



**EXHIBIT NO. 3**

**HARVEST RIDGE PROPERTY OWNERS ASSOCIATION, INC.  
ARTICLES OF INCORPORATION**

(See Attached)

# State of West Virginia



## Certificate

*I, Betty Ireland, Secretary of State of the State of West Virginia, hereby certify that*

**HARVEST RIDGE PROPERTY OWNERS ASSOCIATION, INC.**

**Control Number: 98236**

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 corporation from its effective date of November 19, 2007 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  
November 19, 2007*

*Betty Ireland*

*Secretary of State*

FILED

NOV 19 2007

#18236

IN THE OFFICE OF  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

HARVEST RIDGE  
PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporators of a corporation under Chapter 31E, Article 2, Section 202, of the West Virginia Code, adopts the following Articles of Incorporation for such corporation:

I. The undersigned agree to become a corporation by the name of HARVEST RIDGE PROPERTY OWNERS ASSOCIATION, INC.

II. The address of the principal office of said corporation will be located at 1445 Stewartstown Road, Morgantown, County of Monongalia, State of West Virginia, 26505.

III. The purpose or purposes for which the corporation is formed are as follows:

1. To promote the community welfare of property owners in the residential community located in Clinton District, Monongalia County, West Virginia, known as Harvest Ridge, hereinafter referred to as the "Community", and to exercise the powers and functions granted to it in, or pursuant to, the Declaration of Common Interest Community applicable to the Community to be recorded in the office of the Clerk of the County Commission of Monongalia County, West Virginia (the "Declaration") and any other restrictive covenants that may hereafter be recorded in respect to the Community.

2. To operate, maintain, repair, rebuild, replace and manage the Common Elements, rights, duties, ways and Limited Common Elements within the Community.

3. To provide for the payment of taxes and assessments, if any, that may be levied by any governmental authority upon any area in the Community that may be conveyed to the Association.

4. To enforce charges, assessments, restrictions, conditions, covenants and servitudes existing upon and created for the benefit of the property over which the Association may have jurisdiction; to pay all expenses incidental thereto; to enforce the decisions and rulings of the Association and to pay all expenses in connection therewith.

5. To levy an annual charge and periodic charges upon the members of the Association; to collect any of such charges if not paid; to impose a lien against any Unit in the Community that is owned by a delinquent member of the Association for any charge that is not paid within sixty (60) days of being due and to foreclose any such lien. Each year the Board of Directors of the Association shall consider the current maintenance needs and future needs of the Association and based upon its needs shall fix the amount of the annual charge herein provided for in respect to each Unit and which shall be as the Board of Directors deems fair and equitable. Special assessments may be levied during each year if deemed necessary.

6. To appoint such committees as may be needed by the Association in discharging the duties imposed upon it, including but not limited to, a membership committee, a building control committee, a budget and dues assessment committee, a maintenance committee, an audit committee, and a rules committee.

7. To acquire by gift, purchase, or other means, to own, hold, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber or dedicate for public use, real or personal property in connection with the business of this Association.

8. To borrow money and give security therefore, to expend money borrowed or collected by the Association from assessments or charges and other sums received by the Association for the payment and discharging of all proper costs, expenses and obligations incurred by the Association in carrying out all of the purposes for which the Association is formed.

9. To do any and all lawful things and acts and to have any and all lawful powers which a corporation organized under West Virginia law may do and have, and, in general, to do all things necessary and proper to accomplish the foregoing purposes, including the specific power to appoint any person as its agent to collect or assess levies by the Association and to enforce the Association's liens for unpaid assessments and charges or any other lien owned by the Association.

IV. Provisions for the regulation of the internal affairs of this corporation are:

1. The membership of the Association shall be persons, partnerships, firms, corporations, or entities who are owners, legal or equitable, of Units within the confines of the perimeters designated on the plats of the Community. Ownership of a Unit automatically makes the owner or owners of said Unit a member of the Association and such membership shall not be subject to the approval of the Board of Directors or other members of the Association.



