

**ARTICLES OF INCORPORATION  
OF THE FOUR WINDS CLUB, INC.**

We the undersigned, do hereby associate to form a Non-Stock Corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, as amended and to that set forth as follows:

**ARTICLE I  
Name**

The name of the corporation is THE FOUR WINDS CLUB, INC. hereafter called the "CLUB."

**ARTICLE II  
Registered Office**

The post office address of the Initial Registered Office of the Club is 6823 Bland Street, Springfield, Virginia, which is in Fairfax County, Virginia.

**ARTICLE III  
Registered Agent**

The name of the initial Registered Agent of the Club is Matthew Clary, a resident of the State of Virginia and a member of the Virginia State Bar, and whose office address is 6823 Bland Street, Springfield, Virginia, which is in Fairfax County, Virginia.

**ARTICLE IV  
Purposes and Power**

The Club is formed to provide for the ownership, maintenance, improvement, preservation, security, operation, management, control, and regulation of roads, road easements, walkways, riding trails, lakes, beaches, comfort stations, the golf course, driving range, docks and related facilities, club houses and pavilions, swimming pools, tennis courts, parks and playgrounds, and such other common or recreational facilities or areas within the Four Winds Subdivision, Caroline County, Virginia, as may have been dedicated or may be dedicated and/or conveyed to the Club. To promote the recreation, health, safety, and welfare of the members and their guests upon the above-named subdivision (and such additions thereto as may be brought within the province of the Club as provided in the By-Laws); to exercise architectural and esthetic control and supervision over any structures to be constructed or maintained or over any modifications to the natural environment within the subdivision except as may be constructed, maintained, or made by any other person or appropriate utility companies for electrical service and water at Holiday Site and for electrical, water and sewage service for common or recreational facilities and area furnished as an incidence of membership in the Club to assist in the enforcement of such regulations governing camping sites as may be promulgated from time to time by the Bureau of Tourist Establishment Sanitation, Department of Health, Commonwealth of Virginia, and/or authorities in this State or of Caroline County, Virginia; and to do any other thing, not prohibited by law or required to be stated in these Articles, deemed necessary, convenient, or desirable to maintain the subdivision in good condition, operation, or repair or to improve the same; and for these purposes to:

- a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the

Club as set forth in a certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the 'Declaration,' recorded in the Office of the Clerk of the Circuit Court of Caroline County, Virginia, and as the same may from time to time be applicable to portions of the subdivision and additions thereto, which Declaration may be amended from time to time, as set forth therein:

b) Annex any additional properties and common or recreational areas or facilities to the properties designated in the manner provided for in the said Declaration:

c) Fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments made or imposed pursuant to the provisions of said Declaration; and, pay all expenses in connection there with and all office and other expenses incident to the conduct of business of the Club, including all licenses, taxes, or governmental charges levied or imposed against the operation and property of the club;

d) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Club;

e) Borrow money, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

f) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Stock Corporation Laws of the State of Virginia by law may now or hereafter have or exercises, and to have and exercise all of the powers and privileges and to perform all of the duties and obligations of the Club as set forth in the said Declaration, as the same may be amended from time to time.

## **ARTICLE V MEMBERSHIP**

The club shall have the following classes of members:

**a. Class 1 Members.** Every person or entity who is or becomes a record owner of a fee, or undivided fee interest in any lot or holiday site which is subject to the above mentioned Declaration, as then amended, except Class 2 and Class 3 Members, shall be a Class 1 Member of the Club. All persons or entities purchasing property subject to this Declaration, by their acceptance of their Deed, agree to and thereby become Class 1 Members; provided, however, the foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, nor trustees under any instrument securing such obligation.

**b. Class 2 Members.** Class 2 membership and the rights and privileges thereof shall be extended to all persons or entities who are the owners of holiday sites subject to a Declaration filed after the effective date of these amendments (hereinafter referred to as "New Declaration"). All persons or entities purchasing properties subject to this New Declaration, by their acceptance of their Deed, agree to and, thereby become Class 2 members; provided, however, the foregoing is not intended to include persons or entities who hold an interest merely as security for the

performance of this obligation, not trustees under any instrument securing such obligations.

**c. Class 3 Members.** Class 3 membership, and the rights and privileges thereof shall be extended to all persons or entities who own in excess of one thousand (1000) lots or holiday sites with rights and privileges as may be provided for in the By-Laws.

**d. Class 4 Members.** Class 4 membership and the rights and privileges thereof may be extended to persons who are not owners of lots or holiday sites with the Four Winds Subdivision, as may be provided by the By-laws.

**e.** A lot of holiday site shall not have more than one (1) membership, but a single membership may be shared by all owners of a lot or holiday site. Class 1 and Class 2 Membership shall be appurtenant to and not separated from ownership of any lot or holiday site which is subject to the above-mentioned Declaration. Ownership of a lot shall be the sole qualification for Class 1 and Class 2 membership.

