

**First Amended and Restated
Articles of Incorporation
of
Hunter Mill Swim and Racquet Club, Inc.
(a Virginia Nonstock Corporation)**

Approved by the Board of Directors on February 12, 2019
Approved by the Members on December 4, 2019

The undersigned, on behalf of Hunter Mill Swim and Racquet Club, Inc., a Virginia nonstock corporation formed on October 9, 1975 (the "*Corporation*"), certifies the following First Amended and Restated Articles of Incorporation pursuant to the Virginia Nonstock Corporation Act, as amended (the "*Act*"):

**Article I
Name**

The name of the corporation is Hunter Mill Swim and Racquet Club, Inc.

**Article II
Purpose**

The Corporation was organized and will continue to be operated exclusively as a social and recreation club to further the common interests of its members within the meaning of Section 501(c)(7) of the Internal Revenue Code, as amended (the "*Code*"), including, but not limited to, the following:

- A. To operate and maintain a non-profit swim and tennis club for the use and benefit of the Corporation's members and their invited guests.
- B. To buy, sell and hold real estate which the Corporation may think necessary or convenient for the purpose of its business and/or to borrow money secured by a mortgage or trust upon the real estate of the Corporation or upon the personal property of the Corporation or upon unsecured obligations.
- C. Except as limited in these Articles of Incorporation or the Corporation's bylaws, to transact any or all lawful business for which nonstock corporations may be organized to do under the laws of the Commonwealth of Virginia.

Article III Members

The Corporation shall have members. The total number of members in the Corporation shall be no more than as permitted by local law. The Corporation's bylaws shall designate the class or classes of members, the qualifications and rights of the members of each class, including any rights to vote, and other provisions pertinent to the Members' rights within the Corporation.

Article IV Directors

The management and the affairs of the Corporation shall be vested in the Board of Directors. Except as otherwise set forth in this Article IV, all rules governing the elections, terms and number of directors shall be as specified in the bylaws of the Corporation.

Directors of the Corporation shall be elected by members with voting privileges at the annual meeting of the members. All directors shall be elected to serve for staggered terms of three (3) years each, with roughly one-third of the directors elected each year, unless elected to fill a vacancy, in which case such director shall serve the remainder of the term of the director being replaced. Except for death, resignation or removal, the directors shall hold office until their respective successors shall have been elected. Nothing in these Articles of Incorporation shall preclude a director, if reelected, from serving successive terms. If an election is not held when required, the directors holding over shall have the authority and power to manage the business of the Corporation until their successors are duly elected.

Article V Registered Office and Agent

The registered office and principal office of the Corporation is: 10339 Brittenford Drive, Vienna, Virginia 22182. The registered office is located in the County of Fairfax in the Commonwealth of Virginia.

The name of the Corporation's registered agent is Michelle S. DiCintio who is a Director/Officer of the Corporation, a member of the Virginia State Bar and a resident of the Commonwealth of Virginia, as required under Section 13.1-833(A)(2) of the Act. The business address of the registered agent is identical with the registered office.

Article VI Duration

The Corporation's period of duration is perpetual.

Article VII No Capital Stock

The Corporation shall not have any capital stock.

Article VIII Restrictions

No part of the net earnings, assets, income or profit of the Corporation will inure to the benefit of, or be distributable to, the Corporation's members, directors, officers or any other private persons. The Corporation may, however, pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation is not organized for profit, is not organized to engage in any activity normally carried on for profit and must not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c).

