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STATE OF West Virginia

COUNTY OF Berkeley, to-wit:

I, Guy R. Avey, Jr., a Notary Public in and for the State and County aforesaid do hereby certify that Levin FREEMAN who, as Vice President of Sleepy Hollow, Inc., a West Virginia Corporation.

~~whereas~~ signed the writing hereto annexed, bearing date the 8th day of June, 1968, has this day acknowledged the same before me in my said County, to be the act and deed of said corporation.

Given under my hand this 8th day of June, 1968 and notarial seal

(~~APPEX NOTARIAL SEALS~~)

My commission expires:

March 24, 1973



Guy R. Avey, Jr.
Notary Public

DECLARATION OF CONSIDERATION OR VALUE

Under the penalties of fine and imprisonment as provided by law the undersigned grantee hereby declares the total consideration of the property transferred by the document to which this declaration is appended is \$1900.00.

Given under my hand this 9th day of June, 1968.

Robert A. Young, By Guy R. Avey, Jr. Notary.
Address: 10637 Weymouth St.
Bethesda, Md. 20014

This instrument was prepared by Guy R. Avey, Jr.

STATE OF WEST VA. } SS.
COUNTY OF MORGAN

July 1, 1968. This Deed of Bargain and sale, Dated June 8, 1968, from Sleepy Hollow, Inc. to Robert A. Young et al. for Real Estate was produced in this office and admitted to record at 1:00 PM

Lydia M. Sheehan Test
CLERK
COUNTY COURT OF MORGAN CO., W. VA.

(Fee \$1.18)

Plats, Dedication and Restrictive Covenants, Sections 1, 2, 3 and 4 Sleepy Hollow Subdivision, in Sleepy Creek District, Morgan County, West Virginia

The above and foregoing subdivision, known as Sections 1, 2, 3, and 4, Sleepy Hollow Subdivision, is located near Mountain Lake Road, West Virginia Route 9/5 in Sleepy Creek District, Morgan County, West Virginia, and is more particularly described in the

Wash. Sleepy Hollow One 21168
To: Box 117, Hedgesville, W. Va.

appended plat and survey executed by JOHN D. EMLER, PROFESSIONAL ENGINEER, WEST VIRGINIA NO. 4718 on the 21st day of May, 1968. The above described real estate is a part of that certain tract or parcel of real estate conveyed to SLEEPY HOLLOW, INC., a corporation, by deed from JOSEPH A. and CAROL I. CAVANAUGH and KENNETH R. and BETTY JANE HANKIN, dated the 29th day of May, 1968 and recorded in the clerk's office of the County Court of Morgan County, West Virginia, in Deed Book 74, page 385.

This subdivision shall be subject to the following restrictive covenants, which covenants are to run with the land.

(1) The grantor hereby dedicates to the public, for public use forever, all of the streets and rights of way shown on the attached plat or plan, EXCEPT AS NOTED ON PLAT PLANS HERETO APPENDED.

(2) The grantor may assess each lot owner the sum of FIFTEEN DOLLARS (\$15.00) per year per lot for the use, upkeep and maintenance of the roads within all sections of said subdivision, and such other common facilities as the said grantor may provide therein. The rights and responsibilities as created by this paragraph may be delegated by the grantor to a committee of lot owners within said subdivision appointed by the grantor or to a lot owners' association elected by the lot owners. Should the rights and responsibilities be delegated to a lot owners' association whose governing board or officers are duly elected by the lot owners themselves, said owners' association through its board or officers may assess whatever reasonable figure they or it may deem necessary to maintain the roads and common facilities. Any assessment made pursuant to this paragraph shall be payable on or before the 31st day of January next following the purchase of said lot, and on or before the 31st day of January of each year thereafter.

(3) The grantor reserves unto itself, its successors and assigns, the right to erect and maintain telephone and electric light poles, conduits, equipment, sewer, gas and water lines, or to grant easements or rights of way therefor, with the right of ingress and egress for the purpose of erection or maintenance on, over, or under a strip of land ten (10) feet wide at any point along the side, rear, or front lines of any of said lots.

