

ARTICLES OF RESTATEMENT
AMENDING AND RESTATING THE ARTICLES OF INCORPORATION OF
REED'S LANDING COMMUNITY ASSOCIATION, INC.

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation is Reed's Landing Community Association, Inc. ("Corporation").
2. Articles of Incorporation for the Corporation were filed with the State Corporation Commission on November 5, 1981 and were amended and restated on January 15, 1997 (as amended and restated, "Articles of Incorporation").
3. The Articles of Incorporation shall be amended and restated as shown on the Amended and Restated Articles of Incorporation of Reed's Landing Community Association, Inc., which is attached hereto.
4. The restatement contains amendments. Accordingly, pursuant to §13.1-886 of the Code of Virginia, 1950, as amended, amendment of the Articles of Incorporation requires adoption by the Board of Directors and approval by more than two-thirds of the votes cast by each voting group entitled to vote on the amendment.
5. The amendment was proposed by the Board of Directors and submitted to the Members in accordance with §13.1-886 of the Code of Virginia, 1950, as amended, and was adopted by the Members of the corporation at a duly called meeting of the members held on September 20, 2021.

- (a) the total number of votes cast for the amendment(s) by the Members entitled to vote on the amendment(s) was:

<u>Total Members Entitled to Vote</u>	<u>Total Votes In Favor</u>	<u>Total Votes Against</u>
58	55	1

The corporation currently has one voting group of members.

- (b) And at least a quorum of each voting group entitled to vote on the amendment was present in person or by proxy at the meeting;
- (c) And the number of votes cast for the amendment by each voting group was sufficient for approval.

Executed in the name of the corporation by:

Printed Name: Martha Cloe, President

Signature: Martha Cloe Date: 11/11/21
Corporate ID # 02236750

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REED'S LANDING COMMUNITY ASSOCIATION, INC.

These Amended and Restated Articles of Incorporation provide as follows:

ARTICLE I

The name of the Corporation is REED'S LANDING COMMUNITY ASSOCIATION, INC. ("Corporation" or "Association").

ARTICLE II

The purposes and powers of the Corporation are as follows:

(a) to be and constitute the property owners' association (hereinafter referred to as "Association") to which reference is made in the Declaration of Covenants and Restrictions of Reed's Landing Community Association, Inc., recorded in the Clerk's Office of the Circuit Court of the County of Chesterfield on November 23, 1981 in Deed Book 1569, page 1572, as amended and supplemented ("Association Declaration") and the Declaration of Rights, Restrictions, Affirmative Obligations and Conditions Applicable To All Property in Reed's Landing, recorded in the Clerk's Office of the Circuit Court of Chesterfield County on November 23, 1981 in Deed Book 1569, page 1555, as amended and supplemented ("General Covenants"). The Association Declaration requires all owners of property subject to it to be members of the Corporation.

(b) To manage, maintain, and care for the Common Properties in the planned community development known as Reed's Landing, located in Chesterfield County, Virginia, and to assess, collect and disburse the charges due the Corporation from its members, as hereinafter provided.

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, sell, lease, transfer, mortgage, encumber, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation, but only in accordance with the purposes of the Corporation.

(d) To do any and all things and acts that the Corporation, from time to time, in its discretion, may deem to be for the benefit of the Members or the Common Properties or advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of the Members; and further, the Corporation shall have the powers, rights and privileges to conduct any and all business that a Corporation organized under the Virginia Nonstock Corporation Act by law may now or hereafter have or exercise and that is not required to be specifically set forth in these Articles; provided, however, that notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a homeowners association exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law.

(e) The Corporation is not organized for profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributed to any Member of the Corporation, director, officer or other private person, except as provided in Article VI hereof. The Corporation may enter into contracts with any person or entity (including any Member, officer or director), and may pay compensation in reasonable amounts for services rendered.

ARTICLE III

Provisions relating to the Members of the Corporation are:

(a) The Members of the Corporation shall be all Owners of Residential Lots and Tenants of Family Dwelling Units in Reed's Landing.

(b) There shall be two (2) classes of membership in the Corporation: voting Members and non-voting Members. Owners shall be voting Members of the Corporation. Tenants shall be non-voting Members of the Corporation. The qualifications and rights of each class of Members, including voting rights in the case of Owners, shall be those provided in the Bylaws.

(c) Except as otherwise provided by the Bylaws or applicable law, the percentage of votes cast by the Owners that are necessary for the adoption of any matter voted upon by the Owners shall be fifty-one (51%) percent.

(d) The Owners shall have the right to vote for the election of directors and upon such other matters with respect to which a vote of the Owners shall be conferred by these Articles of Incorporation, the Bylaws, or the provisions of the Virginia Nonstock Corporation Act, Va. Code § 13.11-801, et seq., as amended.

(e) The Owners shall have the exclusive power to amend or repeal the Bylaws and may do so in the manner provided in the Bylaws.

ARTICLE IV

The affairs of the Corporation shall be managed by a Board of Directors, whose number, terms, and qualifications shall be specified in the Bylaws.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

Upon dissolution of the Corporation, the assets, both real and personal, shall be transferred, used and maintained in the same manner set forth in the Bylaws for the transfer, use