Article IX Limitation of Liability; Indemnification

Section 1. Limitation of Liability. In any proceeding against an officer or director who receives compensation from the Corporation for his or her services as such, the damages assessed against the officer or director arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the Corporation during the 12 months immediately preceding the act or omission for which liability was imposed. An officer or director, who serves as such without compensation for rendering services, shall not be liable for damages in any such proceeding. The liability of an officer or director shall not be limited as provided in this Section 1 if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

Section 2. Mandatory Indemnification of Officers and Directors. The Corporation shall indemnify and hold harmless its directors and officers (and their respective executors, personal representatives and heirs), whether or not then in office, who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral, or investigative by reason of the fact that (a) he or she is or was a director or officer of the Corporation, or (b) is or was serving at the request of the Corporation as a director, officer, manager, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity, against judgments, settlements, penalties, fines, or reasonable expenses (including attorney's fees) incurred by him or her in connection with such proceeding, unless and until such person shall have been finally adjudged to be liable for willful misconduct or a knowing violation of the criminal law.

Section 3. Advancement for Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a threatened, pending or completed action,

suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative in advance of the final disposition of such action, suit or proceeding if the director furnishes the Corporation a signed written undertaking, executed personally, to repay any funds advanced if it is ultimately determined as authorized by Section 4 that he or she has not met the relevant standard of conduct.

Section 4. Determination and Authorization of Indemnification. Any indemnification under Section 2 or repayment of the advancement of expenses under Section 3 above shall (unless authorized by a court) be made by the Corporation only as authorized in the specific case upon a determination that the director or officer was not guilty of willful misconduct or a knowing violation of criminal law in the performance of his or her duty and, in the case of settlement, that such settlement was, or if still to be made is, consistent with such indemnity and best interests of the Corporation. Such determination shall be made (a) if there are two or more disinterested directors, by the Board of Directors by a majority vote of a quorum consisting of all the disinterested directors, or (b) by special legal counsel, (i) selected by the Board of Directors by a majority vote of a quorum consisting of all the disinterested directors, or (ii) if there are fewer than two disinterested directors, selected by the full Board of Directors, or (c) by the Members with voting privileges, but membership interests under the control of director who does not qualify as a disinterested director may not be voted on the determination. If the determination is to be made by the Board of Directors, it may rely, at to all questions of law, on the advice of independent counsel.

Section 5. Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and also may procure insurance, in such amount as the Board of Directors may determine on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against or incurred by such person in that capacity or arising from his or her status a director or officer, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of this Article IX or the Act.

Section 7. Application of Article. The right of indemnification provided by this Article IX shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, even as to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such director or officer under the provisions of this Article IX. No right to any person pursuant to this Article IX may be reduced or eliminate by any amendment of these Articles of Incorporation or the Corporation's Bylaws with respect to any act or omission occurring before such amendment.

Article X Dissolution

Upon the dissolution of the Corporation, the Board of Directors of the Corporation will, after paying or making provision for the payment of all liabilities of the Corporation as provided for by Section 13.1-907 of the Act, distribute all the Corporation assets to one or more organizations organized and operated under Code Section 501(c), or to federal, state or local governments to be used exclusively for public purposes, as the Board of Directors may determine. Any such assets not so disposed will be

disposed of by the court of the county in which the Corporation's principal office is then located to such organization or organizations as the court will determine which are organized and operated exclusively for such purposes and at the time qualify as exempt organizations under Code Section 501(c), or to federal, state or local governments to be used exclusively for public purposes. The private property of the Corporation's officers and directors will not be subject to payment of corporate debts to any extent whatever.

Article XI Bylaws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by the Act, the Board of Directors shall adopt, amend and repeal from time to time, the bylaws of the Corporation to the extent such bylaws are not inconsistent with these Articles of Incorporation nor contrary to the laws of the Commonwealth of Virginia.

Article XII Amendments

These Articles of Incorporation may be amended in accordance with the provisions of Section 13.1-886 of the Act, except that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Code Section 501(c).

Article XIII Miscellaneous

All general or specific references to the Code are to refer to the Internal Revenue Code as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the Act or the laws of the Commonwealth of Virginia are to the Act and/or laws of the Commonwealth of Virginia as now in force or hereafter amended.

IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation were signed on this 4th day of December, 2019.

By: Michelle S. DiCintio
Michelle S. DiCintio
Secretary of Hunter Mill Swim and Racquet Club