

**ARTICLES OF INCORPORATION  
OF  
HERITAGE COVE OWNERS' 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: Name**

The name of the corporation is Heritage Cove Owners' 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 purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residents' lots and Common Areas within that certain tract of property described on Exhibit "A" attached hereto and made a part hereof, located in the City of Poquoson, Virginia, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for these purposes to:

- (1) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded in the Office of the Clerk of the Circuit Court for York County, Virginia, and as the same may be amended from time to time as therein provided, the Declaration being, by this reference, incorporated herein as if set forth at length;
- (2) Enforce the covenants, restrictions, easements, charges and liens provided for in the Declaration to be enforced by the Association;
- (3) Fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration and By-laws of the Association; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all insurance premiums, licenses, taxes or governmental charges levied or imposed against the Association;
- (4) 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;
- (5) Borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(6) Have and exercise any and 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.

### **ARTICLE III: Membership**

(1) The Association shall be organized without capital stock.

(2) Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record and to assessment by the Association shall automatically become a member of the Association (hereinafter referred to as "Member" or "Members") and such membership shall terminate automatically upon the Member being divested of title to such lot, regardless of the means by which such ownership may be divested. Upon the recordation of the Declaration in the Clerk's Office aforesaid and upon the incorporation of this Association all of the lots will be owned by the Declarant, and the Declarant therefore at that time or times shall constitute the only Member. 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.

(3) No Member shall have the power to convey, assign, mortgage, hypothecate or transfer in any manner, except as an appurtenance to such Member's lot, any part of, or any interest in, the Association or the property or other funds and assets of the Association.

(4) The Association shall have one class of Members. The voting by the Members of the Association shall be on the basis of one vote for each lot. The vote allocated to each lot shall not be divisible.

### **ARTICLE IV: Board of Directors**

The affairs of this Association shall be managed by a board of directors, who need not be members of the Association. The number of directors shall be fixed by, and may be changed by amendment of, the By-laws.

### **AMENDMENT V: Mergers and Consolidations**

Subject to the provisions of the Subdivision Declaration and 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 is 12350 Jefferson Avenue, Suite 360, Newport News, Virginia 23602. The name of the city in which the initial registered office is located is Newport News. The name of the initial registered agent is Joseph H. Latchum, Jr., who is a resident of Virginia and an attorney and a member of the State Bar, and whose business address is the same as the initial registered office of the Association.

## **ARTICLE VII: Initial Directors**

The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person who shall serve as initial director is as follows:

NAME

ADDRESS

Jeffrey L. Weeks

218 Jernigan Lane

Yorktown, Virginia 23693

## **ARTICLE VIII: Duration**

The Association shall exist perpetually.

## **ARTICLE IX: Amendment**

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

Dated this 11th day of October, 1996.