VIII. The name and address of the appointed person to whom notice of process may be sent is as follows: Kevin Adrian, President, Harvest Ridge Property Owners Association, Inc., 1445 Stewartstown Road, Morgantown, WV 26505.

IX. The number of directors constituting the initial Board of Directors of the corporation is seven (7) and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are as follows:

Kevin Adrian	3158 Halleck Road Morgantown, WV 26508
Glenn T. Adrian	1015 Lucas Drive Morgantown, WV 26505
Ryan Adrian	173 Windwood Drive Morgantown, WV 26505
Richard B. Orr	378 Lexi Lane Oakland, MD 21550
James Bolyard	38 Gladesville Road Morgantown, WV 26508
William Bland	P.O. Box 659 Dellslow, WV 26531
Michael Bland	45 Highland Street Westover, WV 26506

The Board of Directors of the Association shall have the power to adopt By-Laws of the Association not inconsistent with these Articles, the Declaration and attachments thereto, or with the laws of the State of West Virginia. Pursuant to the By-Laws, the Board of Directors may elect a President, one or two Vice Presidents, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be filled by one person. The officers shall have such qualifications, powers and duties and shall be elected in such manner, at such time and place, and shall serve for such terms as may be provided in the By-Laws of the Association.

The Association shall indemnify any director or officer against expenses actually and reasonably incurred by him in connection with the defense of any claim, action, suit or proceedings against him by reason of being or having been such director or officer, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of duty owed to the Association.

The Association shall compensate such Director or officer for actual expenses incurred by him in carrying out his duties and obligations as an officer and/or Director.

X. None of the provisions of these Articles of Incorporation may be altered or amended in whole or in part in such a way as to bring them into conflict with the Declaration and deed restrictions now or hereafter made applicable to the Community. With the foregoing exception, these Articles may be freely amended by unanimous action of the Board of Directors or by two-thirds majority vote of all eligible voters.

XI. As provided for under Chapter 31E, Article 2, a director of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a director for the following:

1. The amount of a financial benefit received by a director to which he or she is not entitled;
2. An intentional infliction of harm on the corporation;
3. An unlawful distribution in violation of Chapter 31E, Article 8, Section 833 of the West Virginia Code (or the corresponding section of any future provision of the West Virginia Code); or
4. An intentional violation of criminal law; or
5. Any other prohibition on the elimination or limitation of personal liability of a director under Chapter 31E of the West Virginia Code as in effect at the time of the alleged action or failure to take action by such director.

The undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file these Articles of Incorporation, and have accordingly hereunto set his hand this 12<sup>th</sup> day of November, 2007.

ENROUT PROPERTIES, LLC

By:

  
Glenn T. Adrian, Member

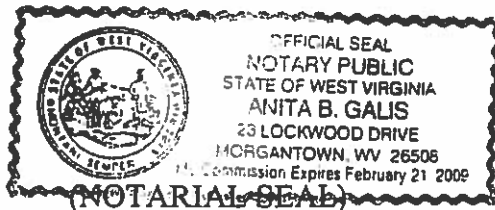


STATE OF WEST VIRGINIA,  
COUNTY OF MONONGALIA, TO-WIT:

I, Anita B. Galis, a notary public of said county, do certify that Glenn T. Adrian, the Member of EnRout Properties, LLC, a West Virginia limited liability company, who signed the writing hereto annexed, bearing date as of the 12<sup>th</sup> day of November, 2007, has this day in my said county, before me, acknowledged the same to be the act and deed of said limited liability company.

Given under my hand this 12 day of November, 2007.

My commission expires: 2-21-09



Anita B. Galis  
Notary Public

These Articles of Incorporation prepared by:  
Brian D. Gallagher, Esq.  
Steptoe & Johnson PLLC  
United Center  
1085 Van Voorhis Road, Suite 400  
P.O. Box 1616  
Morgantown, WV 26507-1616