

INDEX

ARTICLES OF INCORPORATION  
AND  
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF THE  
VIRGINIA PENINSULA ASSOCIATION OF REALTORS®, INC.  
AND ITS PREDECESSOR  
NEWPORT NEWS - HAMPTON BOARD OF REALTORS®, INC.

ARTICLES OF INCORPORATION OF NEWPORT NEWS - HAMPTON BOARD OF REALTORS, INC., dated November 27, 1968, with Certificate of Incorporation issued by the State Corporation Commission (SCC) on December 13, 1968, and recorded in the Clerk's Office of the Circuit Court of the City of Newport News, Virginia (CCNN) in Corporate Charter Book 29, page 57.

ARTICLES OF AMENDMENT OF NEWPORT NEWS - HAMPTON BOARD OF REALTORS, INC., acknowledged on February 3, 1970, with Certificate of Amendment issued by the SCC on February 13, 1970 and recorded in the CCNN in Corporate Charter Book 31, page 146.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NEWPORT NEWS - HAMPTON BOARD OF REALTORS®, INC., dated March 16, 1982, with Certificate of Restatement issued by the State Corporation Commission on September 8, 1983 and recorded in the CCNN in Corporate Charter Book 55, page 1514.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NEWPORT NEWS - HAMPTON BOARD OF REALTORS®, INC., dated November 20, 1984, with Certificate of Restatement issued by the SCC on December 27, 1984 and recorded in the CCNN in Corporate Charter Book 57, page 703.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NEWPORT NEWS - HAMPTON BOARD OF REALTORS®, INC., THE NAME OF WHICH SHALL BE CHANGED TO VIRGINIA PENINSULA ASSOCIATION OF REALTORS®, INC., dated January 8, 1991, with Certificate of Amendment issued by the SCC on January 14, 1991 and recorded in the Clerk's Office of the State Corporation Commission for the Commonwealth of Virginia

ARTICLES OF INCORPORATION

of

NEWPORT NEWS - HAMPTON BOARD OF REALTORS, INC.

\* \* \* \*

We, the undersigned, hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia (Michie 1950), and acts amendatory thereto, and to that end do hereby set forth the following:

(a) The name of the corporation shall be: NEWPORT NEWS - HAMPTON BOARD OF REALTORS, INC.

(b) The purposes of this corporation shall be to adopt, promote, enforce and maintain the high standards of conduct in the transacting of the real estate business which has been set forth in the Code of Ethics of the National Association of Real Estate Boards; to provide a unified medium for real estate owners and those engaged in the real estate business whereby their collective and individual interest may be safeguarded and advanced; to promote the professional standards of the real estate field and related interests; to further the interest of real estate, home and other real property ownership; to adopt such rules and regulations and to provide for the enforcement thereof as the public interest of the real estate business may seem to require; to designate for the benefit of the public in the territory under the jurisdiction of the Board those persons and businesses authorized to use the trade name "Realtor" as prescribed and controlled by the National Association of Real Estate Boards; and to unite those engaged in the real estate business in this jurisdiction with the Virginia Association of Realtors and the National Association of Real Estate Boards, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

The territorial jurisdiction of this Board shall in-

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clude the City of Newport News, Virginia; the City of Hampton, Virginia; those portions of the County of York, including the town of Poquoson and any other towns or cities situated therein, (except the town of Yorktown and the Bruton District, York County); and such other additional surrounding territory as may from time to time be allocated by the Board of Directors of the National and State Associations and approved by a majority vote of those members of the Newport News - Hampton Board of Realtors at any regular or special meeting, provided, however, that prior to submitting the question or acquisition of additional territory, at least one week's notice of such proposed action shall be given in writing to each Active Member of the Board.

(c) Membership

(1) The corporation shall have members as follows:

Section A - Active Members: Active Membership shall consist of individuals only. An Active Member shall be:

1. An individual holding a real estate broker's license issued by the Commonwealth of Virginia who is engaged in or associated with brokers engaged in a recognized branch of the Real Estate business, including buying, selling, offering to buy or sell, managing, auctioning, exchanging, renting, leasing and appraising of real estate, for others, for compensation; or who is engaged in the financing, building, developing, or subdividing of real estate; and
2. who maintains a full time office, properly designated with appropriate signs, either self standing or placed on windows and/or doors, with properly listed telephone; and
3. whose firm or business entity (be it partnership, corporation, association, or trust) shall be represented by an Active Member of this Board at not less than two-thirds of the regularly scheduled meetings of the Active Membership unless excused from attendance by the Directors; and
4. who, operating within the geographic boundary of the jurisdiction of this Board and within the geographic boundaries of Gloucester County, Mathews County, James City County, Isle of Wight County, Nansemond County, Yorktown, the Bruton

3.

