

ARTICLES OF INCORPORATION OF

MARSHALL HEIGHTS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 2, of Title 13.1 of the code of Virginia, as amended, we the undersigned, Christopher S. Dorment, 5023 Macomb St., N.W., Wash., D.C. 20016

Rosemary Dorment, 5029 Macomb St., N.W., Wash., D.C. 20016, William J. Robbins, 17215 Donora Road, Silver Spring, Md. 20904, Donald Speet, Route #1, Box 441, Stafford, VA 22554, Vivian G. Maginnis, 104 Silver Leaf Court, Sterling, VA 22170, are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

The name of the corporation, is MARSHALL HEIGHTS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

The address of the initial registered office of the Association is located at 6850 Elm Street, McLean, Virginia 22101, Fairfax County, Virginia.

ARTICLE III

Richard C. Scalise, a resident of Virginia, a member of the Virginia Bar, and whose business address is 6850 Elm Street, McLean, Virginia 22101, is hereby appointed the initial registered agent of this Association.

ATTACHMENT "A"

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property located in Fairfax County, Virginia, consisting of 8.7 acres of land, more or less, known as Tax Map Numbers 039-2-01-0054, 039-2-01-0048, and 039 2-01-0053, and being the same property more particularly described by reference to metes and bounds description set forth in those certain Deeds recorded in Deed Book 5645 at Page 1661, Deed Book 5661 at Page 1731 and Deed Book 5389 at Page 200, among the land records of Fairfax County, Virginia; and, to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) take title to and hold, maintain, improve and beautify without profit to itself, and for the use in common with all of the members of this corporation or their families, guests, and invitees, such Common Areas within aforesaid property as may be from time to time conveyed to it in fee simple or by deed of easement;

(b) enforce the covenants, restrictions, easements, reservations, servitudes, profits, licenses, conditions, agreements, and liens provided in the Declaration of Covenants, Conditions and Restrictions, as may be from time to time recorded among the land records of Fairfax County, Virginia, in connection with said property;

(c) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration,* applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court for Fairfax County, Virginia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(d) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

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

(f) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless assented to by more than two-thirds (2/3) of each class of members who are entitled to vote, agreeing to such dedication, sale, or transfer;

(h) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of more than two-thirds (2/3) of each class of members who are entitled to vote;

(i) have and to exercise any and all powers, rights and privileges which a corporation organized

under the Non-Profit Corporation Law of the Commonwealth of Virginia by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A member(s) shall be all Owners with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Declarant or its successors or assigns (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 1990; or,

(c) upon the surrender of said Class B membership by the then holder thereof for cancellation on the books of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) to nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act as the initial directors until the selection of their successors are:

Christopher S. Dorment

5029 Macomb St., NW

Name

Address

Washington, Dc 20016

Rosemary Dorment

5029 Macomb St., NW

Name

Address

Washington, Dc 20016

William J. Robbins

17215 Donora Road

Name

Address

Silver Spring, MD 20904

Donald Speet

Route #1, Box 441

Name

Address

Stafford, VA 22554

104 Silver Leaf Court

Address

Sterling, VA 22170

At the first annual meeting, the members shall elect three directors for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter, the members shall elect one director for a term of three years. At any time the Board of Directors may expand the Board of Directors to nine (9) members and at such time an appropriate number of Directors shall be elected for staggered terms in the same proportion as provided above. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the then remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. If not so previously filled, the vacancy shall be filled at the next succeeding meeting of members of the corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

ARTICLE VIII

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at one time shall not exceed one hundred fifty percent (150%) of the annual assessment of the members while there is Class B membership, and thereafter, shall not exceed one hundred fifty percent (150%) of the corporation's income for the previous fiscal year, provided that additional amounts may be authorized by the assent of more than two-thirds (2/3) of the total membership.

ARTICLE IX

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area conveyed to it in fee simple or by deed of easement for homeowner association purposes shall have the assent or more than two-thirds (2/3) of the Class A membership, and more than two-thirds (2/3) of the Class B membership, if any.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the consent of more than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

DURATION

The Association shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the assent of more than seventy-five percent (75 %) of the entire membership.

ARTICLE XIII

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers, and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the Commonwealth of Virginia, we, the undersigned, constituting the incorporators of this Association, have

executed these Articles of Incorporation this 14th day of April, 1983.

Christopher S. Dornent

Christopher S. Dornent
Rosemary Dornent

Rosemary Dornent
William J. Robbins

William J. Robbins
Wendell Dornent