(4) No building of a temporary nature shall be erected or placed on any of said lots except those customarily erected in connection with building operations; and in such cases, for a period not to exceed six months.

(5) Not more than one residence shall be erected on any one lot, and it shall contain a minimum of 480 square feet on the main floor. This shall not include basement, garage, porch or carport.

No part of any lot sold by the Grantor may be sold or used as a road or as a right of way to any property outside of said subdivision. This restriction shall not apply until said lots are sold by the grantor.

(6) All of said lots shall be used for residential purposes only, and any garage or barn must conform generally in appearance and material with any dwelling on the said lot. The grantor reserves the right to designate one lot in the said subdivision for commercial purposes.

(7) No signs, billboards, or advertising of any nature shall be erected, placed or maintained on any lots herein designated, nor upon any building erected thereon, except directional and information signs of grantor.

(8) No building shall be erected closer than 25 feet to any street or road (not closer than 10 feet in the case of Lots Nos. 48-57, Section III), nor closer than 10 feet to the side or rear of the lot line, with the exception that where two or more lots are used together for the construction of one dwelling, then said 10 foot set back shall apply only to outside lines.

(9) All toilets constructed on said lots shall conform to the regulations of the West Virginia State Health Department.

(10) No lot in said subdivision may be re-subdivided.

(11) The use of trailers, mobile homes or derivatives thereof within said subdivision is unauthorized, except for the use of temporary camping trailers.

(12) No trucks, buses, old cars or unsightly vehicles of any type or description may be left or abandoned on said lots.

(13) Nothing herein is to be construed to prevent the grantor from placing further restrictions or easements on any lot in said subdivision which shall not have already been conveyed by it.

(14) If the grantees of Sleepy Hollow, Inc., or any of them, or their heirs or assigns, shall violate or attempt to violate any of the covenants herein, it shall be lawful for any other person or persons owning any real estate situated in said subdivision to prosecute any proceedings at law or in equity against the person or persons violating or attempting to violate any such covenant, either to prevent him or them from so doing or to recover damages or other dues for such violation.

(15) Invalidation of any one of these covenants by judgment or court order shall in no wise affect any of the other provisions which shall remain in full force and effect.

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WITNESS the corporate name and seal of Sleepy Hollow, Inc., a corporation, and the signature of its Vice-President hereto affixed this 21st day of June, 1968.

(AFFIX CORPORATE SEAL) BY Luis Guadalupe
Its Vice-President

STATE OF WEST VIRGINIA,

COUNTY OF BERKELEY, to-wit:

I, Guy R. Avey, Jr., a Notary Public of

the said County of Berkeley, do certify that IRVING FREEDMAN, who signed the writing above for Sleepy Hollow, Inc., a corporation, bearing date the 21st day of JUNE, 1968, has this day in my said County, before me, acknowledged the said writing to be the act and deed of said corporation.

Given under my hand this 25th day of JUNE, 1968.

Guy R. Avey, Jr.
Notary Public

My commission expires:

MARCH 21, 1973

This instrument was prepared by Guy R. Avey, Jr.

County Court Clerk's Office
Morgan County, West Virginia July 1, 1968 1:00 P.M.
The foregoing writing, was this day presented in said office and thereupon admitted to record.

Clay M. Graham Clerk
By Anna H. H. Pugh Deputy

(Fee Book #19) ft.

(\$36.30 State & County Prop. Trans. Stamps)

DEED



THIS DEED, made this 1st day of July, 1968, by and between J. R. Martin and Mary Martin, husband and wife, both in their individual and marital capacities, parties of the first part, and Alton L. Wells and Mabel V. Wells, husband and wife, or to the survivor, parties of the second part;

WITNESSETH: That for and in consideration of the sum of Ten Dollars (\$10.00), cash in hands paid, receipt of which is hereby acknowledged, said parties of the first part do hereby grant and convey unto said parties of the second part, or to the survivor, as joint tenants and not as tenants in common, survivorship between said parties of the second part being hereby expressly

Recorded: 7/15/68
Alton L. Wells
Mabel V. Wells, M.R.

