

**CHADWICK, WASHINGTON, OLTERS,  
MORIARTY & LYNN, P.C.**

100 Concourse Boulevard, Suite 108  
Glen Allen, Virginia 23060

(804) 346-5400

FAX (804) 965-9919

E-MAIL: cwoml@aol.com

Kenneth E. Chadwick (VA, MD)  
Wilbert Washington II (VA, MD, DC)  
Sandra C. Olters (VA)  
Stephen H. Moriarty (VA)  
Shelah Fidellman Lynn (MD, DC)  
Andrew G. Elmore (VA)  
James V. Ingold (VA, DC)  
Lisa M. Tilitaky (VA, MD, DC)  
N. Shaheen Khan (VA, DC)  
Parisa M. Afsahi (VA, MD)  
Michele L. Sheridan (VA, MD, DC)  
Brendan P. Bunn (VA, DC)

9990 Lee Highway  
Suite 450  
Fairfax, Virginia 22030-1720  
(703) 352-1900  
FAX (703) 352-5293

2000 L Street, N.W.  
Suite 200  
Washington, D.C. 20036  
(202) 429-0690

4733 Bethesda Avenue  
Suite 610  
Bethesda, Maryland 20814  
(301) 652-1448  
FAX (301) 718-4399

September 21, 1998

Clerk's Office  
State Corporation Commission  
Commonwealth of Virginia  
Tyler Building  
1300 East Main Street  
Richmond, Virginia 23219-3630  
**By Hand: 9-21-98**

980921 0144 *gm*

Re: Wyndham Forest Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for Wyndham Forest Homeowners Association, Inc. for filing with your office. In addition, you will find a check made payable to the State Corporation Commission in the amount of \$75.00 which constitutes the requisite filing fee.

If you have any questions, please feel free to contact me or my Assistant, Toya Mines, at your earliest convenience. Thank you for your courtesy in this matter.

Sincerely,

*Andrew G. Elmore*  
Andrew G. Elmore

Enclosures  
cc: George Moore, III  
Kim Haurand

*\$50  
25  
\$75*

*gm  
9-22-98*

509222-6



# COMMONWEALTH OF VIRGINIA



CLINTON MILLER  
CHAIRMAN

THEODORE V. MORRISON, JR.  
COMMISSIONER

HULLIHEN WILLIAMS MOORE  
COMMISSIONER

WILLIAM J. BRIDGE  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

## STATE CORPORATION COMMISSION

September 23, 1998

ANDREW G ELMORE  
CHADWICK WASHINGTON OLTERS ETAL  
100 CONCOURSE BLVD SUITE 108  
GLEN ALLEN, VA 23060

RE: WYNDHAM FOREST HOMEOWNER'S ASSOCIATION, INC.  
ID: 0509222 - 6  
DCN: 98-09-21-0144

This is your receipt for \$75.00 covering the fees for filing  
articles of incorporation with this office.

The effective date of the certificate of incorporation is  
September 23, 1998.

Sincerely yours,

William J. Bridge  
Clerk of the Commission

CORPACPT  
CIS20423



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

September 23, 1998

The State Corporation Commission has found the accompanying articles submitted on behalf of

WYNDHAM FOREST HOMEOWNER'S ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective September 23, 1998.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By   
Commissioner

CORPACPT  
CIS20423  
98-09-21-0144



**ARTICLES OF INCORPORATION**  
**OF WYNDHAM FOREST HOMEOWNER'S ASSOCIATION, INC.**

I, the undersigned natural person of the age of twenty-one years or more, as incorporator of a Corporation, adopt the following Articles of Incorporation for such Corporation pursuant to the Commonwealth of Virginia Nonstock Corporation Act, Title 13.1, Chapter 10, Section 13.1-801, et seq., Code of Virginia 1950, as amended (hereinafter referred to as the "Nonstock Act").

FIRST: Name. The name of the Corporation is Wyndham Forest Homeowner's Association, Inc.

SECOND: Duration. The period of duration of this Corporation is perpetual.

THIRD: Purpose and Powers.

(a) The purposes for which the Corporation is organized are as follows:

(1) to be and constitute the Property Owners' Association (hereinafter referred to as "Association") to which reference is made in the Declaration of Covenants, Conditions and Restrictions of Wyndham Forest Homeowner's Association (hereinafter referred to as "Declaration"), which will be recorded in the Office of the Clerk of the Circuit Court of Henrico County, Virginia, and may be amended from time to time;

(2) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Virginia Property Owners' Association Act, Section 55-508 et seq., Code of Virginia, 1950, (hereinafter referred to as the "Act") and the Declaration of the Association as recorded and as amended and as otherwise provided by law; and

(3) to provide an entity for the furtherance of the interests of the owners of the property subject to the Declaration; and

(4) to exercise the powers contemplated by Section 13.1-826 of the Code of





Virginia, 1950, as amended, and any other powers now or hereafter conferred by law on Virginia nonstock corporations.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless otherwise indicated by the Act or the Declaration, may be exercised by the Board of Directors:

(1) all of the powers conferred upon nonstock corporations by common law and the statutes of the Commonwealth of Virginia in effect from time to time;

(2) all powers, unless otherwise specified in the Act or the Declaration, conferred upon property owners' associations by common law and the statutes of the Commonwealth of Virginia, in effect and as amended from time to time; and

(3) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles or the Declaration, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the properties;

(b) to manage, control, operate, maintain, repair, and improve the common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, or contract, has a right or duty to provide;

(c) to enforce covenants, conditions, rules or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or by law;

(d) to engage in activities which will actively foster, promote, and



advance the common interests of all owners of property subject to the Declaration;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(f) to borrow money for any purpose of the Corporation, limited in amount or in other respects as may be provided in the Declaration;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(i) to adopt, alter, and amend or repeal the Declaration or the Association's Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

(j) to provide or contract for services benefitting the property subject to the Declaration, including, any and all supplemental municipal services as may be necessary and desirable;



(k) to do everything necessary and proper for the accomplishment of the above-stated objects, or necessary or incidental to the protection and benefit of the Association, and, in general, to carry out any lawful business necessary to the attainment of the purposes of this Association, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise.

