

ARTICLES OF INCORPORATION OF SCOTT-McCOY ASSOCIATION, INC.

We, the undersigned citizens of the United States, hereby associate to form a non-stock, non-profit corporation under the provisions of Chapter 2, Title 13.1 of the Code of Virginia, and to that end set forth the following:

1. The name of the Corporation is SCOTT-McCOY ASSOCIATION, Inc.
2. The purpose of the Corporation is to be exclusively for pleasure, recreation and other non-profitable purposes, to be organized and operated under the regulations and provisions of Section 501(c)(7) of the Internal Revenue Code of 1950.
3. The post office address of the initial registered office is Box 128, Mineral, Virginia, 23117, where the initial registered office is located, and the initial registered agent is W.W. Whitlock, a Director of the Corporation, whose address is P.O. Box 128, Mineral, Louisa County, Virginia.
4. The Board of Directors shall consist of not less than three members, and the maximum number of the Board of Directors shall be provided for by the By-Laws from time to time. The number of Directors constituting the initial Board of Directors is to be three, who shall hold office until the first annual election of Directors. Vacancies in the Board of Directors shall be filled forthwith by the remaining Directors until the next annual meeting of the members shall elect a new Board of Directors. The names and addresses of the Directors of the Corporation until the first annual meeting of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
W.W. Whitlock	P.O. Box 128, Mineral, VA 23117
Albert G. Johnson	Mineral, VA 23117
Robert A. Whitlock	Louisa, VA 23093

5. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Second Article hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the

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County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for one or more such purposes as most closely relates to the activities in which this Corporation was engaged.

7. The membership of the Corporation shall consist of persons who own property or have interest in property in SCOTT-McCOY SUBDIVISION in Louisa County, Virginia, who have made application to the Association for membership and have been approved by the Board of Directors, for membership. Members of the Association shall have the right to vote, and the member or members shall be entitled to one vote for each Lot owned in said subdivision.

8. Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer. In the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. 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 counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any By-Law, Agreement, Vote of members, or otherwise.

Dated: September 8, 1977

Incorporator: W.W. Whitlock

*Retyped by A. Creery, Sec/Treas., Scott-McCoy, 7/30/97
Original in Scott-McCoy Association files.*

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
December 27, 1977

The accompanying articles having been delivered to the State Corporation Commission on behalf of
Scott-McCoy Association, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees
have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT
be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and
that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions
and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the
office of the clerk of the Circuit Court of Louisa County

STATE CORPORATION COMMISSION

By David J. Gresham
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Louisa County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 10th
day of Jan. 1978 and is now returned to the State Corporation Commission by certified mail.

Anne C. Lang
Deputy Clerk

Scott-McCoy Association, Inc.
Articles of Amendment

1. The name of the Corporation is

Scott-McCoy Association, Inc.

2. The Amendments adopted are to:

- A. Strike out Article 2 of the Articles of Incorporation and substitute the following:

ARTICLE 2

The purpose of the Corporation is to be exclusively for pleasure, recreation and other non-profitable purposes, to be organized and operated under the regulations and provisions of Section 501(c)(7) of the Internal Revenue Code of 1954.

- B. Strike out Article 5 of the Articles of Incorporation and substitute the following:

ARTICLE 5

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Second Article hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code of 1954, or the corresponding provision of any future Internal Revenue Law.

- C. Strike out Article 6 of the Articles of Incorporation and substitute the following:

ARTICLE 6

The membership of the Corporation shall consist of persons who own property or have interest in property in SCOTT-McCOY SUBDIVISION in Louisa County, Virginia who have made application to the Association for membership and have been approved by the Board of Directors, for membership. Members of the Association shall have the right to vote, and the member or members shall be entitled to one vote for each LOT owned in said subdivision.

- D. Strike out Article 7 of the Articles of Incorporation and substitute the following:

ARTICLE 7

Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments,

settlements, costs and expenses, including all attorneys fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer. In the event of any other judgment against such Director or Officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors or the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. 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 counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any By-Law, Agreement, Vote of members, or otherwise.

E. Strike out Article 8 of the Articles of Incorporation in its entirety.

3. The Board of Directors on December 13, 1977, found the Amendments in the best interest of the Corporation.

4. There are no voting members because no members of the Association have been approved for membership by the Board of Directors.

5. The Amendments were unanimously adopted by Resolution of the Board of Directors of the Corporation on December 13, 1977.

Dated: December 13, 1977

Scott-McCoy Association, Inc.

By: A.G. Johnson, President

And By: W.W. Whitlock, Secretary

COMMONWEALTH of VIRGINIA

Department of Professional and Occupational Regulation
9900 Mayland Drive, Suite 400, Richmond, VA 23233
Telephone: (804) 367-8500

EXPIRES ON
06-30-2019

NUMBER
0550003711

COMMON INTEREST COMMUNITY BOARD
COMMON INTEREST COMMUNITY ASSOCIATION REGISTRATION



SCOTT-MCCOY ASSOCIATION INC
GERALD GAUETTE
PO BOX 2192
LOUISA, VA 23093



Jerry W. DeBorja
DPOR Director

Can be verified at <http://www.dpor.virginia.gov>

SEE REVERSE SIDE FOR PRIVILEGES AND INSTRUCTIONS

DPOR LIC (05/2015)
(SEE BACK HERE)

COMMONWEALTH of VIRGINIA
Department of Professional and Occupational Regulation

COMMON INTEREST COMMUNITY BOARD
COMMON INTEREST COMMUNITY ASSOCIATION REGISTRATION
NUMBER: 0550003711 EXPIRES: 06-30-2019

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DPOR LIC (05/2015)