
RESTATED ARTICLES OF INCORPORATION
of the
Calmes Neck Property Owners Association, Inc.
As Amended June 24, 2017

The undersigned, on behalf of the non-stock corporation set forth below, pursuant to Title 13.1, Chapter 10 of the code of Virginia, states that the Articles of Incorporation are amended and restated as follows:

ARTICLE I. NAME

The name of the corporation is Calmes Neck Property Owners Association, Inc.

ARTICLE II. DEFINITIONS

- (1) **"Association"** means Calmes Neck Property Owners Association, Inc., a nonstock Corporation which was incorporated pursuant to Chapter 10 of Title 13.1 of the Code of Virginia on the 30th day of October, 1993.
- (2) **"Bylaws"** means the Bylaws of the Association.
- (3) **"Owner"** means the person or persons who now or hereafter own a lot in fee simple, but does not mean any person whose estate or interest in a lot exists only by virtue of an unrecorded contract or is held only as security for the payment or performance of an obligation. **Each lot shall at all times have one "Owner" within the meaning of this definition, but that Owner may consist of more than one person.**
- (4) **"Person"** means a natural person, corporation, partnership, trust or other entity.
- (5) "Ownership Unit" refers to one or more lots under common ownership, whose owners are eligible for membership in the Association, except that if more than one improved lot is owned by any person or persons, then separate Ownership Units shall be deemed to exist for each improved lot.
- (6) **"Protective Covenants of Calmes Neck Estates"** refers to the document recorded by the Clerk of Clarke County in Deed Book 352, pages 48 ff., or as amended thereafter.
- (7) "Quorum", with respect to any meeting of members, shall consist of members representing at least forty percent (40%) of Ownership Units, present in person or by proxy. Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE III. PURPOSES

- (1) To keep, maintain, and administer the common properties, including the roads, privacy gate and any recreational facilities, in such a manner as to keep them in good condition. The roads include Calmes Neck Lane, Bluebird Lane, Little River Lane, Barred Owl Lane, Oak Cliff Lane, Cardinal Lane and Robin Lane. **The "common areas" include the swimming pool, The Point's** recreational and picnic areas and boat landing and the privacy gate.
- (2) Protect and preserve the natural vegetation and wildlife; and to maintain the peace and tranquility of the community.
- (3) Exercise the powers and duties, now or hereafter conferred by law on Virginia Nonstock Corporations and to meet the requirements of the Virginia Nonstock Corporations Act, Sections 13.1-801 through 13.1-936.2 of the Code of Virginia as amended.
- (4) Exercise the powers, rights and responsibilities of the Association as outlined in the Bylaws.
- (5) Collect all funds as may be necessary to fulfill said obligations.
- (6) To enforce covenants, rules and regulations of the Calmes Neck Estates Subdivision as empowered by the Virginia Nonstock Corporations Act.

ARTICLE IV. MEMBERSHIP AND VOTING RIGHTS

- (1) Membership. Members of the Association shall be comprised of those persons or entities which own a fee simple interest (or an undivided fee simple interest) in, and are the recorded owners of title to, any lot or lots which use Calmes Neck Lane as their primary right-of-way and which, by virtue of their recorded deed, have an obligation to pay for maintenance of Calmes Neck Lane.
- (2) Membership Classes. Three classes of members are defined. The properties covered by each class are enumerated in an attachment to the Bylaws.

Class 1: The owner or owners of any lot or lots in the Calmes Neck Estates subdivision or nearby properties subject by deed to the Protective Covenants of Calmes Neck Estates shall automatically be members of the Association by virtue of ownership.

Class 2: The owner or owners of any property not subject to the Protective Covenants of Calmes Neck Estates but obligated by their deed and/or covenants to pay an annual charge or assessment to the Calmes Neck Property Owners Association equivalent to that assessed Calmes Neck Estates owners may voluntarily become members by presenting proof of ownership. This class includes lots in Blue Yonder and River Glen subdivisions.

Class 3: The owner or owners of any lot or lots who are required by their deeds to pay only \$5.00 per lot per year for road maintenance may voluntarily become members by presenting proof of ownership.

- (3) Voting. Members shall be entitled to one (1) vote for each ownership unit.
- (4) Rights of All Full Assessments Payers.

All Class 1, Class 2 and Class 3 members who pay the Calmes Neck Property Owners Association an annual charge for service equivalent to the assessment charged to the Calmes Neck Estates property owners shall have the following rights:

- A. The right to vote on all matters pertaining to the financing and provision of essential public services to the community;
- B. The right to vote on Rules and Regulations that govern conduct on the **Association's common property**;
- C. The right to use **the Association's common property and receive the public services** provided by the Association; and,
- D. **Subject to the conditions and restrictions established in the Association's** Articles of Incorporation and Bylaws, the right to hold office in the Association and serve on the Association's Board of Directors and committees.

- (5) Additional Rights of Class 1 Members.