District of York County, and the City of Williamsburg, employs only full time licensed salespersons.

a. A full time licensed salesperson is defined as one who is engaged in the real estate business on a full time annual basis and who is not substantially engaged in any other activity not directly related to real estate or allied real estate activities.

(1) Except for sons or daughters of principals of firms who are active members of this Board, a real estate salesperson temporarily employed, e.g., summer months, shall not be considered a full time salesperson within the definition of this section, unless specific permission is granted by the Ethics, Professional Standards & Arbitration Committee in specific and unusual cases. Decisions of this Committee in this regard may be appealed to the Directors, whose decision shall be final.

b. Part time salespersons may be employed by members of this Board only upon the following conditions:

(1) That such salespersons' place of business, residences, and area of sales activity lie entirely outside the geographic boundaries set forth in Paragraph 4, above,

(2) That the employment of part time salespersons is permitted by the local Board of Realtors having jurisdiction in the areas where such salespersons operate,

(3) That the conduct of such part time salespersons shall be in conformity with the Constitution, By-Laws, and Rules and Regulations of the Newport News - Hampton Board of Realtors and that of the Local Board of Realtors having jurisdiction in the areas in which such salespersons operate.

5. No Active Member shall maintain a license for an inactive salesman not a full time employee of said Active Member of his firm. No Active Member shall sponsor any person for the Virginia Real Estate Commission examination unless that member shall, in good faith, intend to engage the person as a full time associate or employee.

6. Applications for Active Membership, and acceptance thereof, are considered in the context of the individual applicant's affiliation with his real estate brokerage firm, or business entity. Upon dissolution or termination of such affiliation by an individual Active Member, his Active Membership shall automatically be terminated, provided, however, that such individual shall have

4.

the right to file an immediate application for new membership in his new status for that class of membership for which he is eligible.

Section B - Provisional Members: Provisional Members shall consist of persons, firms, partnerships, corporations or associations meeting the requirements for Active Members as set forth in Section A as well as those set forth in the provisions of (c) (2) below, entitled "Qualification For and Election to Membership".

Section C - Affiliated Members: Affiliated Members shall consist of persons, partnerships, corporations, or associations who while not actively engaged in the real estate business as defined above, nevertheless actively engaged in any business closely allied with that of Realtors and have interests requiring information concerning real estate and are in sympathy with, and support, the objectives of this Board.

Section D - Associate Members: Any salesperson employed by an Active Member is automatically an Associate Member of the Newport News - Hampton Board of Realtors.

↓ Section E - Honorary Members: Honorary Members shall include individuals who have performed notable service for the real estate business, for the Board, or for the public.

Section F - Non-Resident Members: Non-resident members shall be individuals who are engaged in the real estate business within the jurisdiction of another Board, which is a member of the National Association of Real Estate Boards, who hold the required form of membership in such board, who do not maintain a place of business within the jurisdiction of the Board, and who desire to obtain the services afforded the members of this Board. They shall not be eligible to vote or hold elective office in this Board.

(c) (2) Qualification For and Election to Membership:

Section A - Application: Application for any class of

5.

membership (other than honorary) shall be in writing, signed by the applicant, and shall bear the recommendations of at least two Active Members of this Board and shall state the place of business and length of time therein, or any other information that may be required by the Committee on Membership, including applicant's statement that said applicant has read and will comply with the Constitution and By-Laws and abide by the Rules and Regulations of this Board.

Section B - Active Membership:

1. Any applicant for membership having previously held a broker's license for at least the three consecutive years preceding the date of the application while associated with, or employed by an individual holding Active Membership in this Board, shall be eligible to become an Active Member upon election in accordance with the election procedures established in Section F below.
2. Those individuals qualifying for Active Membership who were actively associated with and/or employed by a firm holding Active Membership in the predecessor Newport News - Hampton Real Estate Board on February 15, 1965, shall each be eligible to become Active Members.

Section C - Provisional Membership: All other applicants (excepting applicants for Affiliated or Honorary Membership) shall be eligible for Provisional Membership only. Provisional Membership shall entitle the Provisional to attend meetings. He shall not be accorded the other rights and privileges of Active Membership, including the right to vote, to serve on committees, or to advertise as a Realtor, until his election as an Active Member in accordance with the provisions and procedures established in this Paragraph (c) (2).

