

THE WOODS HOMEOWNERS ASSOCIATION
SECOND AMENDED ARTICLES OF INCORPORATION

Mountain Lake Road
Hedgesville District
Berkeley County, West Virginia

ARTICLE I. NAME. The name of this Corporation is THE WOODS HOMEOWNERS ASSOCIATION, INC. In these Articles, the term Association is used in lieu of the term Corporation.

ARTICLE II. DURATION. The Association shall exist perpetually.

ARTICLE III. PURPOSES AND POWERS.

1. Except as may otherwise be provided in West Virginia law or regulation, the Association, in the exercise of its authorities and the conduct of its business, shall make no transfers of money or other property for the benefit of any member of the Association.
2. The purposes for which the Association is formed are to:
 - a) Promote the health, safety, and welfare of the residents within The Woods Subdivision, located in Hedgesville District, Berkeley County, West Virginia, as more fully shown upon a plat thereof prepared by John. D. Emler and Associates, dated the 9th day of April, 1976, and such additions thereto as heretofore have been or may hereafter be brought within the jurisdiction of this corporation by annexation as provided by Article VIII, hereafter referred to as "The Properties;"
 - b) Own, acquire, build, operate, and maintain parking areas, streets, footways, drainage easements, utility rights-of-way, sewage collection and treatment systems, and water treatment, production and distribution systems, including buildings, structures, personal properties, incident thereto, hereinafter referred to as the "Common Properties and Facilities;"
 - c) Supplement municipal services;

- d) Fix assessments (or charges) to be levied against "The Properties;"
- e) Enforce any and all covenants, restrictions and agreements applicable to "The Properties;"
- f) Pay taxes, if any, on the Common Properties and Facilities;
- g) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of "The Properties;"
- h) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Conditions, Covenants, Restrictions, and Easements, hereinafter called the Declaration, applicable to the property and recorded or to be recorded in the office of the Clerk of the County Court of Berkeley County, West Virginia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as is set forth at length; and,
- i) Have and exercise any and all powers, rights and privileges under West Virginia Code 36B-3-102, which a West Virginia non-profit corporation may have and exercise.

ARTICLE IV. PRINCIPAL OFFICE. The principal office of the Association is located at 1718 The Woods Road, Hedgesville District, Berkeley County, West Virginia 25427.

ARTICLE V. MEMBERSHIP. Every person or entity who is a recorded owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

ARTICLE VI. VOTING RIGHTS.

1. The Association shall have one class of voting membership to include all owners as defined in Article V hereof, including the Declarant (as defined in the Declaration).
2. Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Article V hereof.
3. When more than one person holds such interest in any lot, all such persons shall

be members, and the vote for such Lot shall be exercised as they determine among themselves, but in no event shall more than one (1) vote be cast in respect to any such Lot.

4. The Declarant shall be deemed a member entitled to one vote for each Lot in which it holds the interests required for membership under Article V.

ARTICLE VII. BOARD OF DIRECTORS; SELECTION AND TERM OF OFFICE.

1. The affairs of the Association shall be managed by a Board of nine (9) Directors, with each District selecting three (3) who shall be elected for three-year terms and who shall be members maintaining a residence, either full or part time, within the respective District from which they are elected within The Woods Subdivision.
2. In the event that a Board member shall fail to maintain Association membership or the required residency during his or her term of office, his or her position shall become vacant.
3. One (1) member from each of the three (3) Districts shall be elected at each annual election.
4. As used in this Article, a member in good standing means a member of the Association who has paid all assessments due and is not subject to any current disciplinary action for a violation of the Declaration of The Woods Subdivision.
5. As used in this Article, the Districts within The Woods Subdivision shall include:
 - a) District I, comprised of Sections I, II, III, IV and X;
 - b) District II, comprised of Walden Woods, Sections V, VI, VII, VIII, XI, and Sections on Club House South, Fishhook Lane and Nemaocolin Trail; and,
 - c) District III, comprised of Section IX, XII, XIV through XVIII, and all future Sections within The Woods Subdivision not specified in Districts I and II.

ARTICLE VIII. ADDITIONS TO PROPERTIES AND MEMBERSHIP.

1. Additions to The Properties described in Article III may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to the said Properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, function, duties and membership of the Association to such Properties.
2. Where the applicable covenants require that certain additions be approved by the

Association, such approval must have the assent of a majority of the votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE IX. MERGERS AND CONSOLIDATIONS.

1. Subject to the provisions of the recorded covenants and restrictions applicable to The Properties described in Article III, and to the extent permitted by the law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes.
2. Any merger or consolidation to be executed under this Article shall have the assent of a majority of votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE X. MORTGAGE; OTHER INDEBTEDNESS.

1. The Association shall have the power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties.
2. The total debts of the Association including the principal amount of such mortgages, outstanding at any time, shall not exceed the total of five (5) years' assessments current at that time provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of a majority of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.
3. The limitation prescribed in paragraph 2. of this Article shall not apply to the initial engineering and construction costs of any required sewage treatment plant or collection system.

ARTICLE XI. QUORUM FOR ANY ACTION GOVERNED BY ARTICLE VIII, IX, AND X OF THESE ARTICLES.

The quorum required for any action governed by Articles VIII, IX and X of these Articles shall be as follows:

1. At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast sixty (60%) per cent of all the votes of the membership shall constitute a quorum.
2. If the quorum prescribed in paragraph 1. of this Article is not achieved at any meeting held under this Article, another meeting may be called, subject to the notice requirements set forth in these Articles, and the required quorum at any subsequent meeting shall be 30% at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE XII. DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY. The Association shall have the power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XIII. DISSOLUTION. The Association may be dissolved only with the assent of at least 80% of votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIV. DISPOSITION OF ASSETS UPON DISSOLUTION.

1. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to the same as those to which they are required to be devoted by the Association.
2. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.
3. No disposition of Association properties under this Article shall be effective to divest or diminish any right or title of any member vested in him or her under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XV. AMENDMENTS.

1. These Articles may be amended in accordance with the law, provided that the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision.
2. No amendments of these Articles shall have the effect of impairing or diluting any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE XVI. INDEMNIFICATION. The Association shall indemnify the Directors, Officers and duly appointed committee members of the Association against any and all claims and causes of action that may arise by reason of the fact that the indemnified individual is or was a Director, Officer or committee member acting in said capacity for the Association.

These Second Amended Articles of Incorporation were approved by the Board of Directors of The Woods Homeowners Association on October 6, 2018.

By: Rosalee Chiara
Rosalee Chiara, Secretary

These Second Amended Articles of Incorporation were approved by the membership of The Woods Homeowners, in accordance with West Virginia Code Section 31E-10-1003, on October 6, 2018.

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