

ARTICLES OF INCORPORATION
OF
SOUTH POINTE CONDOMINIUM UNIT
OWNERS' ASSOCIATION, INC.

We hereby associate to form a non-stock, not for profit corporation under the Virginia Non-Stock Corporation Act as amended, and to that end set forth the following:

ARTICLE I. NAME

The name of the corporation is South Pointe Condominium Unit Owners' Association, Inc.

ARTICLE II. REGISTERED OFFICE AND AGENT

The initial registered agent is George I. Vogel, II, a resident of Virginia, and a member of the Virginia State Bar, whose business office is the same as the registered office of the corporation.

The initial registered office of the corporation shall be located at 204 McClanahan Street, S.W., Roanoke, Virginia 24014, which address is in the City of Roanoke, Virginia.

ARTICLE III. PURPOSE AND POWERS

The purposes for which this corporation is organized are as follows:

(a) To provide for maintenance, preservation, and architectural control of the South Pointe Condominium, sometimes hereinafter referred to as "Condominium" and its common elements and to exercise all of the powers and privileges and to perform

all of the duties and obligations of the corporation as set forth in the bylaws of the corporation as amended from time to time as therein provided.

(b) To promote the health, safety and welfare of the members of the corporation.

(c) To fix, levy, collect and enforce payment by any lawful means, all dues and assessments due from condominium unit owners, pursuant to said bylaws; to pay and disburse all expenses in connection therewith and all office, administration, custodial, service, professional and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the corporation, condominium and its common elements.

(d) To hire, dismiss, and supervise personnel to administer and manage the Condominium and its business and to enter into management and other related contracts.

(e) To supervise, administer, and enforce condominium regulations as may be promulgated from time to time and as provided in the bylaws.

(f) To carry out all the duties, obligations, prerogatives, and powers as provided in the bylaws.

ARTICLE IV. MEMBERS

The corporation shall have members and the bylaws of the corporation shall designate the classes of members, shall state the qualifications and rights of the members of each class and

shall confer or limit the rights of members to vote.

ARTICLE V. DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The exact number of directors shall be determined as provided in the bylaws of the corporation. The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as the initial directors are as follows:

Ronald L. Willard P.O. Box 540, Wirtz,
Virginia 24184

Ronald L. Willard, II, P.O. Box 540, Wirtz,
Virginia 24184

Roy L. Jarrett, P.O. Box 540, Wirtz, Virginia
24184

After the expiration of five years, or upon conveyance of condominium units representing at least 75% of the aggregate percentage interests assigned to condominium units registered with the Virginia Real Estate Commission, whichever shall first occur, the Directors shall be elected by the members, as provided by the bylaws.

ARTICLE VI. DURATION

The corporation shall exist perpetually.

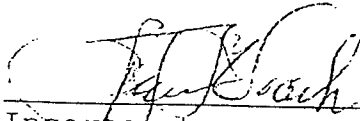
ARTICLE VII. INDEMNIFICATION

The Association shall indemnify its directors and officers in the manner, against the matters, and to the full extent provided and permitted by Sections 13.1-875 through 13.1-881 and

Section 13.1-883 of the Code of Virginia of 1950, as amended.

Dated:

July 16, 2003



Incorporator

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