
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 6, 2005

HARRY R PURKEY JR
303 34TH ST STE 5
VIRGINIA BEACH, VA 23451-2804

RE: Hawk's Landing Homeowners' Association, Inc.
ID: 0644083 - 8
DCN: 05-08-31-0043

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 6, 2005.

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

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