

# **Fairfax Recreation Association**

## **Articles of Incorporation**

ARTICLES OF INCORPORATION

OF

FAIRFAX CENTER RECREATION ASSOCIATION, INC.

In compliance with the requirements of Chapter 10 of Title 13.1 of the 1950 Code of Virginia, as amended, the undersigned, who is at least twenty-one (21) years of age, has this day, by execution of these Articles of Incorporation, voluntarily declared himself to be an incorporator for the purpose of forming a non-stock, non-profit corporation pursuant to the general laws of Virginia, and does hereby certify:

ARTICLE I

The words in these Articles which begin with capital letters (other than words which would be normally capitalized) shall have the same meanings assigned to them as in the Declaration of Covenants, Conditions and Restrictions for Fairfax Center Recreation Association recorded among the land records of Fairfax County, Virginia (the "Declaration").

ARTICLE II

NAME OF CORPORATION

The name of the Corporation is Fairfax Center Recreation Association, Inc., hereinafter called the "Association."

ARTICLE III

REGISTERED OFFICE

The initial registered office of the Association is located at c/o Walsh, Colucci, Stackhouse, Emrich & Lubeley, 2200 Clarendon Boulevard, 13th Floor, Arlington, Virginia 22201 which is in the County of Arlington.

ARTICLE IV

REGISTERED AGENT

Thomas J. Colucci, who is a resident of Virginia, a member of the Virginia State Bar and whose business address is c/o Walsh, Colucci, Stackhouse, Emrich & Lubeley, 2200 Clarendon Boulevard, 13th Floor, Arlington, Virginia 22201, in the County of Arlington,

(being the same address as the registered office) is hereby appointed the initial registered agent of this Association.

## ARTICLE V

### POWERS AND PURPOSES

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the Members thereof, and the specific purposes for which it is formed are to provide for or assure use, operation, maintenance, and preservation of the Recreation Facility, including such additions thereto as may be hereafter acquired by the Association. For this purpose, the Association shall have the power and authority to:

- (a) Exercise all of the powers and privileges and 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 and made a part hereof;
- (b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, including all office expenses, licenses, taxes or governmental charges levied or imposed against the Recreation Facility Property and all other expenses incident to the conduct of the business of the Association;
- (c) 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 incurred;
- (d) Borrow money, and with the assent of all of the Members, mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Recreation Facility Property to any public agency, authority or entity for such purposes and subject to such conditions as may be agreed to by a two-thirds vote of the Members at any special meeting of the Members duly called for such purpose.
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or provided that any such merger, consolidation or annexation shall have the assent of all of the Members.
- (g) Have and exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the laws of the State of Virginia by law may now or here-after have or exercise.

## ARTICLE VI

### NO CAPITAL STOCK

This Association is not authorized to issue any capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its Members. No Member shall have any personal liability for the debts or obligations of the Association.

## ARTICLE VII

### VOTING RIGHTS AND MEMBERSHIP

The Association shall have three (3) members.

The Members are the Centex Property Owner, the Coscan Property Owner and the Winchester Property Owner as such owners are defined in the Declaration.

The Members shall initially be entitled to the following number of votes:

1. The Centex Property Owner shall have 418 votes.
2. The Coscan Property Owner shall have 116 votes.
3. The Winchester Property Owner shall have 274 votes.

Any change to the number of votes shall be made pursuant to Article III of the Declaration.

The Members of the Association shall have no preemptive rights, as such Members, to acquire any memberships of this Association that may at any time be issued by the Association except as may be specifically provided in these Articles of Incorporation or the Declaration or Bylaws of the Association.

## ARTICLE VII

### BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors selected by the Members as follows:

1. Three (3) Directors shall be selected by the Centex Property Owner.

2. One (1) Director shall be selected by the Coscan Property Owner.
3. Two (2) Directors shall be selected by the Winchester Property Owner.

Notwithstanding the foregoing, each Member may decrease or increase the numbers of Directors selected by each Member upon written approval of all the Members. The Bylaws will govern the Board of Directors duties and requirements.

#### ARTICLE VIII

#### DISSOLUTION

The Association shall exist in perpetuity unless dissolved as provided herein.

The Association may be dissolved at an Annual or Special Meeting by the vote all of the Members. Written notice of such proposed action shall be sent to all Members not less than twenty-five (25) nor more than fifty (50) days prior to a meeting called for such purpose. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall not be disposed of to any entity other than a non-profit organization conceived and organized to own and maintain such assets without first offering to dedicate the same to an appropriate public agency or to the County of Fairfax.

#### ARTICLE IX

#### AMENDMENTS

Amendment of these Articles shall require the written approval of seventy-five percent (75%) of the vote of the Members.

IN WITNESS WHEREOF, for the purpose of forming this Corporation, under the laws of the State of Virginia, the undersigned, incorporator of this Association, has executed these Articles of incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

\_\_\_\_\_  
Christine Holaday