

ARTICLES OF INCORPORATION

OF

DUNN LORING VILLAGE HOMEOWNER'S ASSOCIATION

In compliance with the requirements of Chapter 1 of Title 13.1 of the Code of Virginia, the undersigned, all of whom 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 Dunn Loring Village Homeowner's Association, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 226 Maple Avenue, West, Vienna, Virginia 22180.

ARTICLE III

Thomas G. Mays, a resident of Virginia and a member of the Virginia State Bar, whose address is 1415 North Court House Road, Arlington, Virginia, is hereby appointed the initial registered agent of the Association. The initial registered Post Office address is 1415 North Court House Road, Arlington, Virginia, in Arlington County, Virginia which is also the office of the initial registered agent mentioned in this Article.

ARTICLE IV

The 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 residence lots and common area within that certain tract of property described as:

Beginning at an iron pipe found on the Northerly line of Hilltop Road (Route #744), said pipe marking the South-easterly corner of Jerold W. Wilwerding; thence departing Hilltop Road with the Easterly line of the said Wilwerding N 23°46'23" E, 253.30 feet to a point marking the North-easterly corner of the said Wilwerding; thence with the

Northerly line of Wilwerding and continuing with the Northerly lines of the properties of Butler, Jones & Butler N 66°40'37" W, 915.71 feet to a point on the Southerly lines of Interstate Route #66; thence with the said line of Route #66, N 84°58'06" E, 1263.74 feet and with a curve to the left whose radius is 5923.58 feet (and whose chord is N 82°59'18" E, 409.32 feet) an arc distance of 409.40 feet to an iron pipe found marking the most Westerly corner of Vienna Development Corporation; thence departing Route #66 with the Southerly line of the said Vienna Development Corporation, S 67°34'16" E, 428.36 feet to an iron pipe found marking the Southeasterly corner of the said Vienna Development Corporation; thence departing Vienna Development Corporation and running through the property of the Chiles Estate S 22°47'08" W, 1066.93 feet to a point on the aforementioned line of Hilltop Road; thence with the said line of Hilltop Road, N 66°40'37" W, 990.00 feet to the point of beginning, containing 27,1274 acres of land.

and to promote the health, safety and welfare of the residents within the above described property and any addition thereto as may hereafter be brought within the jurisdiction of this Association, and for these purposes to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the 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 Court for the County of Fairfax, 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) to borrow money, and with the assent of more than 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 or transfer shall be effective unless an instrument has been signed by more than two thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.

(f) participate in mergers and consolidations with other non-profit 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;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenant 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.

ARTICLE VI

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 membership shall be the Declarant (as defined in the Declaration), and shall be entitled to three 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, 1983.

ARTICLE VII

The affairs of the Association shall be managed by a Board of five (5) initial 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 address of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Paul G. Yeonas	3812 North Oakland Street Arlington, Virginia 22207
Charles K. Brockett	828 Emerald Drive Alexandria, Virginia 22308
Jon Wimer	9326 Campbell Road Vienna, Virginia 22180
Ray Fiebig	5145 Bradfield Drive Annandale, Virginia 22003
Ron dePolo	13711 Adelphi Court Chantilly, Virginia 22021

ARTICLE VIII

The Association may be dissolved with the assent given in writing and signed by 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

The corporation shall exist perpetually.

ARTICLE X

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

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

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 7th day of March 1978.

/s/ Charles M. Radigan
Charles M. Radigan

/s/ Patrick J. Vaughan
Patrick J. Vaughan

/s/ Arthur L. Cline
Arthur L. Cline

ARTICLES OF INCORPORATION - - - Correction History

1/7/82 The principal office of the Association is located at P.O. Box 894, Vienna, Virginia 22180. (Article II)

5/13/82 William L. Matson, a resident of Virginia and a member of the Virginia State Bar, whose address is 1415 North Court House Road, Arlington, Virginia 22216 is hereby appointed the registered agent of the Association. The registered Post Office address is 1415 North Court House Road, P.O. Box 549, Arlington, Virginia 22216 in Arlington County, Virginia which is also the office of the registered agent mentioned in this Article. (Article III)

3/14/84 Richard V. W. Adams, III, a member of the Virginia State Bar, is hereby appointed registered agent for the Association. The registered Post Office address is 6862 Elm Street, Suite 400, P.O. Drawer EE, McLean, Virginia 22101, in Fairfax County, Virginia which is also the office of the registered agent. (Article III)

12/1/86 The principal office of the Association is located at P.O. Box 2269, Merrifield, Virginia 22116. (Article II)