

ARTICLES OF INCORPORATION  
OF  
AMBERLEIGH HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 2 of Title 13.1 of the 1950 Code of Virginia, as amended, we, the undersigned, Gordon V. Smith, 7621 Carteret Road, Bethesda, Maryland 20034, Richard J. North, 6529 Sunnyhill Court, McLean, Virginia 22101, and Spencer R. Stouffer, 8728 Arlington Boulevard, Fairfax, Virginia 22031, 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:

ARTICLE I

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

ARTICLE II

The address of the initial registered office of the Association is located at 6627-A Old Dominion Drive, McLean, Virginia 22101, Fairfax County, Virginia.

ARTICLE III

Richard C. Scalise, a resident of Virginia and a member of the Virginia State Bar, whose business address is 6627-A Old Dominion Drive, McLean, Virginia 22101, is hereby appointed the initial registered agent of this Association.

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 59.45 acres of land, more or less,

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 1234 at Page 45, in Deed Book 2234 at Page 524, and in Deed Book 2234 at Page 5018, 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) 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;

(b) 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;

(c) 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;

(d) 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;

(e) 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.

(f) participate in mergers and consolidations with other nonprofit corporation 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.

(g) 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 of 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 members 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, 1986; 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 three (3) 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:

<u>NAME</u>	<u>ADDRESS</u>
Gordon V. Smith	7621 Carteret Road Bethesda, Maryland 20034
Spencer R. Stouffer	8728 Arlington Boulevard Fairfax, Virginia 22031
Richard J. North	6529 Sunnyhill Court McLean, Virginia 22101

At the first annual meeting the members shall elect one director 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 any 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 of 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 two-thirds (2/3) of the entire membership.

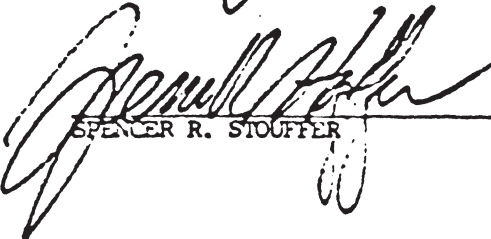
ARTICLE XIII  
FHA/VA APPROVAL

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 19<sup>th</sup> day of December, 1980.

  
\_\_\_\_\_  
GORDON V. SMITH

  
\_\_\_\_\_  
RICHARD J. NORTH

  
\_\_\_\_\_  
SPENCER R. STOFFER

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND,  
January 13, 1981

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

*Amberleigh Homeowners Association, 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 Circuit Court of Fairfax County

STATE CORPORATION COMMISSION

By *[Signature]*  
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Fairfax County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 27th day of Jan 1981 and is now returned to the State Corporation Commission by certified mail.

*James E. Hooper, Jr.*  
Clerk