

**ARTICLES OF INCORPORATION  
OF  
THE MALVERN CLUB, INC.**

In compliance with the requirements of Chapter 2 of Title 13.1 of the 1950 Code of Virginia, as amended, the undersigned, all of whom are residents of the State of Virginia and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

The name of the corporation is The Malvern Club, Inc., hereafter called the "Club."

**ARTICLE II**

The registered office of the club is located at 1103 Princess Anne Street, Fredericksburg, Virginia 22401, in the City of Fredericksburg.

**ARTICLE III**

W. M. Scaife, Jr., whose address is 1103 Princess Anne Street, Fredericksburg, Virginia, is hereby appointed the initial registered agent of this Club. He is a resident of Virginia and a member of the Virginia State Bar and his business office is the same as the registered office of the corporation.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE CLUB**

This Club 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 control of the residence Lots and Common Area within Malvern of Madison, Madison County, Virginia, and to promote the health, safety and welfare of the residents within the said subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Club for this purpose to:

- (a) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments due or to become due to it; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Club, including all licenses, taxes or governmental charges levied or imposed against the property of the Club;
- (b) 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 Club;
- (c) Borrow money, and with the assent of more than two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

- (d) 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 an instrument has been authorized by vote of more than two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (e) 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 each class of members;
- (f) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation law of the State of Virginia by law may now or hereafter have or exercise.

## **ARTICLE V**

### **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot in Malvern of Madison Subdivision, Madison County, Virginia, which is subject by covenants of record to assessment by the Club, including contract sellers, shall be entitled to membership in the Club, and are hereinafter referred to as "owners" or "members." The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. The right to membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Club, nor shall failure to become a member effect the Corporation's rights, if any, to assessments against lot owners under the deed of dedication.

## **ARTICLE IVI**

### **VOTING RIGHTS**

The Club shall have two classes of membership.

Class A. Class A members shall be all owners with the exception of the Developer 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. No fractional votes shall be received.

Class B. The Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B. membership; or
- (b) On February 1, 1974

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The affairs of this Club shall be managed by a Board of Directors initially numbering three (3) directors, who need not be members of the Club. The number of directors may be changed by amendment of the by-laws of the Club. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
David B. Blandford	13408 Cleveland Drive Rockville, Maryland 20850
R. J. Bush	3001 Veazay Terrace NW Apartment 1620 Washington, DC 20008
George E. Blandford, Jr.	1994 Milboro Drive Rockville, Maryland 20850

At the first annual meeting the members shall elect three directors for a term of one year; and at each annual meeting thereafter the members shall elect three directors for a term of one year, unless changed by the By-Laws.

## **ARTICLE VIII**

### **DISSOLUTION**

The Club may be dissolved with the assent of more than two-thirds (2/3) of each class of members. Upon dissolution of the Club, other than incident to a merger or consolidation, the assets of the Club shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Club 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 IX**

### **DURATION**

The corporation shall exist perpetually.

## **ARTICLE X**

### **AMENDMENTS**

Amendment of these Articles shall require assent of seventy-five percent (75%) of the entire membership.