

ARTICLES OF INCORPORATION

OF

WATERFORD CITIZENS ASSOCIATION

We hereby associate to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, as amended, and to that end set forth the following:

1. Name. The name of the corporation is Waterford Citizens Association.

2. Purpose. The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business not required to be specifically stated in these Articles of Incorporation for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

3. Members. The corporation shall have only one class of members, each member having one vote.

4. Directors. Directors shall be elected by the members of the corporation.

5. Registered Office and Agent. The initial registered office is located in the County of Loudoun, Virginia and the address is 1 Patrick Street, Waterford, Virginia 22190. The name of the initial registered agent at such address is Paul E. Rose who is a resident of the Commonwealth of Virginia and an officer and director of the corporation.

6. Initial Director(s): The number of directors constituting the initial Board of Directors is 3, and the name(s) and address(es) of the person(s) who is/are to serve as the initial director(s) is/are as follows:

<u>Name</u>	<u>Addresses</u>
Paul E. Rose	P. O. Box 275 Waterford, VA 22190
Joseph W. Keating, Jr.	P.O. Box 141 Waterford, VA 22190
Diana H. Arney	P.O. Box 73 Waterford, VA 22190

7. Indemnification of Directors, Officers, Employees and Agent: The corporation shall indemnify an individual against liability who has at any time served or serves as a director or officer of the corporation and is made a party to a proceeding because he is or was a director, officer, employee or agent of the corporation if he (a) conducted himself in good faith, and (b) believed his conduct to be in the best interests of the corporation or at least not opposed to its best interests, or (c) had no reasonable cause to believe his conduct was unlawful.

The corporation shall not indemnify an individual against liability in connection with any proceeding in which he is adjudged liable to the corporation or in which it is charged that personal benefit was improperly received by him, whether or not the action was performed in his official capacity.

8. All Powers: The powers of the incorporators shall terminate upon issuance of the certificate of incorporation.

WITNESS the following signatures this 9th day of January, 1992.

  
\_\_\_\_\_  
Incorporator

  
\_\_\_\_\_  
Incorporator

  
\_\_\_\_\_  
Incorporator

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, January 15, 1992*

*This is to Certify that the certificate of incorporation of*  
WATERFORD CITIZENS 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 the laws of the State applicable to the  
corporation and its business. Effective date: January 15, 1992*



*State Corporation Commission*

*William J. Bridge*

*Clark of the Commission*