

Conf' 2 1994

Phase I

ARTICLES OF INCORPORATION
OF
SOUTHFIELD CROSSING HOMEOWNERS' ASSOCIATION, INC.

The undersigned, all of whom are residents of Pennsylvania, and all of whom are of full age, for the purpose of forming a nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988 execute the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation, referred to in these Articles as the "Association," is SOUTHFIELD CROSSING HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II. REGISTERED OFFICE

The registered office of the Association is located at 21 Warwick Circle, New Kingstown, Pennsylvania.

ARTICLE III. ORGANIZATION

This Association is organized pursuant to the Nonprofit Corporation Law of 1988. The Association is organized on a nonstock basis. It does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE IV. PURPOSES AND POWERS OF ASSOCIATION

The Association is formed to provide for maintenance, preservation, and architectural control of the residence lots and common area within that certain tract of property described as: Southfield Crossing, Silver Spring Township, Cumberland County, Pennsylvania, as shown in Plan Book 51, Page 17, recorded in the Office of the Recorder of Deeds in and for Cumberland County, Pennsylvania, together with the remainder of the lots as described in Deed Book "E", Volume 35, Page 921. In addition, the Association is formed for the following general purposes:

- (1) To promote the health, safety, and welfare of the residents within the above-described property and any additions to the property as may be brought within the jurisdiction of this Association for this purpose;
- (2) To perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions, and Restrictions (Declaration), applicable to the property and recorded in the Office of the Recorder of Deeds for the County of Cumberland, Commonwealth of Pennsylvania in Miscellaneous Book 340, Page 223.
- (3) To fix, collect, and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection with the fixing, collection, and enforcement of the charges or assessments, as well as all office and other expenses necessary to conduct the business of the Association,

including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(4) To acquire (by gift, purchase, or otherwise), own, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(5) To borrow money, and, only with the assent of two thirds of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or to annex additional residential property and common area, provided that any merger, consolidation, or annexation shall have the assent by vote of two thirds of each class of members or the written consent of all the members;

(8) To have and to exercise any and all powers, rights, and privileges that a corporation organized under the Nonprofit Corporation Law of 1988 by law may now or in the future have or exercise.

ARTICLE V. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot that is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot that is subject to assessment by the Association.

ARTICLE VI. VOTING RIGHTS

The Association shall have one class of voting membership:

Class A

Class A members shall be all owners of lots in the Development as described in Article IV herein and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for the lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VII. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the

Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
Christine Fake	21 Warwick Circle New Kingstown, PA
Rebecca Rolley	2 Nottingham Dr. New Kingstown, PA
Lois Zack	33 Warwick Circle New Kingstown, PA
Robert Potteiger	339 Locust Point Rd. Mechanicsburg, PA 17055
George Zimmerman	4813 Jonestown Rd. Harrisburg, PA 17109

At the first annual meeting the members shall elect one director for a term of four (4) years, one director for a term of three (3) years, and one director for a term of two (2) years, and two directors for a term of two (2) years; and at each annual meeting thereafter the members shall elect one or two directors for a term of two (2) years, depending on the number of directors to be replaced at that time.

ARTICLE VIII. LIMITATION ON CORPORATE ACTIVITIES

None of the activities of this Association shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation, nor shall this Association participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IX. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, the Association shall be subject to the following limitations and restrictions:

(1) Association shall distribute its income for each taxable year at the times and in the manner necessary in order not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986.

(2) Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986.

(3) Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.

(4) Association shall not make any investments in a manner that may subject it to tax under Section 4944 of the Internal Revenue Code of 1986.

(5) Association shall not make any taxable expenditures as

defined in Section 4945(d) of the Internal Revenue Code of 1986.

ARTICLE X. TERM

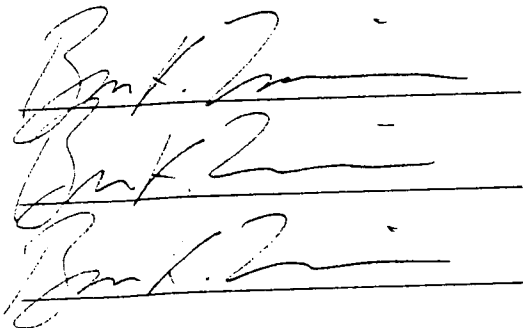
The term of the Association is perpetual until it is dissolved in accordance with these Articles.

ARTICLE XI. DISSOLUTION

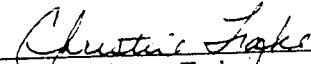
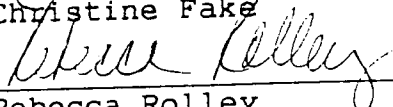
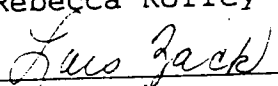
The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. On dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that the dedication is refused acceptance, the assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to similar purposes.

ARTICLE XII. AMENDMENTS

Amendment of the Articles shall require the assent, by vote or written consent of members representing fifty-one (51%) percent or more of the voting power.



INCORPORATORS


Christine Fake

Rebecca Rolley

Lois Zack