

ARTICLES OF RESTATEMENT
OF
LONGHILL GATE HOMEOWNER'S ASSOCIATION, INC.

A. The undersigned corporation, pursuant to Title 13.1, Chapter 10 of the Code of Virginia, hereby executes the following articles of amendment and restatement and sets forth:

1. The name of the corporation is Longhill Gate Homeowner's Association, Inc.
2. The restatement contains amendments to the Articles of Incorporation.
3. The extent of the amended and restated articles of incorporation is attached hereto.
4. The restatement and amendment was adopted by the corporation on the 4th day of

November, 2024.

☐ The amendment(s) was (were) adopted by unanimous consent of the members.

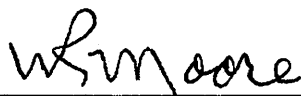
OR

- The amendments were proposed by the Board of Directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia at a meeting of the members at which a quorum of each voting group was present.

The total number of votes cast for and against the amendment(s) by each voting group entitled to vote separately on the amendment(s) was:

<u>Voting Group</u>	<u>Total Votes For</u>	<u>Total Votes Against</u>
All Members	112	5

And the number cast for the amendment(s) by each voting group was sufficient for approval by that voting group.



William Moore, President
SCC ID# 03010568

ARTICLES OF RESTATEMENT
OF
LONGHILL GATE HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Longhill Gate Homeowner's Association, Inc. (the "Association").

ARTICLE II
REGISTERED OFFICE; REGISTERED AGENT

The registered office of the Association which is the same office as the registered agent's office is 4801 Courthouse Street, Suite 122, Williamsburg, Virginia 23188 which is located in James City County, Virginia. The name of the Association's registered agent is Susan B. Tarley, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office.

ARTICLE III
DEFINITIONS

The capitalized terms in these Articles shall have the same meaning as set forth in the Amended and Restated Declaration and the Bylaws.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for management, maintenance, operation and architectural control of real estate known as Longhill Gate located in James City County, Virginia, and such other real estate as may properly be brought under the Association's jurisdiction, and to further and promote the common interests of the Owners in Longhill Gate, and to administer the affairs of the Association, and for this purpose to:

- (a) exercise all of the powers and privileges granted by law to a nonstock corporation and to perform all of the duties and obligations of the Association as set forth in the Governing Documents;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the Governing Documents, and pay all expenses of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association in accordance with the Governing Documents;

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the Governing Documents;

(e) grant permits, license and easements, under, over and through Common Area, or dedicate, sell, or transfer the Common Area or any portion, for drainage, utilities, roads, access and other purposes which are reasonably necessary to the ongoing development and operation of the Property or as deemed by the Board of Directors to be in the best interest of the Association in accordance with the Governing Documents; and

(f) have and exercise any and all powers, rights and privileges which a corporation organized as a nonstock corporation under the laws of the Commonwealth of Virginia by law may now or hereafter have or exercise, and perform all of the duties and obligations of the Association as set forth in the Governing Documents and as conferred by law.

ARTICLE V MEMBERSHIP

Every person or entity, whether one or more persons or entities, who is the record owner of the fee simple title to any Lot as described on the recorded plats for the Properties referenced in the Declaration, shall be a Member of the Association. Membership is appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VI VOTING RIGHTS

Members shall be all Owners, as defined in the Declaration, who shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Voting rights are as set forth in the Bylaws. Members may become ineligible to vote as set forth in the Bylaws.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors as set forth in the Bylaws. The number of directors may be changed by amendment of the Bylaws of the Association. Election of directors shall be by the Members as set forth in the Bylaws.

ARTICLE VIII LIMIT ON LIABILITY AND INDEMNIFICATION

In every instance in which the Virginia Nonstock Corporation Act, as amended from time to time, permits the limitation or elimination of liability of directors or officers of a corporation, the directors and officers of this Association shall not be liable to the Association or its Members.

The Association shall indemnify any individual who is, was or is threatened to be made a party to a civil, criminal, administrative, investigative or any other type of proceeding, including any matter by or in the right of the Association or by or on behalf of its Members, because such individual is or was a director or officer of the Association, or any other legal entity controlled by the Association, against all liabilities and reasonable expenses incurred by the director or officer on account of the proceeding, except such liabilities and expenses as are incurred because of the director's or officer's willful misconduct or knowing violation of the criminal law.

Unless a determination has been made that indemnification is not permissible, the Association, in accordance with Va. Code Ann. § 13.1-878, may pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding if the director or officer furnishes the Association (1) a signed written statement of his good faith belief that he has met the standard of conduct described in Va. Code Ann. § 13.1-876, and the provisions of the Governing Documents; and (2) a signed written undertaking, executed personally by the director or officer, to repay any funds advanced if he is not entitled to mandatory indemnification under Va. Code Ann. § 13.1-877, and it is ultimately determined that he has not met the relevant standard of conduct as set forth in the Virginia Nonstock Corporation Act.

The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other rights of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Association and indemnification under policies of insurance purchased and maintained by the Association or others.

ARTICLE IX DISSOLUTION

The Association may be dissolved upon the affirmative vote of eighty percent (80%) of all Members. Such dissolution shall comply with all of the provisions of Va. Code Ann. §13.1-902. 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 or James City County to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X
DURATION

The Association shall exist perpetually.

ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the affirmative vote of sixty-seven percent (67%) a majority of the Members in person, by proxy or absentee ballot, at a meeting at which a quorum, as set forth in the Bylaws, is present.