In addition to the rights listed above, Class 1 members shall have the right to vote on all matters pertaining to the administration, enforcement, and/or modification of the covenants and rules and regulations of the Calmes Neck Estates subdivision.

- (6) Rights of Class 3 Members Who Do Not Pay Full Assessments.

Class 3 members who do not who pay the Calmes Neck Property Owners Association an annual charge for service equivalent to the assessment charged to the Calmes Neck Estates property owners shall have the following rights:

- A. The right to vote on Rules and Regulations that govern conduct on the **Association's common property**; and,
- B. The **right to use the Association's roads, privacy gate and picnic and boat landing areas** at The Point.

- (7) Rights of Non-members with a Covenant Obligation to Pay a Full Assessment.

Those non-CNES members who have a covenant obligation to pay a full assessment shall be entitled to use the pool and recreation area, even though they choose not to be members, so long as they pay a full assessment and abide by the Rules for Common Areas of the CNPOA.

ARTICLE V. REGISTERED AGENT

The name and address of the current registered agent is on file with the Virginia State Corporation Commission.

ARTICLE VI. BOARD OF DIRECTORS

- (1) The affairs of the Corporation shall be managed by a seven (7) member Board of Directors, who shall be members of the Association who are current in their financial obligation to the association and who shall be elected by members of the Association. The duties of Directors shall be determined in accordance with the Bylaws of the Association.
- (2) Election of Directors. At the annual meeting in 2010, the members shall elect an even number of directors for a two (2) year term and an odd number of directors for a one (1) year term. Thereafter, at the annual meeting in each odd-numbered year, the members shall elect an odd number of directors, and in each even-numbered year, the members shall elect an even number of directors, each for a term of two (2) years. A term shall commence upon election and expire upon the election of the successor.
- (3) Recall of Directors. If twenty percent (20%) of the members of the Association present a petition to the Board of Directors asking that one or more members of the Board be removed from office, the President shall call a meeting of the membership so that the membership can decide whether or not to remove the subject or subjects of the petition from office. The members may remove a director by a majority vote at a meeting where a quorum is present provided that the meeting notice stating that the purpose, or one of the purposes, of the meeting was the removal of the director.
- (4) Vacancy. If a vacancy occurs on the Board of Directors, a majority of the remaining directors shall appoint a member to serve as director until a successor is elected at the next annual membership meeting.
- (5) Action without a Board Meeting. The Board may, through electronic communications, authorize action permitted or required under the Virginia Nonstock Corporation Act, without a meeting, provided that a majority of Board members submit written, or electronic, consent to such action, provided that such action shall be ratified at the next Board meeting and recorded in the CNPOA meeting minutes, provided further that if any Board member objects to such action, the Board will not take the action without a meeting.
- (6) **Board Members' Personal Assets. Board members' personal assets shall not be subject** to the debts, obligations, or liabilities of the CNPOA.
- (7) **Elimination of Board Members' Liability.** In any action brought by or in the right of the corporation, or brought by or on behalf of the members of the corporation, arising out of a single transaction, occurrence or course of conduct, there shall be no damages assessed against an officer or director; provided however, that this amendment shall not apply to causes of action which may exist on the date of its adoption.

ARTICLE VII. LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the third article hereof.

ARTICLE VIII. AMENDMENT

These Articles of Incorporation shall be amended by an affirmative vote of members representing two-thirds (2/3) of the membership represented in person or by proxy at a regular or special meeting of the members where a quorum, as defined in the Bylaws, has been established, provided that the text of the proposed amendments have been mailed or delivered to all members at least twenty-one (21) days prior to such meeting.

ARTICLE IX. DISSOLUTION

The duration of the Corporation shall be perpetual, subject to termination only upon the assent given in writing and signed by members entitled to cast two-thirds (2/3) of all votes. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets, shall be mailed to every member at least ninety (90) days in advance of any action taken. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dedicate, grant, convey or assign the assets, both real and personal, to any appropriate public agency, non-profit corporation, association, trust or other organization to be devoted to purposes and uses for which they were required to be devoted by the Corporation.

The foregoing restated articles were adopted by the corporation on May 15, 2010 and were amended on November 5, 2016 and June 24, 2017.

The manner in which the amendments were adopted was that the subject restated articles were proposed by the Board of Directors and submitted to the members in conformity with Section 13.1-886 of the 1950 Code of Virginia, as amended, and said amendments were approved by at least a two-thirds (2/3) vote of the membership represented in person or by proxy at a meeting held for that purpose on the above recited date of approval, at which meeting a quorum of the voting membership was present, representing at least 40% of the owners, all of which was done pursuant to the Bylaws.

ARTICLE X. SIGNATORIES

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation of this corporation in keeping with the approval of the requisite number of members hereof, and under the laws of the Commonwealth of Virginia, I the undersigned, the President of the corporation have executed these Amended Articles of Incorporation in the name of the corporation in accordance with the approval of the members of the Association this 24th day of June, 2017.

/s/ Karen L. Taylor

Karen L. Taylor, CNPOA President

Corporate ID: 0417722-6