## **ARTICLE VI Voting Rights**

The members of the Club shall have the following voting rights:

a. Class 1 Members. Class 1 Members of the Club shall have such voting rights as may be provided in the By-Laws.

b. Class 2 Members. Class 2 Members of the Club shall have such voting rights as may be provided in the By-Laws.

c. Class 3 Members. Class 3 Members of the Club shall have such voting rights as may be provided in the By-Laws.

d. Class 4 Members. Class 4 Members of the Club shall have such voting rights as may be provided in the By-Laws.

## **ARTICLE VII Board of Directors**

The affairs of the Club shall be managed by the Board of Directors, who need not be members of the Club. Prior to the first annual meeting of the members of the Association, there shall be four (4) members of the Board of Directors; and thereafter, the number of Directors may be changed in accordance with the By-Laws of the Club. The names and addresses of the initial Directors are as follows:

Matthew Clary  
5004 Wakefield Chapel Road  
Annandale, VA

Barry T. Murphy  
13702 McGill Drive  
Chantilly, VA

James A. Woodmancy  
P.O. Box 257  
Stafford, VA

The initial Board of Directors of the Club will have the power to establish By-Laws for the governing of the affairs of the Club.

Said By-Laws shall provide for an annual meeting of the membership of the Club.

The By-Laws of the Club may be amended or repealed by a majority of all votes cast at a meeting at which quorum is present.

#### **ARTICLE VIII**

##### **Liabilities**

The highest amount of indebtedness to which the Club may be subject to at any one time shall not exceed 150% of its gross income for the previous fiscal year; provided, however, that additional amounts may be authorized by a majority of all votes cast at a meeting at which a quorum is present.

#### **ARTICLE IX**

##### **Mergers and Consolidations**

To the extent permitted by law, the Club may participate in mergers and consolidations with other non-stock corporations organized for the same purposes; provided, that any such merger or consolidation shall be approved by a majority of all votes cast at a meeting at which a quorum is present.

#### **ARTICLE X**

##### **Authority to Mortgage**

A mortgage or other encumbrance by the Club of the common or recreational area or facilities then subject to the Declaration or any part thereof shall be approved by a majority of all votes cast at a meeting at which a quorum is present.

#### **ARTICLE XI**

##### **Authority to Dedicate**

The Club shall have the power to dedicate, sell, or transfer all or any part of the common or recreational areas or facilities to any other association, individual, individuals, corporation, corporations, or to any public agency, authority or utility, for such purposes and subject to such conditions as may be agreed to by the members and subject to such conditions as may be required by any aforesaid public agency, authority, or utility including, but not limited to, plat approval by appropriate county authorities; provided, that any such dedication shall be approved by a majority of all votes cast at a meeting at which a quorum is present.

## **ARTICLE XII**

### **Dissolution**

The Club may be voluntarily dissolved as provided by the Virginia Non-Stock Corporation Act, as amended. Upon dissolution of the Club, the assets, both real and personal, of the Club shall be dedicated to an appropriate public agency to be devoted to purposes, as nearly as practicable, the same as those to which they were required to be devoted by the Club. Any such conveyance or transfer pursuant to this Article shall be subject to plat approval by the appropriate county authorities. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Club.

Notwithstanding the foregoing, before such dedication, grant, conveyance, or assignment, every lot or Holiday Site owner shall have the option to purchase from the Club, at a reasonable price to be determined by the Board of Directors, that portion of common or recreational areas or facilities adjacent to his lot or Holiday site as determined by the Board of Directors, subject, however, to approval by the Caroline County Authorities.

## **ARTICLE XIII**

### **Amendments**

An amendment to these Articles of Incorporation and any amendment to the By-laws not therein permitted to be made by the Board of Directors shall be authorized by a majority of all votes cast thereon by Class 1, Class 2, and Class 3 Members at a meeting at which a quorum is present.

IN WITNESS THEREOF, for the purpose of forming this corporation under the laws in the State of Virginia, we, the undersigned, constituting the incorporation of the Club, have executed these Articles of Incorporation this 20th day of March, 1970.

Matthew Clary  
Barry T. Murphy  
James A. Woodmancy

The foregoing is the original Articles of Incorporation restated to include Amendments considered at a meeting of the Board of Directors held on August 2, 1986, at which meeting the amendments were approved by unanimous vote of the directors in office with the direction that the amendments be submitted to a vote of the membership. The Board recommended that the members approve the Articles of Amendment.

At a duly constituted special meeting of the membership of the Four Winds Club held on September 14, 1986, at which a quorum of Class A Members was present, the foregoing amendments were approved by a vote of 94.6% of the Class A Members. There existed no Class B Members as of the date of the special meeting of the members.

The Amendments were adopted in accordance with Section 13.1-886 of the code of Virginia.  
IN WITNESS THEREOF, the undersigned subscribes his name the 14th day of September, 1986.

Attested:

THE FOUR WINDS CLUB, INC.

DONALD M. DOERING By: LEROY OETERS, PRESIDENT

Please note:

This document is a composite of the original Articles of Incorporation and Amendments thereto adopted in 1986.

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JMB 2249G

08/22/25 FILED WITH SCC