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(Fee Book #517)

BY-LAWS OF SLEEPY HOLLOW ASSOCIATION:

ARTICLE I - MEMBERS

1. VOTING RIGHTS: Each lot shall entitle the owner(s) to one vote, provided that all assessments shall have been paid by the date of record.

ARTICLE II - MEETINGS

1. ANNUAL MEETING: The annual meeting of members shall be held within 30 days immediately prior to June 21st each year for the purposes of electing Executive Committee members and for the transaction of such other business as may come before the meeting.

2. SPECIAL MEETINGS: Special meetings of the members, for any purpose or purposes, may be called by the President or by any three (3) Executive Committee members and shall be called by the President at the request of one (1) member of the Association representing 20% of the lots.

3. PLACE OF MEETING: The annual membership meeting required by these By-Laws shall be held within 20 miles of the lake. Special meetings may be held up to 100 miles from the lake but shall be so located to afford maximum convenience to the owners.

4. NOTICE OF MEETING: Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be mailed not less than twenty (20) days before the date of the meeting. Such notice shall be addressed to the member at his address as it appears on the membership rolls of the Association. The address of each member on the membership rolls shall be the responsibility of each member. Changes of address shall be sent by the member to the Secretary, Sleepy Hollow Association, Hedgesville, West Virginia 25427.

5. FIXING DATE OF RECORD FOR MEMBERSHIP: April 15 shall be the date of record for the purpose of determining members entitled to notice of or to vote at any meeting of members.

6. VOTING LIST: The Secretary shall make a complete list of members entitled to vote, arranged in alphabetical order, with the address and the number of votes to which each is entitled. This list, for a period of twenty (20) days prior to any meeting, shall be subject to inspection by any member during reasonable and convenient hours, and such list shall also be produced and kept open at the time and place of the meeting.

7. QUORUM: At any meeting, owners representing 20% of the lots subject to this Association and entitled to vote, represented in person or by proxy, shall constitute a quorum.

PROXIES: A member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of the meeting.

9. PETITION FOR MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING: If any member of the Association wishes to have any matter placed upon the agenda for consideration at the annual meeting, they shall submit said matter to the Executive Committee in the form of a petition signed by members of the Association representing 25 lots, and said petition shall be submitted on or before April 15th of any calendar year. The Executive Committee upon receipt of any duly executed petition shall place said matter or matters upon the agenda to be considered at the next annual meeting.

ARTICLE III - EXECUTIVE COMMITTEE

1. ELECTION AND TERM: The business and affairs of this Association shall be managed by a board of seven (7) Executive Committee members who shall be members of this Association entitled to vote. Members of the Executive Committee shall be elected for three (3) year terms. The President of the Association shall appoint a nominating committee consisting of two (2) members of the Executive Committee and three (3) other members of the Association. This nominating committee shall, on or before April 15th of each calendar year, submit to the Executive Committee a list of members, numbering at least twice the

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ber of vacancies expected to exist on the Executive Committee. The members of the Executive Committee to be elected annually shall be selected from the names submitted by the nominating committee; however, this provision of the By-Laws shall not prevent a person from being elected to the Executive Committee by a write-in ballot. The members of the Association shall cast their vote for members of the Executive Committee by United States ballot. The Executive Committee shall, when mailing the notice of the meeting, so forward by First Class Mail to all members a complete list of the parties nominated for membership to the Executive Committee, together with a ballot for voting for members of the Executive Committee. Only ballots received before the date designated for the annual meeting shall be included.

STANDING COMMITTEES: The Executive Committee shall have three Standing Committees: Roads, Common Facilities and Newsletter. The Chairmen of these standing Committees shall be elected from and by the Executive Committee.

MEETINGS: The Executive Committee shall meet at such times and such places they shall by proper resolution provide; however, the Executive Committee shall meet at least twice a year to consider the business of the Association. Special meetings of the Executive Committee may be called at the request of the President or by any two (2) Executive Committee members and all Executive Committee members shall receive at least ten (10) days notice of any meeting. These meetings shall be open to all members of the Association, except when specifically decided by proper ballot to meet in camera.

QUORUM: At any meeting of the Executive Committee, four (4) members shall constitute a quorum for the transaction of business.