Section D - Affiliated Membership: Those applicants of good reputation meeting the qualifications set forth in (c) (1), Section C, shall be eligible to become Affiliated Members upon election in accordance with procedures set forth in Section F of this Paragraph (c) (2).

Section E - Honorary Membership: Those applicants meeting the qualifications set forth in (c) (1), Section E, shall be eligible to become Honorary Members upon their election in accordance with the procedures established in Section F of this Paragraph (c) (2).

Section F - Procedures and Methods of Election: An applicant may be declared elected to the class of membership for which he has applied after he -

1. Has been found to be eligible by the Committee on Membership; and,
2. Has, with full knowledge thereof, signed a pledge expressing his willingness to abide by and comply with the provisions of the Constitution and By-Laws, rules, regulations, standards of practice, and Code of Ethics of this Board and of the State and National Associations of Real Estate Boards; and,
3. Has received the affirmative vote of a majority of the Directors present at regular or special meeting; and,
4. If, during a ten (10) day waiting period following announcement to the membership of Director approval of the application, none or less than five (5) letters of objection by Active Members are filed with the President, the applicant shall then be declared elected to the class of membership for which he applied.
5. If five (5) or more Active Members address an objection in writing to the President within the said ten (10) day period, then the applicant shall be notified of such objections and shall be given the prerogative of withdrawing his application. If such application is withdrawn it may not be resubmitted for a period of one year. If such application is not withdrawn within ten days of such notification, the President shall:
  - (a) schedule a special meeting of only Active Members to be held immediately following the adjournment of the next regular or special meeting of this Board, for the purpose of holding a special membership election, provided, however, that at least five (5) days notice of such election shall be given in writing to each Active Member; and shall
  - (b) afford the Active Members present at such special election meeting an opportunity to discuss the qualifications of an applicant, and

following such discussion, shall call for a roll call vote of the Active Members present by open ballot; and shall

(c) Upon receipt of the favorable vote of two-thirds (2/3) of the voting members present declare the applicant elected. Upon failure to receive a favorable vote of two-thirds (2/3) of the voting members present, the applicant shall be declared rejected and there shall be no further appeal.

Section G - Re-application: Any applicant rejected for any class of membership described herein may not submit a second application for such membership for a period of one (1) year.

Section H - Election from Provisional Membership to Active Membership: A Provisional Member shall be declared an Active Member in good standing with all the rights, privileges and benefits of such membership after he:

1. Satisfactorily completes the course of instructions offered by the Board in the Fundamentals of Real Estate and Real Estate Practice including attendance at 80% of the class sessions offered and the satisfactory completion of such examination as may be offered at the conclusion of such course of instruction; EXCEPT, that any Provisional Member having previously held a salesman's license for at least three consecutive years prior to his Provisional Membership while employed by or associated with an Active Member of this Board shall not be required to attend such course of instruction; and
2. Shall have held provisional membership in good standing for a period of at least six (6) months; and
3. Shall have received a final affirmative vote of a majority of the Directors after full consideration of his proficiency. Should a Provisional Member fail to receive the affirmative vote of a majority of the Directors, such Provisional Member shall have the right of appeal to a special election meeting of the Active Members of the Board in accordance with the procedures set forth in subparagraphs (a), (b) and (c) of paragraph Five, Section F, of this Paragraph (c) (2). Any Provisional Member finally rejected for Active Membership shall forfeit his Provisional Membership.

Section I - Forwarding Pledge to National: Upon election as an Active Member, a signed copy of the pledge described in Paragraph 2, Section F, of this Paragraph (c) (2), shall be



forwarded to the Secretary of the National Association of Real Estate Boards.

(c) (3) Voting Privileges:

Section A - Active Members:

1. Active Members shall be entitled to receive a certificate of membership bearing the signatures of the Board's President and Executive Secretary and shall be entitled to full rights, privileges and benefits of Active Membership, including participation in the Multiple Listing Service of the Board, to serve on committees, and to advertise as a Realtor.
2. Each person, partnership, corporation, association, or trust doing business as a real estate firm or as a single business entity, shall designate one of its principals holding Active Membership in the Board as that firm's Voting Member. Each such firm shall be entitled to one vote, and voting in all membership meetings of this Board shall be by firm and not by each Active Member individually. Right to cast a firm's vote may be delegated by the firm's Voting Member.

