

POTOMAC-WESTMORELAND SHORES CIVIC CORPORATION

-ARTICLES OF AMENDMENT-

The corporation's Articles of Amendment are amended as follows.

1. The name of the Corporation is Potomac-Westmoreland Shores Civic Corporation. That name is unchanged by the amendment.

2. The text of the amendment is as follows:

SECTION (b) OF THE ARTICLES OF INCORPORATION IS AMENDED TO READ:

b) The purposes of the corporation shall be:

- i. To provide a voluntary non-profit civic organization for the benefit of owners and full-time tenants of real property in the Westmoreland Shores and Potomac Shore subdivisions, their household members, spouses, domestic partners and social guests.

As used in these Articles of Incorporation, the terms "Westmoreland Shores," and "Potomac Shores" subdivisions shall mean those certain lots as shown on plats of those subdivision that are recorded in the Clerk's office of Westmoreland County, Virginia Circuit Court.

"Full-time Tenant" means any lease holder who physically resides in a property for at least nine months out of every calendar year.

The corporation shall determine through its bylaws membership eligibility and conditions of membership that are consistent with the Articles of Incorporation.

- ii. To promote recreational and social opportunities for its members, their household members, spouses, domestic partners, and social guests.
- iii. To promote, facilitate and manage the use of property, real and personal, owned, controlled or managed by the corporation for the recreational and social enjoyment of the corporation's members, their spouses, domestic partners, household members, and social guests.

Nothing in this statement of purpose shall prevent the corporation from renting any clubhouse of the corporation, or similar facility for the use of persons or organizations who are not members; nor shall the corporation be prevented from collecting a fee for the use of property owned, controlled, managed or maintained by the corporation from persons otherwise eligible for membership, who have chosen not to become members of the corporation, provided that any such fees are equal to or exceed membership fees.

- iv. To buy, sell, lease or otherwise acquire and dispose of real and personal property of every description; to improve, maintain, construct or operate roads, recreational and other facilities, and to provide community services for the mutual benefit, use or enjoyment of its members, their household members, spouses, and domestic partners, but not to operate a public service company as defined in Virginia Code Section 56-55.

- v. Specifically but without any intended limitation, to own, have, hold, manage and maintain for the purposes of the corporation, and within the resources of the corporation, that certain real estate conveyed to the corporation by deed dated September 7, 1972, which is recorded in Deed Book 234 at Page 347 in the Clerk's office of the Westmoreland County Circuit Court.
- vi. To promote the operation of the corporation by volunteers who may not be professionally trained in property management or corporate governance. Accordingly, the good faith violation of any of these corporate purposes by any director, officer, or agent of the corporation shall not be regarded as a frustration of corporate purpose or proof that the corporation has not or cannot carry out its intended purpose.

Recognizing that the corporation will be led by volunteers, such frustration of purpose or inability to carry out corporate purposes may only be shown by clear and definite proof of bad faith conduct by the board of directors that is persistent and ongoing, and which objectively demonstrates that no purpose of the corporation can be fulfilled.

- vii. To have all purposes and to exercise all powers specified in the Virginia Nonstock Corporation Act, Virginia Code Sections 13.1-801, as amended, specifically, but without limitation, those purposes and powers described in Virginia Code Sections 13.1-825 through 13.1-828, as amended.
- viii. To do all other acts necessary or desirable to carry out any of the above corporate purposes.

ix. This amended Section b) shall replace and supersede Section b) as originally recorded.

3. The amendment was approved by the membership and adopted on June 7, 2025.

4. Prior to adoption, the amendment was approved and adopted by the Board of Directors and submitted to all members for approval at the regularly noticed annual meeting of the corporation on June 7, 2025. Notice included text of the proposed amendment. All members were entitled to vote; There are no voting classes. The entire membership constituted the voting group.

5. The corporation notified each member entitled to vote of the proposed members' meeting in accordance with Virginia Code Section § 13.1-842. The notice of meeting shall also stated that one of the purposes of the meeting was to consider the proposed amendment. Notice of the meeting was accompanied by a copy of the amendment.


6. A quorum was present at the June 7, 2025 meeting.

7. At the June 7, 2025 meeting, 55 members eligible to vote cast ballots. Forty-seven (47) members voted for the amendment. Eight (8) members voted against the amendment.

8. Pursuant to Virginia Code Section 13.1-886(D), thirty-seven votes were required for approval of the amendment.

9. The proposed amendment having received more than the number of votes required for approval by Virginia Code Section 13.1-886(D), the amendment was approved. On June 7, 2025.

ATTEST:


Secretary for the Annual Meeting

June 7, 2025

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JUNE 12, 2025

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

POTOMAC-WESTMORELAND SHORES CIVIC CORPORATION

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 June 12, 2025.

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

A handwritten signature in black ink, reading "Samuel T. Towell". The signature is fluid and cursive, with a long horizontal stroke at the end.

By

Samuel T. Towell
Commissioner