VACANCIES ON THE EXECUTIVE COMMITTEE: If any vacancy should occur on the Executive Committee between annual elections, the Executive Committee shall have the power to fill such a vacancy.

ARTICLE IV - OFFICERS

NUMBER: The officers of the Association shall be President, Vice President, Secretary and Treasurer, elected by and from the Executive Committee.

ELECTION AND TERM OF OFFICE: The officers of the Association shall be elected by the Executive Committee at the first meeting of the Executive Committee and after each annual meeting of the members of the Association, and the term of office for each shall be one year.

REMOVAL: Any officer or agent elected or appointed by the Executive Committee may be removed from that office by the Executive Committee whenever in its judgment the best interests of the Association shall be served thereby.

ARTICLE V - DUTIES OF THE OFFICERS

PRESIDENT: The President shall preside at all meetings of the Executive Committee, and shall appoint all members of committees except Standing Committees and define their duties as may be necessary to carry out the objectives of the Association.

VICE PRESIDENT: The Vice President shall perform all the duties of the President in any temporary absence or disability of this officer.

SECRETARY: The Secretary shall keep the minutes of all meetings, have custody of all correspondence, and maintain the record of membership of the Association. The Secretary shall conduct the correspondence of the Association and send out all notices and letters concerning annual and special meetings of the Association and the Executive Committee.

TREASURER: The Treasurer shall collect all assessments, keep all accounts, pay all bills approved by the Executive Committee, and be responsible for all funds of the Association. The Treasurer shall provide a financial statement at the annual meeting of the Association and at meetings of the Executive Committee.

Pursuant to the authority granted by the Deeds of Dedication applying to Sleepy Hollow Subdivision and recorded in the offices of the Clerks of the County Courts of Berkeley and Morgan Counties, West Virginia, the foregoing By-Laws were adopted this 16th day of February 1974 by a quorum vote of the members at the first annual meeting, and revised this 25th day of June 1985.

By Clair H. Hays, President

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STATE OF WEST VIRGINIA
COUNTY OF BERKELEY

Subscribed and sworn before me this 14th day of August,
1987, by Elaine Roussos

Witness my hand and official seal.

My commission expires March 19, 1991 ~~April 26, 1984~~

Cynthia J. Broden
Notary Public

(NOTARIAL SEAL)