Section B - Provisional Members, Affiliated Members:

Associate Members, Non-Resident Members, and Honorary Members shall have no voting power or interest in the assets or property of this Board, but each such member shall be admitted to and expected to attend and participate in all open Board meetings, and shall have the privilege of the floor at these meetings. In every way, the Affiliated, Associate, Non-Resident, Honorary, and Provisional members shall operate under and be governed by the By-Laws of this Board. Such members shall have no authority to incur expenses, debts, or obligations of any character in the name of the Board.

(d) Directors shall be elected at the annual meeting to be held on the 2nd Tuesday in December, to hold office for the coming year.

(e) The post office address of the initial registered office is 10362 Warwick Boulevard, Newport News, Virginia. The name of the city in which the initial registered office is located is the City of Newport News, Virginia. The name of its

9.

registered agent is Howard M. Curtis, who is a resident of Virginia, a Director of the corporation, and whose business office is the same as the registered office of the corporation.

(f) The Directors shall be composed of President, the First Vice-President, the Second Vice-President, the Treasurer, the Chairman of the Multiple Listing Service Committee of this Board, the Immediate Past President, six Directors-at-Large drawn from the Active Members in good standing of the Board, and one Director-at-Large drawn from the Associate Membership. The number of directors constituting the initial board of directors is thirteen (13) and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME:</u>	<u>ADDRESS:</u>
G. L. ALLSWORTH, JR.	11073 Warwick Boulevard Newport News, Virginia
HOWARD M. CURTIS	10362 Warwick Boulevard Newport News, Virginia
MABRY L. MINTYER	53 Sherwood Shopping Center Newport News, Virginia
THOMAS T. THOMPSON	710 West Mercury Boulevard Hampton, Virginia
E. E. FALK	131-26th Street Newport News, Virginia
JOSEPH D. FORD	11011 Warwick Boulevard Newport News, Virginia
MYRON B. MAUSTELLER	11007 Warwick Boulevard Newport News, Virginia
RUTH H. NUNMALLY	10231 Warwick Boulevard Newport News, Virginia
C. LEAR PONTON	1057 J. Clyde Morris Blvd. Newport News, Virginia
RICHARD W. TEAGLE	12254 Warwick Boulevard Newport News, Virginia
ROBERT H. WILLIAMS, SR.	9314 Warwick Boulevard Newport News, Virginia
HIRAM WOLK	117-26th Street Newport News, Virginia
LEWIS S. STONE	10413 Warwick Boulevard Newport News, Virginia

DATED: November 27, 1968.

10.

INCORPORATORS

*G. L. Allsworth, Jr.*  
 G. L. ALLSWORTH, JR.  
*W. W. Hornsby, Jr.*  
 W. W. HORNSBY, JR.  
*S. A. Chenault*  
 S. A. CHENAULT

STATE OF VIRGINIA,

City of Newport News, to-wit:

✓ I, VANDA LEE TAYLOR, a Notary Publicin and for the City and State aforesaid, do certify that G. L. ALLSWORTH, JR., J. W. HORNSBY, JR. and S. A. CHENAULT, whose names are signed to the foregoing Articles of Incorporation, bearing date on the 27<sup>th</sup> day of November, 1968, have acknowledged the same before me in my City and State aforesaid.

GIVEN under my hand this 27<sup>th</sup> day of <sup>December</sup> ~~November~~, 1968.

My term of office expires on October 22, 1969.

*Vanda Lee Taylor*  
 Notary Public

I was commissioned Vanda Lee Trivett.

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND,  
December 13, 1968

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Newport News - Hampton Board of Realtors, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Corporation Court of the City of Newport News

STATE CORPORATION COMMISSION

By J. Hugh Nelson  
Chairman

VIRGINIA:

In the Clerk's Office of the Corporation Court of the City of Newport News

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 23rd day of December 1968 and is now returned to the State Corporation Commission by certified mail.

by J. Hugh Nelson Deputy Clerk  
F. B. Thomas, Jr. Clerk

I certify that the document to which this authentication is affixed is a true copy of a record in the Newport News Circuit Court, that I have custody of the record and I am the custodian of that record.

Rex A. Davis, Clerk

By M. L. Parks D.C.

ARTICLES OF AMENDMENT  
OF

NEWPORT NEWS - HAMPTON BOARD OF REALTORS, INC.

(A) The name of the corporation shall be: NEWPORT NEWS - HAMPTON BOARD OF REALTORS, INC.

