

**ARTICLES OF INCORPORATION**  
**OF**  
**CONGERS CREEK PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned hereby establishes a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia and states as follows:

**ARTICLE I — NAME**

The name of the corporation shall be Congers Creek Property Owners Association, Inc. (hereinafter referred to as the “Association”).

**ARTICLE II — DEFINITIONS**

Any capitalized terms used herein that are not defined in these Articles will have the same meanings given to them in the Declaration of Protective Covenants Congers Creek Townhomes, which is recorded in the Clerk’s Office of the Circuit Court of Rockingham County, Virginia (the “Clerk’s Office”) in Deed Book 5359, page 192 (the “Declaration”), as may be amended and supplemented from time to time.

**ARTICLE III — REGISTERED AGENT AND OFFICE AND PRINCIPAL OFFICE**

The name of the Association’s initial registered agent is Brooke R. Hannah, who is a resident of Virginia and a member of the Virginia State Bar. The address of the Association’s initial registered office, which is identical to the business office of the initial registered agent, is 410 Neff Avenue, Harrisonburg, Virginia 22801, located in the City of Harrisonburg, Virginia. The principal office address of the Association is 3168 Preston Lake Blvd, Rockingham, Virginia 22801.

**ARTICLE IV — PURPOSE**

The Association is organized for the purpose of managing and governing property owned by the Association subject to the Declaration and for residents of Congers Creek Townhomes, as a “homeowners association”, by serving as the entity:

- (a) For the proper organization and administration of the exercise of all the powers, privileges, duties and obligations of the Association as set forth in the Declaration and the governing documents of the Association with respect to all or any portion of the Property; and
- (b) For the proper organization and administration of the exercise of all of the powers, privileges, duties and obligations of the Association as set forth in the Virginia Nonstock Corporation Act, Virginia Code § 13.1-801 *et seq.*, as amended, and the Virginia Property Owners’ Association Act, Virginia Code § 55.1-1800 *et seq.*

## **ARTICLE V — MEMBERS**

The Declaration obligates every Owner to be a member of the Association. The membership shall be appurtenant with and may not be separated from ownership of any Lot.

The Association shall have two (2) classes of members:

Class A. Class A members shall include all Owners except the Declarant. Class A members shall be entitled to one (1) vote for each Lot owned. When a Lot is owned by more than one person or entity, the one (1) vote for such Lot may be cast by any Owner thereof unless an objection or protest by another co-owner is made prior to the completion of a vote. Upon such objection or protest, the one (1) vote shall be cast according to the majority vote (based on each Owner's percentage ownership interest) of the Owners of such Lot, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Lot it owns.

## **ARTICLE VI — DIRECTORS**

The Association shall be managed by a Board of Directors. The number, election process, term, qualification and meetings of which shall be as provided in the Bylaws of the Association. Until such Board of Directors is duly elected and qualified, an initial Board of Directors shall serve which shall consist of the following persons:

<u>Name(s)</u>	<u>Address</u>
(1) Amar Gogia, President	3168 Preston Lake Blvd Rockingham, Virginia 22801
(2) Jared S. Scripture, Vice President	1756 Heritage Estates Circle Harrisonburg, Virginia 22801
(3) Katherine Sloop Kelty, Treasurer/Secretary	3686 Cricket Lane Bridgewater, Virginia 22812

## **ARTICLE VII** **INDEMNIFICATION AND ELIMINATION OF LIABILITY**

(a) 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 a director or officer against all liabilities and expenses incurred in the proceeding except those incurred due to willful misconduct or knowing violation of the law.

(b) To the fullest extent permitted by the Virginia Nonstock Corporation Act, the liability of directors and officers of the Association to the Association is eliminated and they shall not be liable to the Association for monetary damages.

### **ARTICLE VIII — DURATION/DISSOLUTION**

The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Association, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Association remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be conveyed to any nonprofit corporation or association to be devoted to the purposes and uses that most nearly reflect the purposes and uses to which they were required to be devoted by the Association, or in the absence of such a successor, in such manner as the Board of Directors shall determine, which may include distribution of the common areas, if any, to the Lot Owners, in kind, with each Lot taking an equal share subject to common use easements providing for the sharing of expenses and related matters in keeping with the intent of the Declaration.

IN WITNESS WHEREOF, I have subscribed my name this \_\_\_\_ day of \_\_\_\_\_, 2021.

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Brooke R. Hannah, Incorporator