This instrument was prepared by ELAINE ROUSSOS

STATE OF WEST VA. } BY-LAWS
COUNTY OF MORGAN } SS. SLEEPY CREEK ASSOCIATION

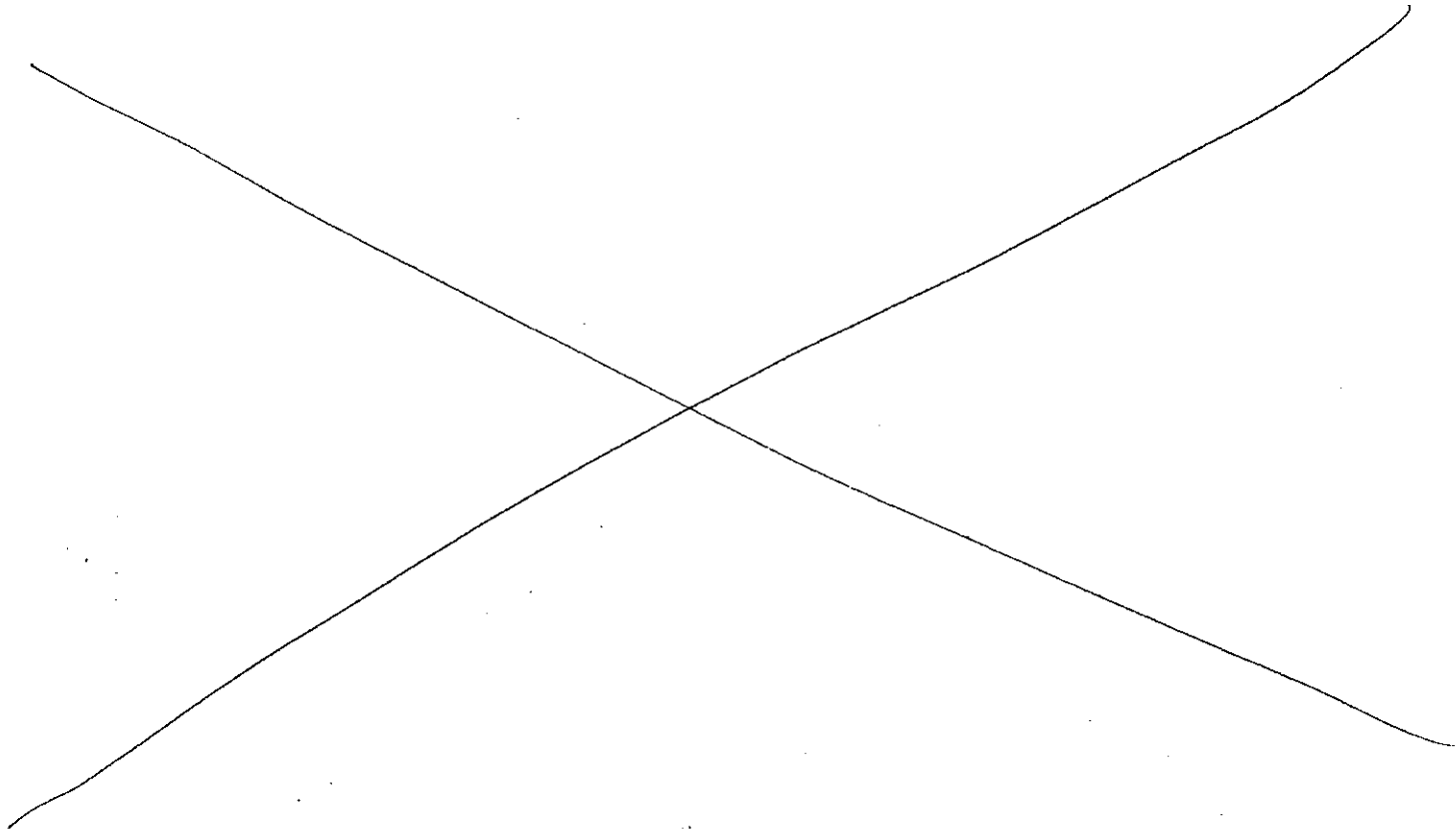
Aug 14, 19 87. This ~~Deed of~~ ~~Grant~~ ~~in~~ ~~and~~ ~~out~~ ~~of~~ ~~land~~

Dated June 25, 19 85

to record at Robert J. Gumbay Test
5:45PM

COUNTY COURT OF MORGAN CO., W. VA. CLERK

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REVISED ARTICLES AND BYLAWS

ARTICLES OF ASSOCIATION OF SLEEPY HOLLOW ASSOCIATION

(Fee Book #1394)

ARTICLE I

NAME: This organization shall be known as the Sleepy Hollow Association.

ARTICLE II

OBJECT: To provide for the use and maintenance of the roads and other common facilities and provide for the general welfare and safety in Sleepy Hollow Subdivision and Hickory Hill subdivision.

ARTICLE III

MEMBERSHIP: All lot owners in Sleepy Hollow Subdivision and Hickory Hill Subdivision.

ARTICLE IV

OFFICERS: The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected for a term of one year from and by the Executive Committee and shall exercise the duties defined in the By-Laws.

ARTICLE V

EXECUTIVE COMMITTEE: The Executive Committee shall be elected as provided in the By-Laws, and the management of the affairs of the Association shall be vested in the Executive Committee as provided in the Covenants and By-Laws.

ARTICLE VI

MEETINGS: The annual meeting of the Association shall be held within the 30 days immediately prior to June 21st and other meetings may be held as the Executive Committee determines necessary or as required by the By-Laws.

ARTICLE VII

QUORUM: A quorum of the Association shall consist of Owners representing 20% of the lots.

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ARTICLE VIII

BY-LAWS: The Association shall at the first annual meeting enact By-Laws for the government of the affairs of the Association and may alter or amend the same by a majority vote by mail ballot after any meeting of the Association called for that purpose.