(B) The Amendment so adopted is to delete that part of Paragraph (b) concerning the purposes of the Corporation commencing with the language, "the territorial jurisdiction of the Board shall include..." and ending at the end of the said paragraph;

AND by deleting all of Paragraph (c) concerning Membership and substituting therefor the following:

SECTION A: Active Membership shall consist of individuals only. An Active Member shall be an individual holding a real estate broker's license issued by the Commonwealth of Virginia who is engaged in or associated with brokers engaged in a recognized branch of the real estate business, who maintains a full-time office, who attends regularly scheduled meetings, who, operating within the jurisdiction of the Corporation, hereinafter referred to as the "Board", and adjacent political subdivisions, employs only full-time licensed salespersons. An Active Member must have satisfactorily completed the Fundamentals of Real Estate and Real Estate Practice, shall have held Provisional Membership in good standing for a period of at least six months and shall have received a majority affirmative vote of the Directors. Active Members shall be entitled

the full rights, privileges and benefits of the Board including participation of the Multiple Listing Service, the right to hold elective office and the right to advertise as a Realtor. Each person, partnership, corporation, association or trust doing business as a real estate firm or as a single business entity shall designate one of its principals holding Active Membership in the Board as that firm's voting member with each such firm being entitled to one vote.

SECTION B - PROVISIONAL MEMBERS: Provisional Members shall consist of persons, firms, partnerships, corporations or associations meeting the requirements for Active Members but who shall not enjoy the privileges of Active Membership including voting until he has held Provisional Membership in good standing for a period of at least six months. Provisional Members are elected by majority vote of the Directors.

SECTION C - AFFILIATED MEMBERS: Affiliated Members shall consist of persons, partnerships, corporations or associations who are actively engaged in any business closely allied with that of Realtors and support the objectives of the Board. Affiliated Members are elected by majority vote of the Directors and may participate in activities of the Board but shall not enjoy full rights and privileges of Active Membership nor have the right to vote.

SECTION D - ASSOCIATE MEMBERS: Any salesperson

employed by an Active Member is automatically an Associate member of the Board and may participate in the activities of the Board without the right to vote.

SECTION E - HONORARY MEMBERS: Honorary Members shall

include individuals who have performed notable services for the real estate business, for the Board or for the public and shall be elected by majority vote of the Directors, shall not be entitled to full rights and privileges of Active Membership nor have the right to vote, but may participate in Board activities.

SECTION F - NON-RESIDENT MEMBERS: Non-resident

Members shall be individuals who are engaged in the real estate business within the jurisdiction of another Board who desire to obtain the services afforded members of this Board. They are elected by a majority vote of the Directors and enjoy the full rights and privileges of Active Membership without the right to vote or hold elective office.

AND by deleting Paragraph (d) concerning the election of Directors and substituting therefor the following: The Active Members of the Corporation shall elect all the Directors of the Corporation except those designated as Ex officio Directors in the Articles of Incorporation.

(C) The date of the meeting of the Board of Directors at which time the Amendment was found in the best interest of the

Corporation and directed to be submitted to a vote at a meeting of the members was September 16, 1969; the date when notice was given to each member entitled to vote was September 17, 1969 and such note was given in a legal manner as provided by law; that the meeting of the members was held on October 21, 1969; that a quorum was present at such meeting and that said Amendment received more than two-thirds of the votes entitled to be cast by the members present or represented by proxy at such meeting.

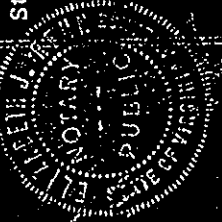
*Alfred J. ...*  
President  
*[Signature]*  
Vice President

STATE OF VIRGINIA

City of Newport News, to-wit:

I, Elizabeth J. ... a Notary Public in and for the City and State aforesaid, do certify that Robert L. ... and III ..., President and

Vice President respectively of Newport News - Hampton Board of Realtors, Inc., whose names are signed to the foregoing articles of Amendment have acknowledged the same before me in my City and



State aforesaid.

GIVEN under my hand this 2<sup>nd</sup> day of February, 1970.

My Commission expires: December 19, 1971.

*Elizabeth J. ...*  
Notary Public



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSIONAT RICHMOND,  
February 13, 1970

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Newport News - Hampton Board of Realtors, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

## ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Corporation Court of the City of Newport News

STATE CORPORATION COMMISSION

By



Chairman

VIRGINIA:

In the Clerk's Office of the Corporation Court of the City of Newport News

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 26th day of February 1970, and is now returned to the State Corporation Commission by certified mail.

by F. B. Thomas, Jr.  
F. B. Thomas, Jr., Clerk  
Deputy Clerk

I certify that the document to which this authentication is affixed is a true copy of a record in the Newport News Circuit Court, that I have custody of the record and I am the custodian of that record.

