

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, January 27, 2017

This is to certify that the certificate of incorporation of

**Promenade at John Tyler 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: January 27, 2017*



State Corporation Commission

Attest:

Joel Heck
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
PROMENADE AT JOHN TYLER 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
NAME

The name of the corporation is Promenade at John Tyler 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 provide for maintenance, preservation, management, operating and architectural control of the condominium known as PROMENADE AT JOHN TYLER, A CONDOMINIUM, located in James City County, Virginia, and the Units and Common Elements (as defined in the Declaration referred to below) to be provided for within that certain tract of property described in the Declaration of Condominium of Promenade at John Tyler, a Condominium (the "Declaration") and any amendments thereto, recorded or to be recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and James City County, Virginia; and to promote the health, safety and welfare of the residents within that certain Condominium Property (as defined in the Declaration) and for these purposes to:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in either the Virginia Condominium Act (Va. Code Ann. § 55-79.39 et. seq.) or the Declaration, as the same may be amended from time to time as therein provided, said Declaration being, by this reference, incorporated herein as if set forth at length; and, subject to any limitations set forth in the Declaration, to exercise the powers hereinafter enumerated;
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 Bylaws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Condominium;
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.

ARTICLES III MEMBERSHIP

1. The Association shall be organized without any capital stock.
2. Every Unit Owner (as that term is defined in the Declaration or Bylaws) shall automatically become a member upon his or her acquisition of title to any Unit (as that term is defined in the Declaration) and said membership shall terminate automatically upon said Unit Owner being divested of title to such Unit, regardless of the means by which such ownership may be divested. The Declarant of the Condominium shall constitute the sole member of the Association, until such time as the Declaration has been placed or recorded in the Clerk's Office of the Circuit Court for James City County, Virginia, and some other person has become a Unit Owner, whereupon Declarant shall continue as a member with reference to any Unit which it continues to own.
3. No member shall have the power to convey, assign, mortgage, hypothecate or transfer in any manner, except as an appurtenance to his Unit, any part of, or any interest in, the Association or the real property of 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 per unit owned by a member. The vote allocated to each Unit shall not be divisible.

ARTICLE IV BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of directors, who must be members of the Association, except for the initial directors named in these Articles and those appointed by the Declarant pursuant to the Bylaws. The number of directors shall be fixed by, and

may be changed by amendment of, the Bylaws.

ARTICLE V MERGERS AND CONSOLIDATIONS

Subject to the provisions of the 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 consent 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 LIABILITY AND INDEMNIFICATION

(a) To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Association shall not be liable to the Association for monetary damages.

(b) To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Association shall indemnify a director or officer of the Association who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of the Association as a director or officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE VII
REGISTERED AGENT

The post office address of the initial registered office is 4808 Courthouse Street, Suite 102, Williamsburg, Virginia 23185. The name of the city in which the initial registered office is located is Williamsburg. The name of the initial registered is Susan B. Tarley, 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 VIII
INITIAL DIRECTORS

The number of directors constituting the initial board of directors shall be three (3), and the names and residence addresses of the persons who shall serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
Gary Werner	616 Village Drive, Ste. G Virginia Beach, VA 23462
Stuart Gray	616 Village Drive, Ste. G Virginia Beach, VA 23454
Robert Kirkland	503 Open Greens Court Virginia Beach, VA 23462

ARTICLE IX
DURATION

The Association shall exist perpetually.

ARTICLE X
AMENDMENT

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

DATED THIS 20th day of December, 2016.


Susan B. Tarley, Incorporator