

ARTICLES OF INCORPORATION  
OF

Commonwealth of Virginia  
State Corporation Commission  
Office of the Clerk  
Entity ID: 11268527  
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RAINTREE OF ALBEMARLE HOMEOWNER'S ASSOCIATION, INCORPORATED

The undersigned Incorporator hereby forms a nonstock, nonprofit corporation under Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

Article I. Name. The name of the corporation is Raintree of Albemarle Homeowner's Association, Incorporated, hereinafter called the "Association."

Article II. Registered Agent and Office. The street address of the initial registered office is 619 East High Street, No. 1, Charlottesville, Virginia 22902, which is located in the City of Charlottesville Virginia. The name of the initial registered agent is Cheryl A. Lewis, who is a resident of Virginia, who is a member of the Virginia State Bar, and whose business office is the same as the initial registered office of the corporation.

Article III. Definitions. Except as expressly defined herein, all capitalized terms used herein shall have the respective meanings set forth in the Raintree Subdivision Statement of Restrictions, Covenants and Conditions, recorded in the Clerk's Office of the Circuit Court of Albemarle County, Virginia, as the same may from time to time be amended (the "Declaration").

Article IV. Purposes. The purposes for which this Association is formed are:

(a) To be a nonstock, nonprofit corporation, none of the income of which shall inure to the benefit of any private person or to any political organization.

(b) To provide for the management, maintenance, care and architectural control of the lots and common area of the real estate known as Raintree Subdivision as described in the Declaration 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.

(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length.

(d) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, 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 property of the Association.

(e) To 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.

(f) To borrow money, and with the assent of at least two-thirds (2/3) of the members, to mortgage, pledge, lien by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(g) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless the dedication, sale, or transfer shall have received the assent of at least two-thirds (2/3) of the members.

(h) To participate in mergers and consolidations with other nonprofit corporations organized for the same general purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of at least two-thirds (2/3) of the members.

(i) To have and to 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.

Article V. Members. Membership in the Association and the voting rights of members shall be as set forth in the Declaration, as it has been amended from time to time and, by

any Supplementary Declaration(s). The Declaration provides that every Owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment.

Members shall all be Owners and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Article VI. Board of Directors. The number of directors constituting the initial Board of Directors is three (3) and their names and addresses are:

<u>Name:</u>	<u>Address:</u>
Donald Lyon	1629 Brightfield Place Charlottesville, VA 22901
John McDowell	1086 Snowden Drive Charlottesville, VA 22901
Beth Cheuk	1638 Brightfield Place Charlottesville, VA 22901

The number of Directors shall be three (3) and except for the initial Board of Directors, their terms shall be for one year.

Article VII. Regulation of Internal Affairs. The following provisions regulate the conduct of the affairs of the Association and for the further definition, limitation and regulation of the powers of the Association.

(a) The initial By-laws shall be adopted by the Board of Directors which may alter, amend or repeal the By-laws or adopt new By-laws.

(b) The affairs of the Association shall be conducted by the Board of Directors. The Directors (except for the initial Directors named above) shall be elected by the members at each annual meeting of the members. At such meeting at which a quorum is present, each member may cast, in respect to each vacancy, as many votes as they are entitled to under the provisions of these Articles of Incorporation. The number of persons, equal to the number of Directors, receiving the greatest number of votes shall be the Directors even though not receiving a majority.

Article VIII. Contract Fair and Reasonable. No contract or other transaction between the Association and one or more of its Officers or Directors or in which one or more of its Officers or Directors are interested and no contract or other transaction between the Association and any other corporation, firm, association or entity in which one or more of its officers or directors are directors or officers or are

interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present and are counted in determining the presence of a quorum at the meeting of the Board of Directors of the Association or a committee thereof which authorized, approves or ratifies such contract or transaction or because the votes of such Director or Directors are counted for such purpose, provided that the material facts as to the relationship or interest are disclosed or known:

(a) To the Board of Directors or committee that authorized, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the votes of such interested Directors or if the votes of the disinterested Directors are sufficient to constitute an act of the Board, by unanimous vote of the disinterested Directors, if there are not less than two such disinterested Directors; or

(b) To the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

In any event, no contract or other transaction described in this paragraph of this Article shall be void or voidable despite failure to comply with parts (a) or (b) above, provided that such contract or transaction was fair and reasonable to the Association in view of all the facts known to any Officer or Director at the time such contract or transaction was entered into on behalf of the Association.

Article IX. Indemnification.

(a) The Association shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the name of the Association by reason of the fact that he or she is or was a Director or Officer of the Association or is or was serving at the request of the Association as a Director, Officer, Partner, or Trustee of another corporation, partnership, joint venture, trust, or other enterprise, against judgments, fines, amounts paid in settlement and expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with such action, suit or proceeding, except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his or her gross negligence or willful misconduct in the performance of his or her duties. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

(b) Any indemnity under paragraph (a) above shall (unless authorized by a court of law) be made by the Association only as authorized in the specific case upon a determination that the Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his or her duties and, in the case of settlement, that such settlement was, or if still to be made is, consistent with the best interests of the Association. Such determination shall be made

(i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, or (iii) by the Members. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel.

(c) Expenses incurred in defending an action, suit or proceeding whether civil, criminal, administrative or investigative, may be paid by the Association in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this paragraph.

(d) The right of indemnification provided by this Article shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Association or others, even as to claims, issues or matters in relation to which the Association would not have the power to indemnify such person under the provisions of this paragraph.

(e) The Association may purchase and maintain at its sole expense insurance, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable,

against all liabilities or losses it may sustain in consequence of the indemnification provided for in this Article.

(f) The Board of Directors shall have the power, generally and in specific cases, to indemnify employees and agents of the Association to the same extent as provided in this Article with respect to Directors and Officers.

Article X. Dissolution. In the event of dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated 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 acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Article XI. Duration. The corporation shall exist perpetually.

Article XII. Amendments. Amendments to these Articles shall require the assent of at least two-thirds (2/3) of the members.

Dated: 8/10/2021

  
Cheryl A. Lewis, Incorporator

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, AUGUST 13, 2021

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

**Raintree of Albemarle Homeowner's Association, Incorporated**

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 August 13, 2021.

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 that reads "Angela Navarro". The signature is written in a cursive style with a long horizontal stroke at the end.

Angela L. Navarro  
Commissioner