Rex A. Davis, Clerk

By 

D.C.

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC.

The following information is submitted, pursuant to the provisions of Section 13.1-237 of the Code of Virginia (1950), as amended:

(A) The name of the corporation is: NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC.

(B) On February 16, 1982, in a meeting, the Board of Directors of the Corporation found that the following proposed amendments and restatement of its Articles of Incorporation was in the best interests of the Corporation and directed that it be submitted to a vote of the members having the right to vote on amendments.

(a) The name of the Corporation shall be: NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC.

(b) The purpose of this Corporation shall be: to unite those engaged in the recognized branches of the real estate profession in this community for the purpose of exerting a beneficial influence upon the profession and related interest;

to promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®;

to provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced;

to further the interest of home and other real property ownership;

to unite those engaged in the real estate profession in this community with the VIRGINIA ASSOCIATION OF REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein;

to designate, for the benefit of the public, those individuals within its jurisdiction authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS®; and such other purposes as may from time to time be properly promulgated by the Corporation.

(c) Membership - The Corporation shall have members as follows:

SECTION A. Active Members. Active Members shall be:

(1) Individuals who, as principals, partners, corporate officers or trustees, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation or financing, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office. All persons who are partners in a partnership, or all officers in a corporation, or all trustees of a trust who are actively engaged in real estate business within the territory of the Board shall qualify for Active Membership only, and each is required to hold Active Membership individually in the Board, unless otherwise qualified for Institute Affiliate Membership as such term may be defined in the By-Laws of this organization.

(2) Individuals who are engaged in the real estate profession other than as a principals, partners, corporate officers or trustees and as such are associated with an Active Member and meet such other qualifications as set forth in the By-Laws.

(3) The Board of Directors may classify Active Members according to their respective professional specialties.

SECTION B. Other Members.

There shall be other non-voting members as the membership shall from time to time allow.

(d) The Active Members of the Corporation shall elect all the Directors of the Corporation.

(e) The Directors shall be composed of President, the First Vice-President, the Second Vice-President, the Treasurer, the Immediate Past President, Seven Directors-at-Large drawn from the Active Members in good standing of the Board, the President of the Peninsula Chapter of the Women's Council of REALTORS®, and the Chairman of the Multiple Listing Service Committee.

(C) On February 16, 1982, in a meeting of the Board of Directors of the Corporation, the Directors found that the above set forth proposed amendments and restatement of its Articles of Incorporation was in the best interest of the Corporation and directed that it be submitted to a vote of the members having the right to vote on amendments. On February 18, 1982, being not less than twenty-five days nor more than fifty days before the meeting of the members to act upon the proposed amendments, written notice of the meeting was given, as required by law, either personally or by mail, to each member entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, and was accompanied by a copy of the proposed amendments and restatement of the Articles of Incorporation. On March 16, 1982, a quorum being present, a meeting of the members was held and the proposed amendment and restatement of the Articles of Incorporation was adopted by receiving more than two-thirds of the vote entitled to be cast by members present at the meeting.

IN WITNESS WHEREOF, the said NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC. has caused these Articles of Amendment to be executed in its corporate name by its President, William W. Hamner, and by John A. Meads, Jr., its Executive Vice-President, as Acting Secretary, officers in this behalf duly authorized as of this 16th day of March, 1982.

NEWPORT NEWS-HAMPTON BOARD OF  
REALTORS®, INC.

By: William W. Hamner (SEAL)  
William W. Hamner, President

APPROVED:

John A. Meads, Jr.  
John A. Meads, Jr., Executive  
Vice-President (Secretary)

STATE OF VIRGINIA

City of Newport News, to-wit:

This day personally appeared before me, Robert J. Meads, a Notary Public in and for the City and State aforesaid, whose commission expires on the 23<sup>rd</sup> day of November, 1985, WILLIAM W. HAMNER and JOHN A. MEADS, JR., the President and Executive Vice-President, respectively, of Newport News-Hampton Board of REALTORS®, Inc., who having first made oath verified that the information contained in the foregoing Articles of Amendment is true and correct.

William W. Hamner (SEAL)  
William W. Hamner, President

John A. Meads, Jr. (SEAL)  
John A. Meads, Jr., Executive Vice-President

Subscribed and sworn to before me this 19th day of August, 1983.

