

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, March 13, 2019*

*This is to certify that the certificate of incorporation of*

**Wescott Homeowners' Association, Inc.**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: March 13, 2019*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

March 13, 2019

ANDREW G ELMORE  
201 CONCOURSE BLVD STE 101  
GLEN ALLEN, VA 23059

RECEIPT

RE: Wescott Homeowners' Association, Inc.

ID: 0842117 - 4

DCN: 19-02-28-0079

Dear Customer:

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

The effective date of the certificate of incorporation is March 13, 2019.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

CORPRCPT  
NEWCD  
CISKMP

**ARTICLES OF INCORPORATION**  
**FOR**  
**WESCOTT HOMEOWNERS' 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 Wescott Homeowners' 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 for Wescott Homeowners Association, Inc. (hereinafter referred to as "Declaration"), which will be recorded in the Office of the Clerk of the Circuit Court of the County of Chesterfield, Virginia (hereinafter referred to as "Clerk's Office"), as amended and supplemented 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, 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 Nonstock Act, 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 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

FOURTH: Membership. The Corporation shall be a nonstock membership corporation without certificates or shares of stock. The Corporation will have three classes of members, as follows: Class "A" members shall be the record owners of a Lot, as defined by the Declaration; Class "B" members shall be the record owners of a condominium Unit, as defined by the Declaration and the Class "C" member shall be the Declarant, HHHunt Wescott, LLC, its successors or assigns. Additional 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 Corporation. The method and manner of voting is set forth in the Declaration and Bylaw. 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 three (3) members:

Amanda Jonas, Craige Shelton and Jonathan Ridout all with the address of: 11237 Nuckols Road, Glen Allen, Virginia 23059.

During the Class "C" Control Period, the Declarant shall have the right to appoint, in its sole discretion, the members of the Board of Directors. After the Class "C" Control Period, the members of the Board of Directors shall be elected by the combined vote of the Class "A" and Class "B" Members. The method of election and term of office, removal and filling of vacancies shall be as set forth in the 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 of two-thirds (2/3) of the combined vote of the Class "A" and Class "B" members voting at meeting in which a quorum is present and the approval of the Class "C" 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. The Declarant shall have the unilateral right to amend these Articles in the event such amendment has no material impact on the Class "A" or Class "B" Members.

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 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.

TENTH: 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.

ELEVENTH: Registered Office and Registered Agent. The Registered Office of the Corporation shall be located in Henrico County at 201 Concourse Boulevard, Suite 101, Glen Allen, Virginia 23059. Andrew G. Elmore, Esquire, a member of the Virginia State Bar and resident of Henrico County, Virginia, shall be the Registered Agent for the Corporation. The Registered Agent's address is the same as the Registered Office of the Corporation set forth above.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as this 26<sup>th</sup> day of February, 2019.

Andrew G. Elmore  
Andrew G. Elmore  
Incorporator

COMMONWEALTH OF VIRGINIA  
CITY/COUNTY OF Henrico TO-WIT:

I, the undersigned Notary Public in and for the Commonwealth of Virginia, do hereby certify that Andrew G. Elmore, who signed the foregoing Articles of Incorporation of Wescott Homeowners' Association, Inc., has acknowledged the same before me in the jurisdiction aforesaid. Given under my hand and notarial seal this 26<sup>th</sup> day of February, 2019.

Wendy W. Kirkpatrick  
Notary Public

My Commission Expires: 1-31-20  
Registration #: 7552584

