

ARTICLES OF INCORPORATION OF  
HUGUENOT HUNDRED COMMUNITY ASSOCIATION

We hereby associate to form a non-profit, non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia as amended, known as the "Virginia Non-Stock Corporation Act" and to that end set forth the following:

ARTICLE I

The name of the corporation is "Huguenot Hundred Community Association".

ARTICLE II

The purposes for which this corporation is organized are as follows:

- (a) To promote and foster the civic, educational, and recreational interests and welfare of residents of the Huguenot Hundred subdivision in Chesterfield, County, Virginia.
- (b) To encourage, develop and maintain residential conditions, within and adjacent to said subdivision, which are safe, clean, healthy, convenient, comfortable and attractive.
- (c) To provide a forum for the exchange of ideas within the community and incentives for cohesion in its development.

- (d) To stimulate individual and collective growth of the residents through their participation in constructive community activity.
- (e) To realize the maximum benefits from cooperative efforts on a community-wide basis.
- (f) To encourage, develop and maintain recreational and educational programs and property, both real and personal, within said subdivision for the enjoyment and welfare of the members.
- (g) To cooperate with other local community and citizen associations in programs of mutual interest and betterment.
- (h) In general, to engage in any activity for the promotion of social welfare.

Nothing in this certificate contained shall, however, authorize the corporation to carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more purposes exempting the corporation from taxation under Section 501 (a) of the Internal Revenue Code of 1954, and successor acts.

#### ARTICLE III

The corporation is to have no members.

#### ARTICLE IV

The affairs of the corporation shall be managed by a

board of trustees of not less than three, who shall be elected by majority vote of the trustees then serving at each annual meeting of the board, for a term of one year or until their successors are elected. A trustee may succeed himself. A change in the number of trustees shall be made only by amendment of the articles of incorporation.

#### ARTICLE V

The promotion of the above declared objects and purposes shall at all times be carried on subject to the following conditions and limitations, by which the corporation and all who shall hereafter associate themselves with it, as participants in its deliberations and activities or otherwise shall be forever bound, that is to say:

- (1) The activities of the corporation shall be non-political and non-sectarian.
- (2) No part of the income of the corporation shall at any time inure to the benefit of or be distributed to any individual, officer or trustee of the corporation nor be paid to any other person or corporation, other than to effect reimbursement for funds expended in behalf of this corporation or to satisfy expenses or as compensation in a reasonable amount duly authorized by the board of trustees for services actually rendered incident to the executing of the objects and purposes of this corporation.
- (3) In the event of the dissolution of this corporation or the discontinuance of its activities, its

property and assets not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations, engaged in activities substantially similar to those of this corporation, that in the judgment of the board of trustees of this corporation will best use them in the promotion of the objects and purposes hereinbefore set out in this certificate, pursuant to a plan of distribution adopted as provided by the law of Virginia or as a Court may direct.

- (4) Except as prohibited by law, any person (and his heirs, beneficiaries and personal representative) shall be entitled to full indemnification (including all expenses and the amount of any judgment or settlement) as to any action, suit, proceeding or claim against him arising by reason of his being or having been a trustee or officer of the corporation or, at its request, of any other corporation, if the corporation shall receive the opinion of competent counsel that he should not be liable for the alleged negligence or misconduct in the performance of duty with respect to such matter. The foregoing indemnification shall not be exclusive of any other right or benefit to which person may be entitled. The Corporation shall have the right to intervene in and defend all such actions, suits, proceedings or claims.
- (5) Except to the extent herein restricted expressly

or by necessary inference, every right, permission, privilege, power or authority now conferred on the corporation or the trustees by the law of Virginia and by every subsequent enlargement thereof by amendment of the law shall be enjoyed by the corporation and its trustees as fully as if incorporated herein verbatim, and all rights of officers, trustees, creditors and others dealing with the corporation or its trustees shall be expressly subject thereto, the corporation hereby reserving the right to amend, alter, change or repeal any provision hereof in the least restricted manner now or hereafter permitted by law.

#### ARTICLE VI

The address of the initial registered office of the corporation is Suite 1104, 700 East Main Street, Richmond, Virginia which is located in the City of Richmond, Virginia, and the name of the initial registered agent is A. James Kauffman, who is a resident of Virginia and a member of the Virginia State Bar.

#### ARTICLE VII

The number of trustees constituting the initial board of trustees is three and the names and addresses of the persons who are to serve as initial trustees until their successors

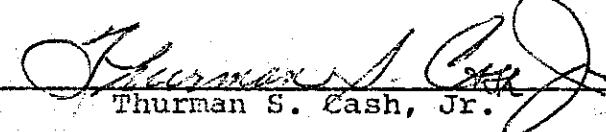
are elected, are as follows:

Thurman S. Cash, Jr.  
10701 Cherokee Road  
Midlothian, Virginia 23113

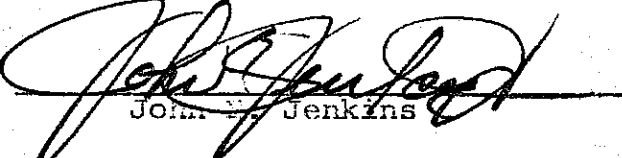
A. James Kauffman  
10771 Cherokee Road  
Midlothian, Virginia 23113

John M. Jenkins  
Darby Drive  
Midlothian, Virginia 23113

IN WITNESS WHEREOF, the undersigned have hereunto set  
their hands and seals, this      day of June, 1979.

 (SEAL)  
Thurman S. Cash, Jr.

\_\_\_\_ (SEAL)  
A. James Kauffman

 (SEAL)  
John M. Jenkins