



AMENDED AND RESTATED ARTICLES OF INCORPORATION

SUNRISE BAY PROPERTY OWNERS' ASSOCIATION, INC.

WHEREAS the Articles of Incorporation of Sunrise Bay Property Owners Association, Inc. were filed with the Virginia State Corporation Commission resulting in a Certificate of Incorporation being granted on July 29, 2003;

WHEREAS pursuant to Section 13.1-886(D) of the Virginia Nonstock Corporation Act ("Act"), the Articles of Incorporation may be amended by more than two-thirds (2/3rds) of all of the votes cast by the Members at a meeting at which a quorum is present;

WHEREAS at the duly called meeting of the Sunrise Bay Property Owners Association, Inc. in which a quorum was present on June 29, 2024, the Amended and Restated Articles of Incorporation were duly restated and amended, as set forth below, by the affirmative vote of more than two-thirds (2/3rds) of all Lot Owner Members whose votes are cast, in person or by proxy; and

NOW THEREFORE in consideration of the foregoing and pursuant to Section 13.1-889(D) of the Act, Sunrise Bay Property Owners Association, Inc. hereby adopts this Restated and Amended Articles of Incorporation, which amends and supersedes the originally filed Articles of Incorporation, and which provides as follows:

(a) The name of the corporation is SUNRISE BAY PROPERTY OWNERS ASSOCIATION, INC. ("Association" or "Corporation" herein).

(b) The purposes for which the Corporation is organized are:

- (I) To provide the collective and individual property and civic interests and rights of all persons or entities who are Members of the Association;
- (II) To monitor and enforce as applicable, the Declaration of Conditions, Restrictive Covenants and Easements of Sunrise Bay, Spotsylvania County, Virginia, dated August 4, 2003, and recorded on August 29, 2003, in the Clerk's Office of the Circuit Court of Spotsylvania County, Virginia, as Instrument #: 200300035959, as may be amended and restated from time to time (herein the "Declaration"), and such other adjacent development, if any, as may be brought under the jurisdiction of the Association, the By-Laws of the Association, and owner rights and privileges;
- (III) To manage the funding and provide for the repair and maintenance of the common areas of Sunrise Bay and such other common areas, if any, as

may be brought under the jurisdiction of the Association, as set forth in the Declaration and to accept ownership of said common areas at the appropriate time, and for any and all other duties imposed upon the Association by said Declaration; and

(IV) To transact, promote and manage the business of the Association as required by law.

(c) The Association shall be a non-stock, not for profit corporation.

(d) Members and Voting. Every person or entity who is the record owner of a fee or undivided interest in any lot which is subject to the Declaration, and such other adjacent developments, if any, as may be brought under the jurisdiction of the Association, shall be a member of Association, but this does not intend to include persons or entities who hold an interest merely as security for the performance of an obligation, nor trustees under any instrument securing such an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the Declaration, and such other adjacent development, if any, as may be brought under the jurisdiction of the Association. Ownership of such lot shall be the sole qualification for membership. Member(s) shall be all those Members as defined herein and under the Declaration of Conditions, Restrictive Covenants and Easements of Sunrise Bay, and such other adjacent development, if any, brought under the jurisdiction of the Association. Members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. Where more than one person holds such interest in any lot, all such persons shall be Members. The vote for such lot shall be exercised as the said owners among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

(e) Board of Directors. The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The Board of Directors shall consist of five (5) Members, or such other number as may be determined in accordance with the Association's By-Laws. The Board will be elected by vote of the Members of the Association at each Annual Meeting of the Association or special Member meeting called for that purpose and in accordance with the Association's By-Laws and shall serve terms as defined in the Association's By-Laws. The Board of Directors shall also serve as the officers of the Association. The officers of the Association shall consist of President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except that the person holding the office of President may hold no other office. The Board of Directors shall select (elect) the officers of the Association at the next Board meeting immediately following the Annual Meeting of the Association. In the event of a vacancy, a person shall be appointed to fill the vacancy by the Board of Directors, and shall serve until the next Members' meeting at which directors are elected in accordance with Section 13.1-857(E) of the Act.

(f) The name and post office address of the current registered office is: Chadwick Washington Moriarty Elmore & Bunn, P.C., 201 Concourse Boulevard, Suite 101, Glen Allen, Virginia 23059 who is a member of the Virginia State Bar, and whose current business office is the same as the registered office of the Association. The name of the city or county in which the current registered office is located is the County of Henrico, Virginia. The registered office and registered agent may be changed from time to time through filings with the Virginia State Corporation Commission.

(g) The By-Laws of the Association have been adopted and amended by the Members of the Association and may be amended from time to time in accordance with the amendment provisions of the By-Laws and applicable law.

(h) The duration of the Association shall be perpetual.

(i) Each person now or hereafter a Director or officer of the Association and their heirs, executors and administrators shall be indemnified by the Association against all claims, liabilities, judgments, settlements, costs, and expenses, including all attorneys' fees, imposed upon or reasonably incurred by them in connection with or resulting from any action, suit, proceeding, or claim to which they are or may be made a party by reason of their being or having been a Director and/or officer, at the time such costs or expenses are incurred by or imposed upon them, except in relation to matters as to which they shall have been finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties as such Director and/or officer. In the event a settlement of any such action, suit, or proceeding, or other settlement of any claim against any Directors or officers, the indemnification shall be made only if the Association shall be advised by the Board of Directors of the Association, in case none of the persons involved shall be or have been a Director of the Association, or otherwise by independent counsel to be appointed by the Board of Directors, that in its or their opinion such Director or officer was or is not guilty of gross negligence or willful misconduct in the performance of their duties, and in the event of a settlement, that such settlement was or is in the best interests of the Association. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall be deemed exclusive of any rights to which the officer or Director may be entitled under the By-Laws, agreements, votes of stockholders, or otherwise.

(j) Definitions. All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

(k) Amendment. These Articles may be amended by the affirmative vote of not less than a majority of all of the votes cast by the Members at a meeting of the Association at which a quorum is present; provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall impair or dilute any rights of members that are granted by the Declaration.

(l) Effective Date. The effective date of this Restated and Amended Articles of Incorporation shall be the date upon which a Certificate has been issued by the Virginia State Corporation Commission certifying that the document has been duly filed therein.

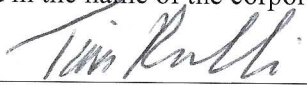
(m) Adoption. The foregoing Articles contain amendments to the Association's original Articles of Incorporation, which were proposed by the Board of Directors and submitted to the Members, as defined in the original Articles of Incorporation and the Declaration, in accordance with Section 13.1-886 of the Act, and adopted at a meeting on June 29, 2024 at which a quorum of the Members was present.

The total number of votes cast for and against adopting these Amended and Restated Articles of Incorporation in person, by proxy, by mail ballot, or by electronic (email) ballot:

Voting Method	For	Against
In Person + Zoom	11	0
By Proxy	2	0
By Mail	3	0
By Email	8	0

Quorum = Ten percent (10%) of all properties entitled to vote being present in person or by proxy.

Executed in the name of the corporation by:

Signed: 
Tina Rulli

Dated: 6/29/24

Title: President, Sunrise Bay POA

SCC ID: 06006134