

**ARTICLES OF INCORPORATION
OF
BELL CREEK SINGLE FAMILY
RESIDENTIAL OWNERS' ASSOCIATION
(a non-stock corporation)**

ARTICLE I

NAME

The name of the corporation is Bell Creek Single Family Residential Owners' Association (the "SF Residential Association").

ARTICLE II

PURPOSE

The purpose for which the SF Residential Association is formed is to be a not-for-profit community association, to act as a member of the Bell Creek Property Owners' Association, and to perform certain powers and duties of administration, management, assessment, and enforcement with regard to the portion of the mixed-use development known as "Bell Creek" being developed for single family residential use.

Reference is hereby made to the Bell Creek Single Family Protective Covenants recorded or to be recorded in the Clerk's Office, Circuit Court, County of Hanover, Virginia (the "SF Protective Covenants"), for the definition of certain capitalized terms used herein.

The SF Residential Association will operate in conformity with these Articles of Incorporation, the Protective Covenants, the SF Protective Covenants, the SF Bylaws, and the SF Rules and Regulations.

ARTICLE III**MEMBERS**

The members of the SF Residential Association shall be the SF Residential Owners of all SF Residential Sites comprising the SF Residential Property (the "SF Members"), all of which is more specifically set forth in the SF Protective Covenants.

A SF Member shall be entitled to 1 vote for each SF Residential Site owned in the SF Residential Property. The SF Members of the SF Residential Association shall be entitled to exercise their voting rights as prescribed in the SF Protective Covenants and the SF Bylaws.

ARTICLE IV**DIRECTORS**

The SF Board of Directors shall consist of 5 directors as provided in the SF Protective Covenants and the SF Bylaws. During the Declarant Control Period, the Declarant shall be entitled to appoint all of the directors serving on the SF Board of Directors. Upon the expiration of the Declarant Control Period, the SF Members shall elect the directors of the SF Board of Directors. Any vacancy in the SF Board of Directors created by the death, resignation, or removal of a director shall be filled by the appointee of the Declarant if such vacancy occurs during the Declarant Control Period or by the appointee of the president of the SF Residential Association if the vacancy occurs after the Declarant Control Period. During the Declarant Control Period, a director may be removed from the SF Board of Directors only with the consent of the Declarant.

ARTICLE V**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the SF Residential Association shall be located in the City of Richmond, Virginia at the following address: Suite 800, 909 East Main Street, Richmond, Virginia 23219. The initial registered agent of the SF Residential Association shall be Kathleen N. Scott, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office.

ARTICLE VI**INDEMNIFICATION**

The SF Residential Association shall indemnify to the fullest extent permitted by law all directors, officers, employees, agents, committee members and any other persons who may by law be indemnified.

ARTICLE VII**EARNINGS**

It is intended that the SF Residential Association shall be a non-stock corporation to manage, maintain, and care for property of the SF Residential Association so as not to violate any provisions of Section 528 of the United States Internal Revenue Code of 1986, as amended.

Dated: July 1, 2002

Kathleen N. Scott, Incorporator
Kathleen N. Scott, Incorporator

H:\SBD\KNS\BELL CREEK\ARTICLES OF INCORPORATION-SF RESIDENTIAL(FINAL)