

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

Richmond, December 1, 2004

*This is to certify that the certificate of incorporation of*

**The Guards Homeowners Association**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.*

*Effective date: December 1, 2004*



*State Corporation Commission*

*Attest:*

*Joel H. Peck*  
Clerk of the Commission

**ARTICLES OF INCORPORATION  
OF  
THE GUARDS HOMEOWNERS ASSOCIATION**

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia (the "**Act**"), the undersigned hereby forms a non-stock corporation, not for profit, and certifies:

**ARTICLE I**

The name of the corporation is **The Guards Homeowners Association** (the "**Association**").

**ARTICLE II**

The principal office of the Association is located at 4100 Monument Corner Drive, Suite 300, Fairfax, Virginia 22030, in Fairfax County, Virginia.

**ARTICLE III**

The Association's initial registered office is located at 131 E. Broad Street, Suite 208, Falls Church, Virginia 22046 in the City of Falls Church, Virginia. Sara T. O'Hara, who is a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as that for the registered office, is the initial registered agent of the Association.

**ARTICLE IV**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of residential lots, and to own, improve, maintain and preserve the Common Area within THE GUARDS Subdivision in Frederick County, Virginia, and to promote the health, safety and welfare of the owners and residents within such areas as may come within the jurisdiction of the Association and any additions thereto as may be brought within the jurisdiction of the Association by annexation, as provided for herein, and for these purposes shall have the power:

1. to exercise all of the powers, rights and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for the Association, recorded or to be recorded in the Office of the Clerk of the Circuit Court of Frederick County, Virginia, and as the same may be amended from time to time (the "**Declaration**"), and as set forth in the By-Laws of the Association, said Declaration and By-Laws being incorporated herein by reference;

2. to fix, levy, collect, and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses including all licenses, taxes, or governmental charges levied or imposed against the Association or the property of the Association;

3. to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, encumber, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property;

4. to borrow money;

5. to build facilities upon land owned or controlled by the Association;

6. to create subsidiary corporations in accordance with Virginia law; and

7. to have and to exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

#### ARTICLE V MEMBERSHIP

Every Owner (as defined in the Declaration) of a Lot (as defined in the Declaration) which is subject by covenants of record to assessment by the Association shall be a Member of the Association. Except for the Class B Member, membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for Class A membership. No Class A Member shall have more than one (1) membership in the Association for each Lot it owns.

#### ARTICLE VI VOTING RIGHTS

Section 1. The Association shall have two (2) classes of voting membership:

Class A: Class A Members shall be all Members with the exception of the Class B Member. A Class A Member shall be entitled to one (1) vote for each Lot in which it holds the interest required for membership by the Article entitled "Membership" herein.

Class B: The Class B Member(s) shall be the Declarant. The Class B Member shall have one hundred forty two (142) votes. Class B membership shall cease on the happening of any of the following events, whichever occurs first:

(a) ten (10) years from the date of recordation of the Declaration;

- (b) the release of all improvement bonds posted with the State, County or other municipal agency by the Declarant or a Participating Builder in connection with the Property; or
- (c) the recordation among the Land Records of a written instrument signed by the Declarant or its successors or assigns, specifically terminating such rights.

**Section 2. Annexation.** Upon annexation of additional properties pursuant to the Declaration, the Declarant shall have one hundred forty two (142) votes plus one (1) additional vote for each annexed lot. In the event that Class B membership shall have ceased as hereinabove provided, Class B membership shall be revived and the number of votes the Class B Member shall have shall be the number of Lots annexed plus one. The Class B membership shall cease on the happening of any of the following events, whichever occurs first:

- (a) ten (10) years from the date of annexation of the property;
- (b) the release of all improvement bonds posted with the State, County or other municipal agency by the Declarant or a Participating Builder in connection with the Property; or
- (c) the recordation among the Land Records of a written instrument signed by the Declarant or its successors or assigns, specifically terminating such rights.

**Section 3. Multiple ownership interests.** If more than one (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as the Owners of the Lot among themselves determine, and may be exercised by any one (1) of the people or entities holding such ownership interest, unless any objection or protest by any other holder of such ownership interest is made prior to the completion of a vote, in which case the vote for such membership shall not be counted, but the Member whose vote is in dispute shall be counted as present at the meeting for quorum purposes if the protest is lodged at such meeting. In no event shall more than one (1) vote be cast with respect to any Lot.

## **ARTICLE VII BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a board of directors, who need not be members of the Association. The initial number of directors shall be three (3), which number may be increased to as many as five (5) or to another number pursuant to the Association's By-Laws. The names of the persons who are to act in the capacity of the initial board of directors of the Association until the selection of their successors are Wayne Hill, Kenneth Berg and John Dec.

**ARTICLES OF AMENDMENT  
OF  
THE GUARDS HOMEOWNERS ASSOCIATION**

Pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, the undersigned corporation, **The Guards Homeowners Association**, hereby executes the following articles of amendment and sets forth:

Article I is amended in its entirety to read:

ARTICLE I

The name of the corporation is **Musket Ridge Homeowners Association** (the "**Association**").

This amendment was adopted on November 30, 2004 by unanimous consent of the members of the corporation at a duly held meeting at which a quorum was present, and has been recommended and approved by the Board of Directors of the corporation. Notice of the meeting was given to all members as required by Section 13.1-842 of the Code of Virginia, 1950 as amended.

The undersigned chairperson declares that the facts herein stated are true as of November 30, 2004.

