

ARTICLES OF INCORPORATION

OF

CHURCH POINT HOMEOWNERS ASSOCIATION

In compliance with the requirement of the Virginia Non Stock Corporation Act, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the Corporation is CHURCH POINT HOMEOWNERS ASSOCIATION, and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is organized are:

1. To engage without profit to its members in such activities as may promote the health, safety, welfare and common benefit of the residents of Church Point.
2. To exercise all the powers and privileges and to perform all the duties and obligations of the Corporation as defined and set forth in its Bylaws or as may be granted to it by the Declarant in the Declaration of Restrictions for Church Point recorded, or to be recorded, in the Office of the Clerk of the Circuit Court of the City of Virginia Beach, Virginia, as such Declaration may be from time to time amended, including, without limitation, the establishment and enforcement of payment of dues or assessments pursuant to the terms of such Declaration.
3. To provide for the expenses, maintenance, preservation and operation of the park area known as Church Point Common and any other necessary area within Church Point for the general benefit of the residents of the neighborhood.
4. To acquire by gift, purchase or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease as Lessor or Lessee, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

ARTICLE III

MEMBERSHIP

Members of the Corporation shall be every owner of a fee or an undivided fee interest in any Church Point lot which is subject by covenant of record to assessments by the Corporation. Membership is mandatory. Membership shall terminate on transfer of a fee simple title by an owner. However, such termination shall not act to relinquish any rights which the Corporation may have against such lot owner at the time of termination.

ARTICLE IV
VOTING RIGHTS

There shall be two classes of voting membership:

1. Class A members will be all those members other than the Declarant. Class A members will be entitled to one (1) vote for each lot in which they hold the interest required for membership, provided that in no event shall more than one (1) vote be cast with respect to any single lot. Class A members shall be entitled to elect two (2) members of the Board of Directors so long as there is Class B membership. After Class B membership ceases to exist, Class A members shall elect five (5) members of the full Board.

2. The Class B member shall be the Declarant. The Class B member shall be entitled to elect three (3) members of the Board of Directors. Class B membership may be terminated or converted to Class A membership at the option of the Class B member evidenced by written notice from the Declarant to the Secretary of the Corporation. At such time as title to fifty percent or more of the Church Point lots has been conveyed to parties other than the Declarant and at the sole discretion of the Declarant, Declarant can terminate the Class B membership and relinquish any control or directorship of the Church Point Homeowners Association. At the point of termination of Class B membership by the Declarant full responsibility and control of the Church Point Homeowners Association will be the full responsibility of the Class A members.

ARTICLE V
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three (3), who are to serve as directors until the first annual meeting or until their successors are appointed or elected and take office:

Jahn Wallace Summs
127 S. Witchduck Road Suite 203
Virginia Beach, Virginia 23462

Charles F. Burroughs Jr.
999 Waterside Drive
Norfolk, Virginia 23510

Richard C. Burroughs
999 Waterside Drive
Norfolk, Virginia 23510

Directors need not be members of the Corporation. At the first annual meeting, the Class A members shall elect two directors for a term of one (1) year, and the Class B member at such meeting shall appoint three (3) directors for a term of one (1) year. Thereafter, the Class A members shall elect or appoint two (2) directors annually at the annual meeting, until Class B membership ceases to exist, at which time Class A members shall elect the five (5) members of the full Board.

Directors elected by Class A members, may be removed from office by a majority vote of the Class A members voting in person or by proxy at a meeting called for the purpose of considering such removal. Directors appointed by the Class B member may be removed by written notification from the Declarant to the Secretary of the Corporation indicating such removal.

ARTICLE VI
AUTHORITY TO DEDICATE

The Corporation shall have power to dedicate, sell or transfer all or any part of its real or personal property to any municipal corporation, public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board. At such time as the Class B membership no longer exists, no such dedication or transfer shall be effective unless approved by a vote of not less than two-thirds of all Class A members entitled to vote. Such vote may be in person or by proxy at a meeting duly called for such purpose.

ARTICLE VII
DISSOLUTION

The Corporation may be dissolved upon the vote of not less than two-thirds of all the Class A members and the assent of Declarant for so long as Class B membership exists. Such vote may be in person or by proxy at a meeting duly called for such purpose.

Upon dissolution of the Corporation, the assets both real and personal of the Corporation, shall be dedicated to an appropriate municipal corporation or other public agency to be devoted to purposes as nearly as practical the same as those to which they were required to be devoted by the Corporation. 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 to be devoted to purposes and uses to which they were required to be devoted by the Corporation. In no event shall any of the assets of the Corporation inure to the benefit of any individual or member upon dissolution. Dissolution shall not in any way affect or impair the binding effect of the covenants and restrictions contained in the Declaration.

ARTICLE VIII
AMENDMENTS

Amendment of these Articles shall require the assent of the Declarant for so long as Class B membership exists, and, subsequent to the first annual meeting, the two-thirds vote of all Class A members who are voting in person or by proxy at a meeting called to consider such amendment.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 4397 First Court Road, Virginia Beach, Virginia 23455, and the name of its initial registered agent at such address is Jahn Wallace Summs. The registered agent has his residence in Virginia and the registered office is located in the City of Virginia Beach.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is Jahn Wallace Summs. 4397 First Court Road, Virginia Beach, Virginia 23455.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the Commonwealth of Virginia, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on the 24th day of January 1990