ARTICLE IX

AMENDMENTS: These Articles of Association may be amended by majority vote by mail ballot after any meeting of the Association called for that purpose; provided that the substance of the proposed amendment shall have been submitted in writing to the members at least twenty (20) days prior to the meeting.

ARTICLE X

TRUSTEES: The Executive Committee shall appoint at its first annual meeting and every five years thereafter, three (3) members of the Association as Trustees of the property of the Association, and the Trustees shall hold, manage and invest the property of the Association in accordance with the instructions of the Executive Committee. Trustees shall be appointed to serve for five (5) year terms.

Pursuant to the authority granted by the Deeds of Dedication applying to Sleepy Hollow Subdivision and recorded in the offices of the Clerk of the County Courts of Berkeley and Morgan Counties, West Virginia, the foregoing Articles of Association were adopted this 16th day of February 1974, by Sleepy Hollow Subdivision Lot Owners Association, and revised this 15th day of September 1979.

By [Signature], President

SEARCHED and INDEXED to books on
15th day of January 1980

Barbara J. Self
Notary Public, Montgomery County, MD

7-1-82
(PLACE OF NOTARIAL SEAL)

REVISION OF THE
BY-LAWS OF SLEEPY HOLLOW ASSOCIATION

ARTICLE I - MEMBERS

1. VOTING RIGHTS: Each lot shall entitle the owner(s) to one vote, provided that all assessments shall have been paid by the date of record.

ARTICLE II - MEETINGS

1. ANNUAL MEETING: The annual meeting of members shall be held within 30 days immediately prior to June 21st each year for the purposes of electing Executive Committee members and for the transaction of such other business as may come before the meeting. However, approval by a majority of those voting by mail ballot of the membership is required for (a) any change in assessment or (b) any expenditure that exceeds current revenue.

2. SPECIAL MEETINGS: Special meetings of the members, for any purpose or purposes, may be called by the President or by any three (3) Executive Committee members and shall be called by the President at the request of owners of the Association representing 20% of the lots.

3. PLACE OF MEETING: The annual membership meeting required by these By-Laws shall be held within 10 miles of the lake. Special meetings may be held up to 100 miles from the lake but shall be so located to afford maximum convenience to the owners.

4. NOTICE OF MEETING: Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be mailed not less than twenty (20) days before the date of the meeting. Such notice shall be addressed to the member at his address as it appears on the membership rolls of the Association. The address of each member on the membership rolls shall be the responsibility of each member. Changes of address shall be sent by the member to the Secretary, Sleepy Hollow Association, Hedgesville, West Virginia 25427.

5. FIXING DATE OF RECORD FOR MEMBERSHIP: April 15 shall be the date of record for the purpose of determining members entitled to notice of or to vote at any meeting of members.

6. VOTING LIST: The Secretary shall make a complete list of members entitled to vote, arranged in alphabetical order, with the address and the number of votes to which each is entitled. This list, for a period of twenty (20) days prior to any meeting, shall be subject to inspection by any member during reasonable and convenient hours, and such list shall also be produced and kept open at the time and place of the meeting.

7. QUORUM: At any meeting, owners representing 20% of the lots subject to this Association and entitled to vote, represented in person or by proxy, shall constitute a quorum.

8. PROXIES: A member may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of the meeting.

9. PETITION FOR MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING: If any member of the Association wishes to have any matter placed upon the agenda for consideration at the annual meeting, they shall submit said matter to the Executive Committee in the form of a petition signed by members of the Association representing 25 lots, and said petition shall be submitted on or before April 1st of any calendar year. The Executive Committee upon receipt of any duly executed petition shall place said matter or matters upon the agenda to be considered at the next annual meeting.