Robert J. Meads  
Notary Public

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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

RICHMOND, September 8, 1983

The accompanying articles having been delivered to the State Corporation Commission on behalf of

NEWPORT NEWS - HAMPTON BOARD OF REALTORS, INC.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF RESTATEMENT

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, City of Newport News.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.  
Commissioner

920167

FILED  
SEP 11 1983  
JAMES M. ...  
BY ...

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I certify that the document to which this authentication is affixed is a true copy of a record in the Newport News Circuit Court, that I have custody of the record and I am the custodian of that record.

By Rex A. Davis, Clerk

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC.

The following information is submitted, pursuant to the provisions of Section 13.1-237 of the Code of Virginia (1950), as amended:

(A) The name of the corporation is: NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC.

(B) On October 16, 1984, in a meeting, the Board of Directors of the Corporation found that the following proposed amendments and restatement of its Articles of Incorporation was in the best interests of the Corporation and directed that it be submitted to a vote of the members having the right to vote on amendments.

(a) The name of the Corporation shall be: NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC.

(b) The purpose of this Corporation shall be:

to unite those engaged in the recognized branches of the real estate profession in this community for the purpose of exerting a beneficial influence upon the profession and related interest;

to promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®;

to provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced;

to further the interest of home and other real property ownership;

to unite those engaged in the real estate profession in this community with the VIRGINIA ASSOCIATION OF REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein;

to designate, for the benefit of the public, those individuals within its jurisdiction authorized to use the terms REALTOR and REALTOR as licensed, prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS, and such other purposes as may from time to time be properly promulgated by the Corporation.

(c) Membership - The Corporation shall have members as follows:

SECTION A. REALTOR Members. REALTOR Members shall be:

(1) Individuals who, as principals, partners, corporate officers or trustees, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation or financing, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office. All persons who are partners in a partnership, or all officers in a corporation, or all trustees of a trust who are actively engaged in real estate business within the territory of the Board shall qualify for REALTOR Membership only, and each is required to hold REALTOR Membership individually in the Board, unless otherwise qualified for Institute Affiliate Membership as such term may be defined in the By-Laws of this organization.

(2) Individuals who are engaged in the real estate profession other than as a principals, partners, corporate officers or trustees and as such are associated with a REALTOR Member and meet such other qualifications as set forth in the By-Laws.

(3) The Board of Directors may classify REALTOR Members according to their respective professional specialties.

SECTION B. Other Members.

There shall be other non-voting members as the membership shall from time to time allow.

(d) The REALTOR Members of the Corporation shall elect all the Directors of the Corporation.



(e) The Directors shall be composed of President, the President/Elect, the Vice-President, the Treasurer, the Immediate Past President, Seven Directors-at-Large drawn from the REALTOR Members in good standing of the Board, and the Chairman of the Multiple Listing Service Committee.

(C) On October 16, 1984, in a meeting of the Board of Directors of the Corporation, the Directors found that the above set forth proposed amendments and restatement of its Articles of Incorporation was in the best interest of the Corporation and directed that it be submitted to a vote of the members having the right to vote on amendments. On October 24, 1984, being not less than twenty-five days nor more than fifty days before the meeting of the members to act upon the proposed amendments, written notice of the meeting was given, as required by law, either personally or by mail, to each member entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, and was accompanied by a copy of the proposed amendments and restatement of the Articles of Incorporation. On November 20, 1984, a quorum being present, a meeting of the members was held and the proposed amendment and restatement of the Articles of Incorporation was adopted by receiving more than two-thirds of the vote entitled to be cast by members present at the meeting.

IN WITNESS WHEREOF, the said NEWPORT NEWS-HAMPTON BOARD OF REALTORS, INC. has caused these Articles of Amendment to be executed in its corporate name by its President, Cary B. Sternberg, and by John A. Meads, Jr., its Executive Vice-President, as Acting Secretary, officers in this behalf duly authorized as of this 20th day of November, 1984.

NEWPORT NEWS-HAMPTON BOARD OF  
REALTORS, INC.

BY:  (SIGNED)  
Cary B. Sternberg, President

APPROVED:

  
John A. Meads, Jr., Executive  
Vice-President (Secretary)

STATE OF VIRGINIA

City of Newport News, to-wit;

This day personally appeared before me, Ruth V. May,  
a Notary Public in and for the City and  
State aforesaid, whose commission expires on the 29th day of  
April, 1988, CARY B. STERNBERG and JOHN A.  
MEADS, JR., the President and Executive Vice-President, respec-  
tively, of Newport News-Hampton Board of REALTORS, Inc., who  
having first made oath verified that the information contained in  
the foregoing Articles of Amendment is true and correct.

