

Villages at Westminster Homeowners Association
Board's Proposed Amendments to Articles of Incorporation

NEW requirement/additional document: Articles of Restatement, which has 7 subsections.

1. Name of corporation
 2. The Restatement contains amendments to the Articles of Incorporation
 3. That the text of the amendments is attached.
 4. The date of adoption of the amendments.
 5. That the amendments were adopted legally and in accordance with quorum requirements.
 6. The votes for and against amendment are recited.
 7. Signature clause.
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Article I. Name of Corporation. Clear up the contradiction in our name. It appears both ways in several documents.

Proposed Amendment: Change our name from Villages of Westminster to Villages at Westminster.

Article II. Principal Office. Our principal office was established as the office of the original developer. All home construction has been completed, and the developer has turned the development over to the HOA

Proposed Amendment: Changes principal office to our clubhouse address.

Article III. Registered Agent. This information is always updated and available at the State Corporation Commission but needs to be cleaned up here.

Proposed Amendment: Changes name and address of current registered agent.

Article IV. Purpose and Powers of the Association. Opening paragraph is legal description of which all are now developed lots, and so all are Class A Members. Removes "to be developed into approximately 89 lots." We no longer have Class B memberships since all construction is completed. The HUD and VA requirements are thus obsolete. Misstatement in original document of how we are organized under Code of Virginia.

Proposed Amendment:

(a) (b) and (c)- No changes

(d) (e) and (f)- Remove reference to Class B membership and requirement to seek approval from US Department of Housing & Urban Development and the Secretary of Veterans Affairs on Class B membership.

(g) Clarify we are organized under the Virginia Nonstock Corporation Act, not the Non-Profit Corporation Law.

Article V. Membership All construction has been completed and all lots annexed

Proposed Amendment: "lots in additional phases which are annexed" is removed.

Article VI. Voting Rights. When there were developer-owned and homeowner-owned lots, there were Class A and Class B memberships. All development has been completed. The language on Class B membership is obsolete. This will also align with our Bylaws and Declarations documents.

Proposed Amendment: Changes from two to one class of membership.

Article VII. Board of Directors. We have five directors, not three, which was achieved by amendment of the Bylaws in 2003. All terms are now three years. Reduces requirements to one document location instead of two or three.

Proposed Amendment: Changes three directors to five. Replaces names and terms of original members with “qualification for election and terms of directors shall be set forth in the Bylaws.”

Article VIII. Dissolution. Replaced by Articles of Restatement.

Proposed Amendment: This Article Deleted.

Article IX. Duration. Replaced by Articles of Restatement.

Proposed Amendment: This Article Deleted.

Article X. Amendments. Covered in Articles of Restatement.

Proposed Amendment: This Article Deleted.