

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
MILHAVEN HOMEOWNERS ASSOCIATION, INC.**

The undersigned hereby executes the following Restated and Amended Articles of Incorporation of Milhaven Homeowners Association, Inc., a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended.

ARTICLE I – Name and Introduction

The name of the Association is Milhaven Homeowners Association, Inc. The mailing address of the corporation is Post Office Box 4466, Glen Allen, Virginia 23058. Meetings of members and directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board of Directors.

ARTICLE II - Definitions

The following words and terms when used in these Articles of Incorporation (unless the context shall clearly indicate otherwise), shall have the following meanings:

- A. "Association" shall mean the Milhaven Homeowners Association, Inc.
- B. "Declaration" shall mean the Milhaven, Section "1" and Section "2" Declaration of Restrictions, as the same may be amended, supplemented, and restated.
- C. "Homeowner" shall mean an Owner who occupies or acts as a lessor with respect to a dwelling constructed on a Lot.
- D. "Lot" shall mean each lot shown on those certain subdivision plats filed for record in the Clerk's Office in Plat Book 91, page 79, and on any other subdivision plat filed in the Clerk's office with respect to the Property including easements.
- E. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot, but excluding those holding such interest merely as security for the performance of an obligation.
- F. "Member" shall mean and refer to the members of the Association as provided in Article IV. Every Owner of a Lot shall be a Member of the Association.
- G. "Director" shall mean and refer to those persons either elected by the Members or appointed to serve on the Board of Directors for the Association.

ARTICLE III - Powers and Purposes

The purposes and powers of the Association are as follows:

- A. To manage, maintain and care for all easements reserved, for the benefit of Homeowners, common areas, if any, including buffer strips, medians in the roads and, at the entrance to Milhaven, signs identifying Milhaven and all decorative structures and other amenities located in Milhaven, located in Henrico County, Virginia.
- B. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, sell, lease, transfer, mortgage, encumber, dedicate for public use or otherwise

dispose of real or personal property in connection with the affairs of the Association, but only in accordance with the purposes of the Association.

- C. To fix and levy upon Owners regular and special assessments and to enforce payment thereof, by any lawful means, to provide resources for the Association (i) to implement the provisions of the Declaration and (ii) to pay the expenses of the Association incident to the conduct of its business.
- D. To do any and all things and acts that the Association, from time to time, in its discretion, may deem to be for the benefit of the Property and the Owners thereof or advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of the Owners thereof; and further, the Association shall have the powers, rights and privileges as an individual to conduct any and all business that a corporation organized under the Virginia Nonstock Corporation Act may now or hereafter have or exercise and that is not required, however, that notwithstanding any other provisions of these Articles, the Association shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under, Section 528 of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future Internal Revenue law.
- E. The Association is not organized for profit, nor shall it have any power to issue certificates of stock or pay dividends: and no part of the net earnings or assets of the Association shall inure to the benefit of or be distributed, upon dissolution or otherwise, to any member of the Association, director, officer, or other natural person. The Association may enter into contracts with any person (including any member, officer, or director), and may pay compensation in reasonable amounts for services rendered.

ARTICLE IV - Membership

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

ARTICLE V - Directors and Officers

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

ARTICLE VI - Registered Office, Registered Agent

Cassie Craze, of Craze Law PLLC shall be the Registered Agent of the Association. The address for the Registered Agent is P.O. Box 1654, Midlothian, Virginia 23113.

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 (2/3) 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;
- 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.

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

ARTICLE X - Amendments

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

Date approved by the Association: September 30, 2018

Name and Title: Denise Michelle Crumpler, President

Signature: Denise Michelle Crumpler Date 10-13-18