

Nonstock Corporation - Articles of Incorporation

Entity Information				
Entity Name:	Bentley Grove Homeowners' Association, Inc.	Entity Type:	Nonstock Corporation	
Business Type				
Industry Code:	0 - General			
Duration				
Perpetual(forever)				
Member - Director Information				
Member Information: The corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws.				
Director Selection: The directors shall be elected or appointed as set forth in the articles of incorporation.				
Registered Agent Information				
RA Type:	An Individual who is a resident of Virginia	Locality:	ROANOKE CITY	
RA Qualification:	Member of the Virginia State Bar			
Name:	C. Cooper Youell	Email Address:	cyouell@whitlowyouell.com	
The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is:				
Registered Office Address:	28A Kirk Ave SW, ROANOKE, VA, 24011, USA		Contact Number:	N/A
Principal Office Address				
Address: 103 Edgeway Dr Ste H, Lynchburg, VA, 24502 - 3584, USA				
Principal Information				
Director	Name	Address		
No records to view.				
Signature Information				
Date Signed: 10/03/2022				
Entity Name	Entity Type	Printed Name	Signature	Title
Whitlow & Youell, PLC	PLC	Charles Cooper Youell IV	Charles Cooper Youell, IV	Incorporator

ARTICLES OF INCORPORATION

OF

BENTLEY GROVE HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of the Virginia Nonstock Corporation Act (Va. Code, Section 13.1-801, et seq.), the undersigned has this day formed a corporation not for profit and does hereby certify:

ARTICLE I

CORPORATE NAME

The name of the corporation is Bentley Grove Homeowners' Association, Inc. hereinafter called the "Association."

ARTICLE II

REGISTERED OFFICE AND AGENT

The initial Registered Office of the Association shall be located in the City of Roanoke, Virginia, at the law offices of Whitlow & Youell, PLC, 28A W. Kirk Avenue, P.O. Box 779, Roanoke, VA 24004, and the initial Registered Agent shall be C. Cooper Youell, IV, whose business address is the same as the registered office set forth above and who is a member of the Virginia State Bar and a resident of the State of Virginia.

ARTICLE III

PRINCIPAL OFFICE

The principal place of business of the Company within the state of Virginia is 103 Edgeway Drive, Suite H, Lynchburg, Virginia 24502.

ARTICLE IV

PURPOSE AND POWERS OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members, officers, or directors. It is formed for the specific purpose of providing for administration, management, maintenance and preservation of the common areas and the common improvements, being part of the Bentley Grove development located at 226 Alta Lane, Lynchburg, VA, containing, in the aggregate, approximately 16.724 acres (the "Property").

For the above-stated purposes, this Association shall have the power to:

(A) Exercise all the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Easements, Covenants and Restrictions (the "Declaration"), made by Bell Terrance Developers, LLC (the "Declarant") to be recorded in the Clerk's Office of the Circuit Court of City of Lynchburg, Virginia, as the same may be amended from time to time as therein provided.

(B) Acquire, 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.

(C) Fix, levy, collect, and enforce payment by any lawful means, of all charges or assessments as determined or adopted from time to time by the Board of Directors or the members of the Association.

(D) Pay all administrative and other expenses incident to the lawful conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against any property of the Association.

(E) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Virginia Nonstock Corporation Act by law may now or hereafter have or exercise; provided, however, that no part of the Association's net revenues may inure to the benefit of its officers, directors, or members, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(F) Have and exercise all other powers, rights and privileges set forth in Bylaws of the Association or other documents recorded in the land records of the City of Lynchburg, Virginia, in connection with the development or operation of the Property.

ARTICLE V

MEMBERSHIP

Every person or entity who or which is a record owner of the fee simple title to, or undivided fee interest in, any lot within the Property shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI

CLASSES OF MEMBERS

The Association shall have two classes of members. The designation of such classes and the qualifications and rights of the members of each class are set forth in the Bylaws of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be two (2). The initial Board of Directors shall be appointed by the Declarant and shall serve until their successors are elected by the Members in accordance with the Bylaws. The Class B Member, being the Declarant, shall be entitled to remove and replace the initial directors at will.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or executive officer of the Association, or is or was so serving with respect to another corporation, partnership, joint venture, trust or other enterprise at the request of the Association, shall be indemnified by the Association against liability, costs and expenses, including, but not limited to, reasonable attorneys' fees, to the full extent permitted by applicable law. The Association may, but shall not be required to, indemnify any and all other officers, employees, or agents of the Association to the same extent as directors and executive officers.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent of at least 85% of all votes eligible to be cast on the subject. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to a successor association with the same qualifications as this Association or to an appropriate public agency to be used for purposes

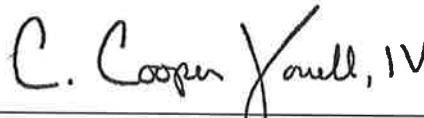
similar to those for which this Association was created. In the event that such dedication is refused, the assets of the Association shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes or shall be granted in fee simple as tenants in common to each lot owner with each lot being allocated an equal undivided interest.

ARTICLE X

AMENDMENT

A proposed amendment to these Articles shall be adopted upon a minimum two-thirds (2/3) of all votes entitled to be cast by members present or represented by proxy at the meeting at which such proposed amendment is considered.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the Commonwealth of Virginia, the undersigned, the incorporator of this Association, has executed these Articles of Incorporation on this 3rd day of October, 2022.



C. Cooper Youell, IV, Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, OCTOBER 4, 2022

The State Corporation Commission has found the accompanying articles of incorporation submitted on behalf of

Bentley Grove Homeowners' Association, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective October 4, 2022.

The corporation is granted the authority conferred on it by law in accordance with the articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Judith Williams Jagdmann". The signature is written in a cursive style with a large initial "J".

Judith Williams Jagdmann
Commissioner