ARTICLE III - EXECUTIVE COMMITTEE

1. ELECTION AND TERM: The business and affairs of this Association shall be managed by a board of seven (7) Executive Committee members who shall be members of this Association entitled to vote. Members of the Executive Committee shall be elected for two (2) year terms. The President of the Association shall appoint a nominating committee consisting of two (2) members of the Executive Committee and three (3) other members of the Association. This nominating committee shall, on or before April 15th of each calendar year, submit to the Executive Committee a list of members, numbering at least twice the number of vacancies expected to exist on the Executive Committee. The members of the Executive Committee to be elected annually shall be selected from the names submitted by the nominating committee; however, this provision of the By-Laws shall not prevent a person from being elected to the Executive Committee by a write-in ballot. The members of the Association shall cast their vote for members of the Executive Committee by United States mail. The Executive Committee shall, when mailing the notice of the meeting, also forward by First Class Mail to all members a complete list of the parties nominated for membership to the Executive Committee, together with a ballot for voting for members of the Executive Committee. Only ballots received before the date designated for the annual meeting shall be included.

2. STANDING COMMITTEES: The Executive Committee shall have three Standing Committees: Roads,

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Common Facilities and Newsletter. The Chairmen of these Standing Committees shall be elected from and by the Executive Committee.

3. MEETINGS: The Executive Committee shall meet at such times and such places as they shall by proper resolution provide; however, the Executive Committee shall meet at least twice a year to consider the business of the Association. Special meetings of the Executive Committee may be called at the request of the President or by any two (2) Executive Committee members and all Executive Committee members shall receive at least ten (10) days notice of any meeting. These meetings shall be open to all members of the Association, except when specifically decided by proper ballot to meet in camera.

4. QUORUM: At any meeting of the Executive Committee, four (4) members shall constitute a quorum for the transaction of business.

5. VACANCIES ON THE EXECUTIVE COMMITTEE: If any vacancy should occur on the Executive Committee between annual elections, the Executive Committee shall have the power to fill such a vacancy.

ARTICLE IV - OFFICERS

1. NUMBER: The officers of the Association shall be President, Vice-President, Secretary and Treasurer, elected by and from the Executive Committee.

2. ELECTION AND TERM OF OFFICE: The officers of the Association shall be elected by the Executive Committee at the first meeting of the Executive Committee held after each annual meeting of the members of the Association, and the term of office for each shall be one year.

3. REMOVAL: Any officer or agent elected or appointed by the Executive Committee may be removed from that office by the Executive Committee whenever in its judgement the best interests of the Association shall be served thereby.

ARTICLE V - DUTIES OF THE OFFICERS

1. PRESIDENT: The President shall preside at all meetings of the Executive Committee, and shall appoint all members of committees except Standing Committees and define their duties as may be necessary to carry out the objectives of the Association.

2. VICE-PRESIDENT: The Vice-President shall perform all duties of the President in any temporary absence or disability of this officer.

3. SECRETARY: The Secretary shall keep the minutes of all meetings, have custody of all correspondence, and maintain the record of membership of the Association. The Secretary shall conduct the correspondence of the Association and send out all notices and letters concerning annual and special meetings of the Association and the Executive Committee.

4. TREASURER: The Treasurer shall collect all assessments, keep all accounts, pay all bills approved by the Executive Committee, and be responsible for all funds of the Association. The Treasurer shall provide a financial statement at the annual meeting of the Association and a meetings of the Executive Committee.

ARTICLE VI - SAVINGS CLAUSE

1. Should any Court of competent Jurisdiction invalidate any section or subparagraph of the provisions of these By-Laws or Articles of Association, the remaining provisions shall remain in full force and effect.

Pursuant to the authority granted by the Deeds of Dedication applying to Sleepy Hollow Subdivision and recorded in the offices of the Clerks of the County Courts of Berkeley and Morgan Counties, West Virginia, the foregoing By-Laws were adopted this fourth day of February 1974 by a quorum vote of the owners at the first annual meeting, and revised this 13th day of September 1979.

RECORDED DEED BOOK NO. 743 111 8

Subscribed and sworn to before me this 2nd day of June 1980
Barbara J. Well
Notary Public for Morgan County, W. Va.
7-1-80
(PLACE OF NOTARIAL SEAL)

RECEIVED JUN 6 1980 10 O'CLOCK AM
COUNTY COMMISSION
PRESIDENT
MORGAN COUNTY, W. VA.
President

1394

225 pd.

County Court Clerk's Office
Morgan County, West Virginia June 6 1980
The foregoing writing, was this day presented
in said office and thereupon admitted to record.
Teste: [Signature] Clerk