

**ARTICLES OF INCORPORATION OF THE  
RIVER HAVEN CIVIC LEAGUE, INC.**

1. On September 22, 2017, in a meeting the Board of Directors of the corporation found the following proposed amendment of its Articles of Incorporation was in the best interest of the corporation and directed it to be submitted to a vote of the members having the right to vote on amendments.

Articles of Incorporation of the undersigned, a majority of them are citizens of the United States, desiring to form a Non-Profit Corporation under the law of the Commonwealth of Virginia.

The place in this Commonwealth where the principal office of the Corporation is to be located is in the City of Virginia Beach, Va.

The amendment adopted is to strike the previous, if any, Articles of Incorporation and amend the same as follows:

**ARTICLE I**

The new name of the corporation is RiverHaven Civic League, Inc. which refers to and includes Forest Hills and the Shorehaven Communities.

**ARTICLE II**

The purposes for which the corporation is organized are:

- a. To advance the civic interests of the community and to inform the members of matters pertinent to the community interests. Work as a liaison to the city when needed.
- b. To engage in any transaction or business incidental to the purposes set forth in this Article and not prohibited to corporations of this character under the laws of the Commonwealth of Virginia, and to this end the corporation may do all and everything necessary, incidental, and proper to the accomplishment of any of the purposes or the attainment of any of the objects or exercise of any of the rights or powers herein set forth, and to have and exercise all the powers conferred by the laws of the Commonwealth of Virginia, it being expressly provided that the enumeration of specific powers herein contained shall not be held to limit or restrict in any manner the general powers of the corporation.
- c. This corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or officer. The balance, if any, of all money received by the corporation from its operation, after the payment in full of all debts and obligations of the corporation of whatever kind and nature, shall be used and distributed exclusively for the purposes set forth above.

**ARTICAL III**

No part of the net earnings of the Corporation/LLC/Trust shall inure to the benefit of, or be distributable to, its directors, officers, or any private person except that the Corporation/LLC/ Trust shall be authorized and empowered to pay reasonable compensation for furtherance of the purposes set forth here.

#### **ARTICLE IV**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the remaining assets of the corporation exclusively for public recreational purposes within the City of Virginia Beach, Virginia, so long as such assets are paid to an organization or organizations which shall at the time qualify as an exempt organization or organizations under §501(c)(3) and (9) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so dispensed shall be disposed of by the Circuit Court of the City of Virginia Beach, Virginia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

#### **ARTICLE V**

In furtherance of the purposes described above, but not in limitation thereof, the corporation shall have the power to collect and disseminate statistics and other information, to conduct investigations, to engage in various fund-raising activities, to conduct promotion activities, including advertising and publicity, in or by any suitable manner or media, and to hold such property as is necessary to accomplish its purposes. To work with the city of Virginia Beach as needed.

#### **ARTICLE VI**

This corporation shall have one class of members. The qualifications and rights shall be as follows:

- a. Every property owner or resident of a property in the RiverHaven Civic League, in the City of Virginia Beach, Commonwealth of Virginia, as herein particularly described, shall be eligible to be a member.
- b. Membership shall include an undertaking by the applicant to comply with and be bound by the Bylaws and the amendments thereto, and the policies, rules, and regulations at any time adopted by the corporation in accordance with the Bylaws. Membership shall be accompanied by payment of annual dues in advance.
- c. Membership shall cease when a property owner sells the property or tenant no longer lives at that property, or dues are not renewed.
- d. Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members. Each household is entitled to only one vote. If the dues paying member for a property is a tenant, that person shall have the right to vote unless the property owner has registered with the secretary as the voter for that particular property and is current with dues.
- e. In the event that a member shall be an owner of more than one property in RiverHaven Civic League, that member shall nevertheless have only one vote for the number of properties

owned. Where two or more owners own a property, or in the event of re-subdivision, only one vote for such property owned shall be allowed, and such joint owners shall designate and register with the secretary of the corporation the name of that owner entitled to cast such single vote.

## **ARTICLE VII**

The directors of the corporation are to be selected in the following manner: five directors designated as:

a) President, Vice President for Shorehaven, Vice President for Forest Hills, Secretary, and Treasurer shall be elected by the members of the corporation and shall serve for a term of one year. The President and Vice Presidents shall hold office from January 1 following election for a term of one year and shall be eligible for reelection to their respective office for two, successive one-year terms, and after being out of office for at least one year, they shall again become eligible for election to their respective offices. The Secretary and Treasurer shall hold office from January 1 following election for a term of one year and shall be eligible for reelection for successive terms without limitation.

b) One director at large from Forest Hills, and one director at large from Shorehaven shall be elected by the members of the corporation and shall serve for two years. Directors shall hold office from January 1 following election for a term of two years and shall be eligible for reelection to their respective office for two, successive one-year terms, and after being out of office for at least one year, they shall again become eligible for election to their respective offices.

c) Such elections shall be held at the annual meeting of the members in the City of Virginia Beach, Commonwealth of Virginia, in October/November of each year. Any vacancy that may occur mid term because of death, resignation, removal, disqualification or otherwise, shall be filled by the officers of the corporation for the unexpired portion of the term.

## **ARTICLE VIII**

Meetings of the League shall be held at such time and place as specified by the league By-Laws.

## **ARTICLE IX**

Bylaws may be hereafter adopted on NOVEMBER 5, 2017. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the Bylaws shall be binding on all members, including those who may have voted against them.

In witness whereof, we have hereto subscribed our names on this day November 5, 2017.

RIVERHAVEN CIVIC LEAGUE, INCORPORATORS

Signature: \_\_\_\_\_ Printed: \_\_\_\_\_  
President

Signature: \_\_\_\_\_ Printed: \_\_\_\_\_  
1st Vice President

Signature: \_\_\_\_\_ Printed: \_\_\_\_\_  
2nd Vice President

Signature: \_\_\_\_\_ Printed: \_\_\_\_\_  
Secretary

Signature: \_\_\_\_\_ Printed: \_\_\_\_\_  
Treasurer