

- 30 E) "Owner" shall mean and refer to the record owner, whether one or more
31 persons or entities, of fee simple title to any Lot, but excluding those holding
32 such interest merely as security for the performance of an obligation.
- 33 F) "Member" shall mean and refer to the members of the Association as
34 provided in Article IV. Every Owner of a Lot shall be a Member of the
35 Association.
- 36 G) "Director" shall mean and refer to those persons either elected by the
37 Members or appointed to serve on the Board of Directors for the Association.

38 **ARTICLE III – Powers and Purposes**

39 The purposes and powers of the Association are as follows:

- 40 A) To manage, maintain and care for all easements reserved for the benefit of
41 Homeowners, common areas, if any, including buffer strips, medians in the
42 roads and, at the entrance to Milhaven, signs identifying Milhaven and all
43 decorative structures and other amenities located in Milhaven, located in
44 Henrico County, Virginia.
- 45 B) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon,
46 operate, maintain, sell, lease, transfer, mortgage, encumber, dedicate for
47 public use or otherwise dispose of real or personal property in connection
48 with the affairs of the Association, but only in accordance with the purposes
49 of the Association.
- 50 C) To fix and levy upon Owners regular and special assessments and to enforce
51 payment thereof, by any lawful means, to provide resources for the
52 Association (i) to implement the provisions of the Declaration and (ii) to pay
53 the expenses of the Association incident to the conduct of its business.
- 54 D) To do any and all things and acts that the Association, from time to time, in
55 its discretion, may deem to be for the benefit of the Property and the Owners
56 thereof or advisable, proper or convenient for the promotion of the peace,
57 health, comfort, safety or general welfare of the Owners thereof; and further,
58 the Association shall have the powers, rights and privileges as an individual to

59 conduct any and all business that a corporation organized under the Virginia
60 Nonstock Corporation Act may now or hereafter have or exercise and that is
61 not required, however, that notwithstanding any other provisions of these
62 Articles, the Association shall not carry on any activities not permitted to be
63 carried on by a homeowners association exempt from federal income tax
64 under Section 528 of the Internal Revenue Code of 1954, as amended, or the
65 corresponding provision of any future Internal Revenue law.

66 E) The Association is not organized for profit, nor shall it have any power to
67 issue certificates of stock or pay dividends: and no part of the net earnings or
68 assets of the Association shall inure to the benefit of or be distributed, upon
69 dissolution or otherwise, to any member of the Association, director, officer
70 or other natural person. The Association may enter into contracts with any
71 person (including any member, officer, or director), and may pay
72 compensation in reasonable amounts for services rendered.

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73 **ARTICLE IV – Membership**

74 All Owners shall be members of the Association. Any creditor of an Owner who becomes
75 an Owner by acquiring title to a Lot pursuant to foreclosure shall be a member of the
76 Association. Governmental entities and tenants of Owners of Lots shall not be members
77 of the Association. Assessments shall be paid to the Association and shall not be more
78 than thirty (30) days past due for Members to be in good standing and therefore eligible
79 to vote.

80 **ARTICLE V – Directors and Officers**

81 The affairs of the Association shall be managed under the direction of a Board of
82 Directors (Board). The Board shall be composed of five (5) Directors. Directors shall be
83 elected to serve for a two (2) year term. The terms of at least two (2) Directors shall
84 expire every year. Directors shall be members of the Association. The Directors shall elect
85 Officers of the Association. All Officers shall also be Directors.

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ARTICLE VI – Registered Office, Registered Agent

Cassie Craze, a resident of Virginia and member of the Virginia State Bar, shall be the Registered Agent of the Association. The address for the Registered Agent is 5308 Clipper Cove Road, Midlothian, Virginia 23112, which is located in Chesterfield County, Virginia.

ARTICLE VII – Mergers

To the extent provided by law, the Association may participate in mergers with other non-profit associations in the community organized for the same purpose, provided, however, that any such mergers shall require approval by the vote of more than two-thirds (2/3rds) of the Members at a meeting duly called for such purpose.

ARTICLE VIII – Dissolution

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization devoted to such similar purposes as determined by a majority of the Members of the Association at the time of the dissolution.

ARTICLE IX – Liability of Directors

Subject to any limitations contained in the Nonstock Corporation Act, VA. Code §§13.1-801, et seq., as it exists on the date hereof or as it may hereafter be amended, no Director or Officer 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;

Commented [CC2]: This Article has been changed from what is in the actual Restated and Amended Articles of Incorporation. Even though this information can be updated with the SCC, that doesn't change the actual Articles of Incorporation. Also, the address listed for the registered agent has to be a physical address to allow service of process of lawsuits and the language regarding the registered agents qualifications and County is required to be included. I have changed this to match the language in the existing Articles so this is not an amendment that should be voted on by Members because it reverts to what is actually in the official Articles of Incorporation.

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- 118 B) For any acts or omissions not in good faith or which involve intentional
119 misconduct or knowing violations of the law; or
120 C) For any transaction from which the Director received an improper personal
121 benefit.

122 The Association shall indemnify Directors and Officers for any liability they may incur
123 due to their service as a Director or Officer except in cases of conduct described in (A-C)
124 above. Any repeal or modification of Article IX by the Members of the Association shall
125 not adversely affect any right of a Director or Officer of the Association existing at the
126 time of such repeal or modification.

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127 **ARTICLE X – Amendments**

128 These Articles may be amended, at a regular or special, meeting of the Members, by a vote
129 of a majority of a quorum of Members present in person or by proxy.

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131 Date approved by the Association: _____

132 Name and Title: _____

133 Signature: _____ Date: _____

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