

ARTICLES OF INCORPORATION
OF
FOLKSTONE HOMES ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, the undersigned, three of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-stock corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is FOLKSTONE HOMES ASSOCIATION, hereafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at 4084 University Drive in the City of Fairfax, Virginia.

ARTICLE III

Daniel H. Shaner, who is a resident of Virginia, a member of the Virginia State Bar, and a Director of the Corporation, and whose business address is P. O. Box 547, 4084 University Drive, Fairfax, Virginia 22030, 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 residential lots and to own, improve, maintain and preserve the Common Area within FOLKSTONE SUBDIVISION, Centreville District, Fairfax County, Virginia, and to promote the health, safety and welfare of the residents within such area as may come within the jurisdiction of the Association and any additions thereto as may hereafter be

brought within the jurisdiction of this Association by annexation, as provided in Article IX herein, and for this purpose:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", recorded or to be recorded from time to time in the Office of the Clerk of the Circuit Court of 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;

2. To 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;

3. To 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;

4. To borrow money, to mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred; and

5. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock 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. No owner shall have more than one membership. 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 those Owners as defined in Article V with the exception of the Class B Member. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member shall be FOX MILL, INC., a Virginia corporation, which shall be entitled to three (3) votes for each lot in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and a Class A membership with one (1) vote for each lot in which it holds an interest shall be issued on the happening of either of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.
2. On January 1, 1982.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association and such number can be changed only by amendment of the Articles of Incorporation. The names and addresses of the persons who are to act in the capacity of the initial Board of Directors until the selection of their successors are:

Milton V. Peterson	11036 Brookline Drive Fairfax, Virginia 22030
Sally E. Gault	9451 Lee Highway Fairfax, Virginia 22030
Grayson P. Hanes	330 Grant Street Herndon, Virginia 22070
Daniel H. Shaner	5405 Quincy Marr Drive Fairfax, Virginia 22030
Joan J. Sabourin, Jr.	4024 Walters Court Fairfax, Virginia 22030

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At the first annual meeting the members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years, and as the

terms of such directors expire new directors shall be elected for terms of three years.

ARTICLE VIII

LIABILITIES

The total amount of indebtedness or liability which this Association may incur at any one time shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized at a duly held meeting at which a quorum is present by the assent of two-thirds (2/3), in person or by proxy, of each class of members entitled to vote and provided further that this Article shall not be construed to prohibit the Association from acquiring real property subject to encumbrances for the purpose of financing facilities located on the real property so acquired.

ARTICLE IX

ANNEXATION OF ADDITIONAL PROPERTIES

Section 1. The Association may, at any time, annex additional areas and provide for maintenance, preservation and architectural control of residence lots, and so add to its membership under the provisions of Article V, provided that any such annexation shall be authorized at a duly held meeting at which a quorum is present by the assent of more than two-thirds (2/3) of each class of members entitled to vote.

Section 2. If within six (6) years of the date of incorporation of this Association, the Class B member should develop additional lands within that certain tract acquired by the Class B member by deeds recorded in Deed Book 3871, at page 259, Deed Book 3871, at page 257, Deed Book 3869, at page 173 and Deed Book 3922, at page 508 of the land records of Fairfax County, Virginia or adjacent thereto, such additional lands may be annexed to said Properties without the assent of the Class A members.

ARTICLE X

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent at a duly held meeting

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at which a quorum is present of more than two-thirds (2/3) of the votes, in person or by proxy, of each class of members entitled to vote.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have the power to dedicate 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 and approved by Statute, providing such dedication or transfer shall be approved by an affirmative vote at a duly called meeting at which a quorum is present of more than two-thirds (2/3), in person or by proxy, of each class of members entitled to vote.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3), in person or by proxy, of each class of members entitled to vote. Upon dissolution of the Association, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII

DURATION

The Corporation shall exist perpetually.

ARTICLE XIV

AMENDMENTS

Amendment of these Articles shall require the assent at a duly held meeting at which a quorum is present of fifty percent (50%) of the votes plus 1 (128), in person or by proxy, entitled to be cast by the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the Commonwealth of Virginia, we

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the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 14th day of November, 1974.


Milton V. Peterson


Sally E. Gault


Daniel H. Shaner

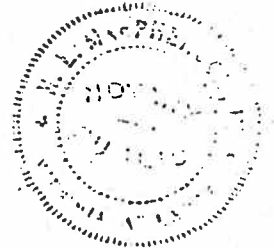
STATE OF VIRGINIA,

COUNTY OF FAIRFAX, to-wit:

I, the undersigned Notary Public, in and for the State and County aforesaid, whose commission as such will expire on the 23rd day of September, 1979, do hereby certify that this day personally appeared before me in my said State and County, MILTON V. PETERSON, SALLY E. GAULT and DANIEL H. SHANER, whose names are signed to the foregoing and hereunto annexed Articles of Incorporation of FOLKSTONE HOMES ASSOCIATION, dated the 14th day of November, 1974, and who each then and there acknowledged the same before me.

GIVEN under my hand and notarial seal this 14th day of November, 1974.


Notary Public



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