

*Articles of Incorporation*

**ARTICLES OF INCORPORATION**  
**OF**  
**MADISON CHASE CONDOMINIUM ASSOCIATION, INC.**

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, the undersigned this day, for the purpose of forming a non-stock, non-profit corporation, does hereby certify:

**ARTICLE I**

The name of the corporation is Madison Chase Condominium Association, Inc., hereinafter called the "Association".

**ARTICLE II**

**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to be and constitute the Association to which reference is made in the recorded Declaration of Condominium and Bylaws of Madison Chase Condominium, and all Amendments thereto hereafter recorded in the Clerk's Office of the Circuit Court of the City of Hampton, Virginia, and for these purposes to have and exercise all powers, rights and privileges which a corporation organized under the aforesaid statutes of the Commonwealth of Virginia by law may now or hereafter have or exercise, and or exercise all the powers set forth in the recorded Declaration and Bylaws aforementioned.

ARTICLE III  
MEMBERSHIP

There shall be one class of members, the qualifications and rights of whom shall be as follows:

- A. The Association shall be organized without any capital stock.
- B. Members shall be all persons owning units in Madison Chase Condominium.
- C. No member shall have the power to convey, assign, mortgage, hypothecate or transfer in any manner, except as in appurtenance to his Property, any part of, or any interest in, the real property or other funds and assets of the Association.
- D. Each member in good standing shall have one vote for each unit owned at any membership meeting.

ARTICLE IV  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of directors who shall be members of the Association. The number of directors and their terms of office shall be fixed by and may be changed by amendment of the Bylaws.

ARTICLE V  
MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes,

provided that any such merger or consolidation shall have the assent of more than two-thirds of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

## ARTICLE VI

### REGISTERED AGENT

The post office address of the initial registered office of the corporation is 575 Lynnhaven Parkway, Suite 200, Virginia Beach, Virginia 23452. The name of the city in which the initial registered office is located is Virginia Beach. The name of the initial registered agent is Sarah R. Palamara, who is a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as the initial registered office of the Association.

## ARTICLE VII

### DIRECTORS

Pursuant to the Bylaws, the number of directors constituting the initial board of directors shall be FIVE (5), and the names of the persons who shall serve as initial directors are as follows:

President	Ken Burns	3 Madison Chase Hampton, Virginia 23666
Vice President	Benjamin R. Jones	85 Madison Chase Hampton, Virginia 23666

Secretary/Treasurer

Michael Steuck

8 Madison Chase  
Hampton, Virginia 23666

Director

Lisa Geiger

76 Madison Chase  
Hampton, Virginia 23666

The fifth (5th) position is vacant and will be filled by appointment at the next meeting of the Board. The terms of office for the above listed directors shall be staggered in accordance with Section 3.3 of the Bylaws of the Association.

#### ARTICLE VIII

##### DURATION

The Association shall exist perpetually.

#### ARTICLE IX

##### AMENDMENT

Amendment of these articles may be made in the manner prescribed in the applicable statutes of the Commonwealth of Virginia.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2002.

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Sarah R. Palamara, Incorporator

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, May 24, 2002*

*This is to Certify that the certificate of incorporation of*

**Madison Chase Condominium Association, Inc.**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: May 24, 2002*



*State Corporation Commission*

*Attest:*

*Joel H. Peck*

*Clerk of the Commission*