  
Cary B. Sternberg, President  
(SEAL)

  
John A. Meads, Jr., Executive  
Vice-President  
(SEAL)

Subscribed and sworn to before me this 20th day of November,  
1984.

  
Ruth V. May  
Notary Public

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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

RICHMOND, December 27, 1984

The accompanying articles having been delivered to the State Corporation Commission on behalf of  
NEWPORT NEWS - HAMPTON BOARD OF REALTORS, INC.  
and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF RESTATEMENT

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, City of Newport News.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.  
Commissioner

211

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EILED  
January 15, 1985  
James M. Hamblinton, Clerk  
By Alfred Burger D.C.

I certify that the document to which this authentication is affixed is a true copy of a record in the Newport News Circuit Court, that I have custody of the record and I am the custodian of that record.

Rex A. Davis, Clerk  
By Nancy Lawrence D.C.

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC.,

THE NAME OF WHICH SHALL BE CHANGED TO

VIRGINIA PENINSULA ASSOCIATION OF REALTORS®, INC.

The following information is submitted, pursuant to the provisions of Section 13.1-888 of the Code of Virginia (1950), as amended:

1. The name of the corporation is NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC.
2. The amendment is that the name of the Corporation shall be changed to: VIRGINIA PENINSULA ASSOCIATION OF REALTORS®, INC.
3. The amendment was adopted by the membership on September 18, 1990.
4. On July 23, 1990, at a special meeting of the Board of Directors of the Corporation, the Directors found that the above set forth proposed amendment was in the best interest of the Corporation and directed that it be submitted to a vote of the members having the right to vote on amendments. Timely written notice of the meeting was given, as required by §13.1-842.A.1, either personally or by mail, to each member entitled to vote on

the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, and was accompanied by a copy of the proposed name change. On September 18, 1991, a quorum being present, a meeting of the members was held and the proposed amendment was adopted by a vote of 100 for and 2 against the amendment.

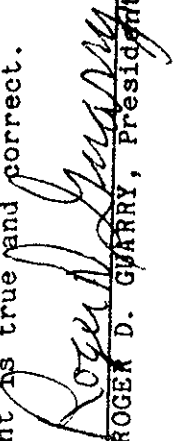
IN WITNESS WHEREOF, the said NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC. has caused these Articles of Amendment to be executed in its corporate name by its President, Roger D. Guarry duly authorized as of this 8th day of January, 1991.

NEWPORT NEWS-HAMPTON BOARD OF  
REALTORS®, INC.

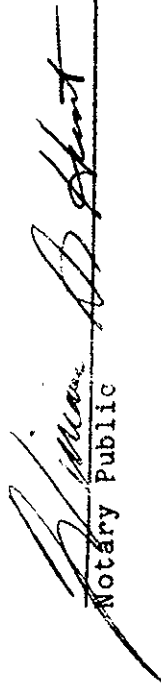
BY:  (SEAL)  
Roger D. Guarry, President

STATE OF VIRGINIA  
City of Newport News, to-wit:

This day personally appeared before me, William A. Hunt, a Notary Public for the State at large, whose commission expires on the 31st day of December, 1994, ROGER D. GUARRY, the President of NEWPORT NEWS-HAMPTON BOARD OF REALTORS®, INC., who, having first made oath, verified that the information contained in the foregoing Articles of Amendment is true and correct.

  
ROGER D. GUARRY, President

Subscribed and sworn to before me this 8th day of January,  
1991.

  
Notary Public

# Commonwealth of Virginia



## State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF AMENDMENT of VIRGINIA PENINSULA ASSOCIATION OF REALTORS, INC. issued January 14, 1991.

Nothing more is hereby certified.



Signed and Sealed at Richmond  
on this Date: April 15, 1998

*William J. Bridge*

William J. Bridge, Clerk of the Commission

CIS20448

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

January 14, 1991

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

VIRGINIA PENINSULA ASSOCIATION OF REALTORS, INC.  
(FORMERLY NEWPORT NEWS - HAMPTON BOARD OF REALTORS,  
INC. )

to comply with the requirements of law, and confirms payment of all related 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 January 14, 1991.

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

By 

Commissioner

AMENACPT  
CIS20436  
91-01-14-0138