

ARTICLES OF INCORPORATION
OF
GREATER WILTON WOODS CITIZENS ASSOCIATION, INC.

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned, who is a resident of the Commonwealth of Virginia and who is of full age, has this day acted for the purposes of forming a nonstock corporation and does hereby certify:

ARTICLE I

The name of the corporation is Greater Wilton Woods Citizens Association, Incorporated, hereinafter called the "Association."

ARTICLE II

The principal business address of the Association is Post Office Box 31441, Alexandria, Virginia 22310.

ARTICLE III

Samuel P. McCutchen, whose registered office address is 6022 Florence Lane, Alexandria, Virginia 22310. Mr. McCutchen is a resident of Virginia and a director of this Association, is hereby appointed the initial registered agent. The registered office is located in the County of Fairfax, Virginia.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to promote the general welfare of the residents and to provide for maintenance and preservation of the Association's property ("Property"), within the boundaries ("Boundaries") of the defined membership area. It shall be the purpose of this Association to:

- (a) draft and adopt By-Laws and exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in such By-Laws to be adopted by the

Association;

(b) fix, levy, and collect all charges or assessments pursuant to the terms of the By-Laws; 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 Association, if any;

(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 property in connection with the affairs of the Association;

(d) dedicate, sell or transfer all or any part of the Property (as defined in the By-Laws) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association's members. No dedication or transfer to any such public agency, authority or utility shall be effective unless an instrument has been signed by two-thirds of all members, agreeing to such dedication, sale or transfer;

(e) indemnify any director or officer to the full extent permitted by law as more fully set forth in Article VIII;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonstock Corporation Act of the Code of Virginia by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is part of a household and lives within the boundaries established under the By-Laws, and which household pays the required dues established under the By-Laws, shall be a Member of the Association.

ARTICLE VI
VOTING RIGHTS

All Members shall be entitled to one vote per household or entity.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than four Directors. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors and officers until the selection of their successors are:

Position	Name	Address
President	Samuel P. McCutchen	6022 Florence Lane, Alexandria, VA 22310
Vice President	John Nyere	5917 Beech Tree Drive, Alexandria, VA 22310
Secretary	Julia Riley	3700 Fort Hill Drive, Alexandria, VA 22310
Treasurer	Jane Landis	5925 Shadow Walk, Alexandria, VA 22310

At the annual meeting the members shall elect the President, Vice President, Secretary and Treasurer, who, together with the appointed Committee Chairs, will compose the Board of Directors of the Association.

ARTICLE VIII
INDEMNIFICATION

The Association shall indemnify any director or officer to the full extent provided by Sections 13.1-875 *et. seq.* of the Code of Virginia. Nothing herein shall be construed to limit such indemnification.

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of all members. Prior to 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 X
DURATION

The Association shall exist perpetually unless dissolved as set forth in Article IX.

ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds of the entire membership.

IN WITNESS WHEREOF, for the purposes of forming this Association under the laws of the Commonwealth of Virginia, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this ____ day of _____, 2000.

Samuel P. McCutchen, Incorporator

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