

ARTICLES OF INCORPORATION

OF

COUNSELOR'S CLOSE COMMUNITY COMPANY

We heraby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia.

ARTICLE I

The name of the corporation is Counselor's Close Community Company, hereafter called the "Company".

ARTICLE II

PURPOSE AND POWERS OF THE COMPANY

This Company does not contemplate pecuniary gain or profit to its members and the general purposes for which it is formed are to provide for maintenance, preservation and architectural control in any lawful manner of the real estate development known as Counselor's Close, Williamsburg, Virginia (herein referred to as "the Property") which has been subjected to the Declaration of Covenants and Restrictions hereafter referred to and to promote the health, safety and welfare of the residents within the property and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Company as set forth in the Declaration of Covenants and Restrictions, hereafter called the "Declaration" recorded in Deed Book 61, Page 482 in the Office of the Clerk of the Circuit Court for the City of Williamsburg and the County of James City, said Declaration being incorporated by reference;

(b) fix, levy, collect and enforce payment of, by any lawful means, all assessments pursuant to the terms of the Declaration; to pay all its expenses incident to the conduct of the business of the Company, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Company;

(c) except as hereafter provided, to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, encumber, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Company;

(d) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Act of the State of Virginia by law may now or hereafter have or exercise.

No substantial part of the activities of the Company shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The Company shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Company, including contract sellers and including the Developer, Counselor's Close Associates, shall be a member of the Company. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE IV

VOTING RIGHTS

Each member shall be entitled to one vote for each lot owned of record in Counselor's Close.

When more than one person holds interest or interests in any lot, the vote for such lot shall be exercised as they shall among themselves determine.

ARTICLE V

REGISTERED OFFICE AND AGENT

(a) The address of the initial office of the Company is 161-A John Jefferson Road, James City County, Virginia.

(b) The name of the initial registered agent of the Company is David W. Orey, who is a resident of Virginia and a member of the Virginia State Bar whose address is 161-A John Jefferson Road, Williamsburg, Virginia 23185, which is located in James City County, Virginia, which address is identical to his business office address.

ARTICLE VI

BOARD OF DIRECTORS

(a) Term and Composition. The affairs of the Company shall be managed by a Board of five Directors, which number may not be changed except by amendment

to these Articles, and who need not be members of the Company. As long as the Developer, Counselor's Close Associates, owns any property within the development, the board shall consist of directors appointed by Counselor's Close Associates.

The initial Board of Directors named in the Articles of Incorporation shall serve until the first annual meeting following conveyance of the first Lot in the properties. At that meeting three (3) directors shall be appointed by the Developer for terms of one (1) year and two (2) directors shall be appointed by the Developer for terms of two (2) years.

After the Developer, Counselor's Close Associates, ceases to own property within the development, all directors shall be elected by the members.

after Developer is out →

(b) Method of Nomination. At least three weeks before the annual meeting candidates for election shall file a petition of candidacy, signed by not less than three members, with the Elections Committee of the Company appointed by the Board of Directors. The Elections Committee shall provide all members with a ballot containing the names of all bona fide candidates not less than ten days before the annual meeting.

(c) Method of Election. Election shall be by secret written ballot at the annual meeting or by proxies delivered to the Chairman of the Elections Committee prior to the start of the annual meeting. The members may cast, in respect to each vacancy, as many votes as they are entitled to under the provisions of the Articles of Incorporation. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.

(d) Resignation and Removal. Any elected director may be removed from the Board, with or without cause, by a majority vote of the members of the Company.

(e) Vacancies. In the event of death, resignation or removal of an elected director, his successor shall be selected by the remaining elected directors and shall serve for the unexpired term of his predecessor.

(f) Compensation. No director shall receive compensation for any service he may render to the Company. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

The names and addresses of the initial Directors who are to serve until the selection of their successors are:

Ronald T. Curtis

23 Whittaker's Mill Road
Williamsburg, Virginia 23185

Clifford E. Henderson

132 John Tyler Highway
Williamsburg, Virginia 23185

B. I. Bell, Jr.

327 Mill Neck Road
Williamsburg, Virginia 23185

Elizabeth N. Valden

1602 Ironbound Road
Williamsburg, Virginia 23185

ARTICLE VII

INDEMNIFICATION

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, or trustee or another corporation, partnership, joint venture, trust, or other enterprise, against judgments, fines, amounts paid in settlement and expenses (including attorneys' fees) actually and reasonably incurred by him in connection with such action, suit or proceeding, except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his gross negligence or willful misconduct in the performance of his duties. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

(b) Any indemnity under subsection (a) above shall (unless authorized by a court) be made by the corporation only as authorized in the specific case upon a determination that the director, officer, partner or trustee was not guilty of gross negligence or willful misconduct in the performance of his duties and, in case of a settlement, that such settlement was, or if still to be made is, consistent with the best interests of the corporation. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, or (iii) by the members. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel.

(c) Expenses incurred in defending an action, suit or proceeding, whether

civil, administrative or investigative, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of a negotiable promissory note from or on behalf of the director, officer, partner or trustee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(d) The right of indemnification provided by this section shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the corporation or others, even as to claims, issues or matters in relation to which the corporation would not have the power to indemnify such person under the provisions of this section.

(e) The corporation may purchase and maintain at its sole expense insurance in such amounts and on such terms and conditions as the Board of Directors may deem reasonable, against all liabilities or losses it may sustain in consequence of the indemnification provided for in this section.

(f) The Board of Directors shall have the power, generally and in specific cases, to indemnify employees and agents of the corporation to the same extent as provided in this section with respect to directors and officers.

ARTICLE VIII

DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Company, other than incident to a merger or consolidation, the assets of the Company shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Company was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization as may be designated by the Board of Directors to be devoted to such similar purposes.

ARTICLE IX

DURATION

The Corporation shall exist perpetually.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, I, the undersigned, constituting the incorporator of this Company, have executed these Articles of Incorporation this 10th day of November, 1981.

By and Powell
Attorneys at Law
P.O. Box 100
Richmond, Va. 23103

Order: SM3XTHYSY

Address: 628 Counselors Way

Order Date: 03-01-2021

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HomeWiseDocs

Ronald T. Curtis
Ronald T. Curtis Custom Builder, Inc.,
a Virginia corporation

B. I. Bell, Jr.
Baxter I. Bell, Jr., General Partner

Elizabeth N. Valden
Elizabeth N. Valden, General Partner

Clifford E. Henderson, M.D., P.C.
General Partner

RECEIVED: COPY OF WILLIAMSBURG AND COUNTY OF
JAMES CITY, VIRGINIA
IN THE OFFICE OF THE CLERK OF THE
CITY OF WILLIAMSBURG AND COUNTY OF JAMES CITY, VIRGINIA
day of April, 1982.
The above was presented with the proper and
admitted to record at 12:45 o'clock P.M.
Tested: William F. Ward, Clerk
by Elizabeth N. Valden
B. I. Bell, Jr.