THE GUARDS HOMEOWNERS ASSOCIATION

By: \_\_\_\_\_  
Wayne Hill  
Chairperson, Board of Directors

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 15, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of

Musket Ridge Homeowners Association (formerly Guards Homeowners Association, The )

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

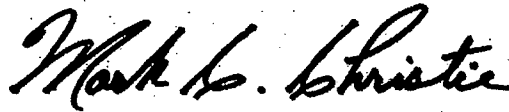
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective December 15, 2004.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

**Memorandum**

2 May 2019

**From: President, Musket Ridge Home Owners Association**

**Subject: Approved Changes to Musket Ridge Home Owners Association Articles of Incorporation and By-laws**

1. Enclosed you will find the approved changes to the Articles of Incorporation and the By-laws as approved at the special Member's meeting held on 29 January 2019. This completes the action initiated at the July 2018 Annual Member's meeting. As required by Virginia law, the changes to the Articles of Incorporation were submitted to the State Corporation Commission. The approval by the State Corporation Commission is also enclosed.
2. Please file the enclosed items with your copy of the Articles of Incorporation and the By-laws. Common administrative practices when a change page is issued to a document are to line out the old language and insert a note directing the reader to the page containing the approved changes.



David B. Redman

President, Musket Ridge HOA

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 22, 2019

The State Corporation Commission has found the accompanying articles submitted on behalf of  
**Musket Ridge Homeowners Association**

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

**CERTIFICATE OF AMENDMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective March 22, 2019.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Judith Williams Jagdmann  
Commissioner



**ARTICLES OF AMENDMENT  
OF  
MUSKET RIDGE HOMEOWNERS ASSOCIATION**

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation is Musket Ridge Homeowners Association.
2. The first sentence of Article VII [Board of Directors] of the Articles of Incorporation is replaced with the following sentence:

*The affairs of the Association shall be managed by a board of directors, who must be members of the Association.*

3. The foregoing amendment was adopted by the corporation on January 29, 2019.
4. The amendment was proposed by the corporation's board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:

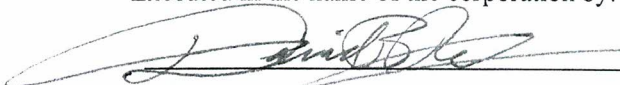
- (a) The total number of votes cast for and against the amendments by each voting group entitled to vote separately on the amendments was:

<i>Voting group</i>	<i>Total votes FOR</i>	<i>Total votes AGAINST</i>
<u>Class A Members</u>	<u>29</u>	<u>0</u>
<u>Class B Member</u>	n/a	

- (b) And the number cast for the amendments by each voting group was sufficient for approval by that voting group.

**MUSKET RIDGE HOMEOWNERS ASSOCIATION**

Executed in the name of the corporation by:

 [signature]      MARCH 5, 2019 [date]  
DAVID B. REDMAN [printed name]      President/Director [title]

0627605-9 [State Corporation Commission ID No.]

**AMENDMENT TO THE BY-LAWS  
OF  
MUSKET RIDGE HOMEOWNERS ASSOCIATION**

**THIS AMENDMENT** to the By-Laws of the MUSKET RIDGE HOMEOWNERS ASSOCIATION (“Association”) is made this 29th day of January 2019 by the Association’s Board of Directors.

**WITNESSETH**

**WHEREAS**, pursuant to Section 13.1-892 of the Virginia Nonstock Corporation Act and Article XI of the Association’s By-Laws, the By-Laws may be amended by a majority vote of those Association’s Members voting in person or proxy at a meeting of the Association; and

**WHEREAS**, at a duly-called special meeting of the Association on January 29, 2019, the Association’s Members approved certain amendments to the By-Laws by the requisite vote;

**NOW, THEREFORE**, as approved by the Members, the By-Laws of the Musket Ridge Homeowners Association are hereby amended as follows:

- A. **Section 1 (Number and Qualification) of Article IV (Board of Directors; Selection; Office)** is amended by replacing the first sentence with the following new sentence:

*The affairs of the Association shall be managed by a board of directors, who must be members of the Association.*

- B. **Section 2 (Election) of Article IV (Board of Directors; Selection; Office)** is amended by inserting the following immediately after “Election of the Board of Directors shall be by secret written ballot”:

*If the number of nominated candidates is equal to or less than the number of director seats up for election, the nominated candidates may be elected by acclamation (voice vote) or by written ballot.*

- C. **Section 3 (Nomination) of Article IV (Board of Directors; Selection; Office)** is amended by replacing the last sentence with the following new sentence:

*Such nominations must be made from among Members.*

- D. In all other respects, the By-Laws of the Association as previously enacted remain unchanged and in full force and effect.

- E. For ease of reference, the Board may have the By-Laws re-typed to incorporate these amendments to the By-Laws, so that all current provisions of the By-Laws are set forth in

one inclusive document.

**IN WITNESS WHEREOF**, the president and secretary, acting on behalf of the Association, has caused this Amendment to the By-Laws to be executed and certified below, with an immediate effective date.

MUSKET RIDGE HOMEOWNERS  
ASSOCIATION

 [signed]

DAVID B REDMAN [name]  
President

**CERTIFICATION**

I, the undersigned, do hereby certify:

I am the duly elected Secretary of the MUSKET RIDGE HOMEOWNERS ASSOCIATION, a Virginia nonstock corporation and property owners' association, and that the foregoing Amendment to the By-Laws constitutes the act of such corporation, as duly adopted by the required vote of the Members as of the date specified above.

In witness whereof, I have hereunto subscribed my name this 9 day of MARCH, 2019.

 [signed]

RICHARD HENDRICK [name]  
Secretary, Musket Ridge  
Homeowners Association