(4) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of the Nonstock Act, and all such objects or purposes are subject to said Act. The powers specified in each of the paragraphs of this Article THIRD are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article THIRD.

FOURTH: Membership. The Corporation shall be a nonstock membership Corporation without certificates or shares of stock. Each Owner, by virtue of its ownership of a Lot subject to the Declaration, shall be a member of the Association and thereby of this Corporation. The Association will have more than one class of members. The qualifications and rights of the members of each class of members shall be as set forth in the Declaration and Bylaws.

FIFTH: Voting. Each member shall be entitled to vote in accordance with the Declaration and Bylaws of the Association. The method and manner of voting is set forth in the Declaration and Bylaws. There shall be no cumulative voting.

SIXTH: Board of Directors: The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The initial Board shall consist of three (3)



members; the specific number of directors may be changed from time to time as permitted in the Bylaws. The initial Board of Directors shall consist of the following 3 members:

1. Daniel T. Schmitt, President, 206 North Center Street, Ashland, VA 23005.
2. George W. Moore, III, Vice President, 2814 Waterford Way West, Richmond, VA 23233.
3. Kimberly B. Haurand, Treasurer, P.O. Box 264, 8580 South Quaker Road, Quinton, VA 23141.

During the Declarant Control Period, the Declarant shall have the right to appoint, in its sole discretion, the members of the Board of Directors. The method of election and term of office, removal and filling of vacancies shall be as set forth in the Association's Bylaws. The Board may appoint such additional officers and committees as it, in its discretion, may deem necessary. Such officers and committees shall hold their offices or positions at the pleasure of the Board. The Board may delegate such operating authority to such companies, individuals, officers or committees as it, in its discretion, may determine necessary and as provided in the Declaration and Bylaws.

**SEVENTH: Amendments.** These Articles may be amended, pursuant to the Nonstock Act, by the affirmative vote of the Board of Directors and the approval of members entitled to vote and holding not less than two-thirds (2/3) of the total Class "A" votes in the Association at a meeting at which quorum of the Class "A" votes is present and the approval of the Class "B" Member, so long as such membership exists; provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall impair or dilute any rights of members that are granted by the Declaration.

**EIGHTH: Liability of Directors.** Subject to any limitations contained in the Nonstock Act, as it exists on the date hereof or as it may hereafter be amended, no director of the Association shall





be personally liable to the Association or its members for monetary damages for breach of the duty of care or other duty as director; provided, however, the above provision shall not apply to the personal liability of a director of the Association:

(a) for any appropriation, in violation of his or her duties, of any business opportunity of the Association;

(b) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or

(c) for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article Eighth by the members of the Association shall not adversely affect any right of a director or the Association existing at the time of such repeal or modification.

**NINTH. Dissolution.** The Association may be dissolved only as provided in the Declaration, Bylaws and by the laws of the Commonwealth of Virginia. Any dissolution shall be subject to the terms of Article Tenth hereof, if applicable.

**TENTH. VA/HUD.** If any property subject to the Declaration is subject to a mortgage guaranteed or insured by the U.S. Veterans Administration or the U.S. Department of Housing and Urban Development, then as long as there is a Class "B" Member, the following shall apply: (a) annexation of additional property to the jurisdiction of the Association, merger, consolidation, mortgaging of the Common Areas, amendment of these Articles and/or dissolution of the Association shall require the prior approval of one of the foregoing agencies; (b) dissolution of the Association shall require the written consent of members holding not less than two-thirds (2/3) of the total Class "A" votes in the Association and the written consent of the Class "B" Member, if any;

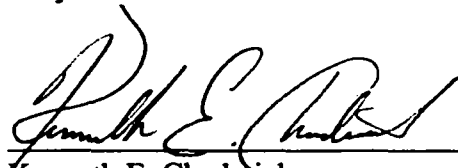


and (c) upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ELEVENTH: Definitions. All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

TWELFTH: Registered Office and Registered Agent. The Registered Office of the Corporation shall be located in Fairfax County at 9990 Lee Highway, Suite 450, Fairfax, Virginia 22030-1720. Kenneth E. Chadwick, Esquire, a member of the Virginia State Bar and resident of Fairfax County, Virginia, shall be the Registered Agent for the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as of the date hereinbefore set forth.

  
\_\_\_\_\_  
Kenneth E. Chadwick  
Incorporator



COMMONWEALTH OF VIRGINIA  
CITY OF FAIRFAX, TO-WIT:

I, KATYA S. Abel, a Notary Public in and for the Commonwealth of Virginia, do hereby certify that Kenneth E. Chadwick, who signed the foregoing Articles of Incorporation of Wyndham Forest Homeowner's Association, Inc. has acknowledged the same before me in the jurisdiction aforesaid.

Given under my hand and notarial seal this 17<sup>th</sup> day of September, 1998.

Katya S. Abel  
Notary Public

My Commission Expires: My Commission Expires May 31, 2002

