

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
COUNTRYSIDE PROPRIETARY

I, the undersigned President of Countryside Proprietary, a nonstock corporation organized and existing under the laws of the Commonwealth of Virginia, pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended (the “Code”), do hereby submit the following Articles of Amendment and Restatement pursuant to §13.1-886, §13.1-888, and §13.1-889 of the Code:

1. NAME: The name of the Corporation is COUNTRYSIDE PROPRIETARY, hereinafter called the “Proprietary”.

2. PURPOSE AND POWERS: The Proprietary does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of residential Lots and Common Areas that are subject to the Amended Declaration recorded in the Clerk’s Office of the Circuit Court of Loudoun County, Virginia on November 7, 1980 in Book 773, at Page 116, as amended and as may be further amended (the “Declaration”) and any additions thereto as may hereafter be brought within the jurisdiction of this Proprietary. Specific purposes and powers granted to the Proprietary include the following:

(a) To take title to and hold, maintain, improve and beautify, without profit to itself, and for the use in common with all the Members of the Proprietary or their families, guests and invitees, such Common Areas within aforesaid property as may be from time to time conveyed to it in fee simple or by deed of easement; to enforce the covenants, restrictions, easements, reservations, servitudes, profits, licenses, conditions, agreements and liens provided in the Declaration as may be from time to time recorded among the land records of Loudoun County, Virginia in connection with said property.

(b) To do any and all lawful things and acts that the Proprietary may from time to time, in its discretion, deem to be for the benefit of the aforesaid property and the owners and inhabitants thereof, or deemed advisable, properly or convenient for the promotion of the peace, health, comfort, safety or general welfare of the Owners and inhabitants thereof.

(c) To exercise all the powers and privileges and to perform all the duties and obligations of the corporation as set forth in aforesaid Declaration applicable to said property.

(d) To fix, assess, levy, collect, enforce payment by any lawful means, and disburse all charges or assessments created under and pursuant to the terms of aforesaid Declaration.

(e) To acquire by gift, purchase or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate or otherwise dispose of real or personal property in connection with the affairs of the Proprietary, provided however, that any such action related to real property shall require the assent of more than two thirds (2/3) of the Members.

(f) To borrow money, pledge, mortgage, deed in trust, or hypothecate any or all of Its real or personal property as security for money borrowed or debts incurred, provided however, that any action to pledge, mortgage, deed in trust, or hypothecate any or all of Its real property shall require the assent of a majority of those members voting in person or by proxy at a meeting of the membership. Any action to borrow money may be done by the Board of Directors following approval by the membership.

(g) To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 10 of Title 13.1 of the Code of Virginia by law may now or hereafter have or exercise.

(h) To establish rules and regulations for the use of its property;

(i) To pay all expenses incidental to the conduct of business of the Proprietary;

(j) To grant and convey easements over the Common Area;

(k) To employ, enter into contracts with, delegate authority to and supervise such persons or entities as may be appropriate to manage, conduct and perform the business obligations and duties of the Proprietary;

(l) To participate in mergers and consolidations with other corporations;

(m) To perform such acts, as may be reasonably necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending membership rights, to enforce or effectuate any of the provisions of the Declaration, these Articles and the Bylaws;

(n) To regulate the external design, appearance and locations of Countryside property and improvements located on property within Countryside thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography;

(o) To form subsidiary corporations;

(p) No substantial part of the activities of the Proprietary shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code.

3. INTERNAL AFFAIRS: Provisions for the internal affairs of the Proprietary are:

(a) The Proprietary is not organized for pecuniary 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 Proprietary shall be distributed, upon dissolution or otherwise, to any individual or Members of the Proprietary. The Proprietary shall not pay compensation to its Members, Directors or Officers in their capacity as such, but the fact that a person is a Member, Director or Officer shall not disqualify that person from receiving compensation for the services actually rendered to the Proprietary at its request or for reimbursement of expenses.

(b) The following shall be Members of the Proprietary:

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessments by the Proprietary including contract sellers, shall be Members of the Proprietary. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Proprietary. Ownership of such Lot shall be the sole qualification for membership.

(c) Voting rights: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Proprietary including contract sellers shall be a Member and entitled to one vote for each Lot they own. The vote for any membership, which is held by more than one person, may be exercised by any one of them, unless any objections or protest by any holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

(d) Only Members in good standing (defined as current in the payment of assessments and not to have been found by the Proprietary to be in violation of its Declaration, Bylaws, policies rules and regulations) of the Proprietary shall have the right to vote for the election of Directors at the annual meeting of the corporation called for that purpose.

4. **DIRECTORS:** The management of the affairs of the Proprietary shall be vested in the Directors. Only Members of the Proprietary who meet the qualifications to serve as dictated by the Bylaws shall be eligible to act as Directors of the Proprietary.

All Directors shall be elected for a term of one (1) year, and in accordance with the Bylaws, any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors, and if not so

previously filled, shall be filled at the next succeeding meeting of the Members of the Proprietary. Any Director elected to fill a vacancy shall serve as such until the expiration of the term of the Director, the vacancy in whose position they were elected to fill.

5. REGISTERED OFFICE: The address of the registered agent/office and principal office is on file with the Virginia State Corporation Commission.

6. BOARD OF DIRECTORS: The Board of Directors shall be comprised of seven (7) directors with one director being elected from each of the seven (7) Neighborhood Districts as set forth in the Bylaws.

7. LIABILITIES: The highest amount of indebtedness or liability, direct or contingent, to which this Proprietary may be subject at any one time shall not exceed one-hundred-fifty percent (150%) of the Proprietary's income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the Members.

8. AUTHORITY TO MORTGAGE: Any mortgage by the Proprietary of the Common Area conveyed to it in fee simple or by deed of easement for homeowner association purposes shall have the assent of more than two-thirds (2/3) of the Members.

9. AUTHORITY TO DEDICATE: The Proprietary shall have the power to dedicate, sell or transfer all or any part of such area so conveyed to it for community association purposes 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 approved by members entitled to cast more than two-thirds (2/3) of the Members.

10. DISSOLUTION: The Proprietary shall exist perpetually, unless dissolved as provided herein. The Proprietary may be dissolved with the consent of more than two-thirds (2/3) of the Members. Upon dissolution of the Proprietary, the assets, both real and personal of the Proprietary shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Proprietary. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Proprietary.

11. MERGERS AND CONSOLIDATIONS: To the extent permitted by law, the Proprietary may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of more than two-thirds (2/3) of the Members.

12. AMENDMENTS: These Articles may be amended by the majority of all votes entitled to be cast by the Members at a meeting in which quorum is present or through an electronic vote. For the purposes of voting on an amendment to these Articles, quorum will be at least a majority of the members of the Association present in person or by proxy or voting electronically. The Board of Directors, by two-thirds (2/3) vote, may unilaterally amend these Articles of Incorporation and file a corrective amendment or supplement to correct a mathematical mistake, an inconsistency, or a scrivener's error or to clarify an ambiguity with respect to an objectively verifiable fact.

IN WITNESS WHEREOF, for the purposes of adopting these Articles of Amendment and Restatement, I, the undersigned, constituting the President of the Association, have executed these Articles of Amendment and Restatement on this _____ day of _____, 2022.

COUNTRYSIDE PROPRIETARY

President

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