

ARTICLES OF INCORPORATION
OF
LOFT RIDGE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 2 of Title 13.1 of the 1950 Code of Virginia, as amended, the undersigned, who is at least twenty-one (21) years of age, has this day, by execution of these Articles of Incorporation, voluntarily declared himself to be an incorporator for the purpose of forming a non-stock, non-profit corporation pursuant to the general laws of Virginia, and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is LOFT RIDGE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

REGISTERED OFFICE

The initial registered office of the Association is located at 7535 Little River Turnpike, Annandale, Virginia, which is in the County of Fairfax.

ARTICLE III

REGISTERED AGENT

John E. Cowles, who is a resident of Virginia, a Director of the Corporation, and whose business address is 7535 Little River Turnpike, Annandale, Virginia, in Fairfax County, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

POWERS AND PURPOSES

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for or assure maintenance, preservation, and architectural control of the Lots and Common Area within the Property known or to be known as LOFT RIDGE, Fairfax County, Virginia ("The Property"), including such additions thereto as may be hereafter brought within the jurisdiction of the Association, and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose, the Association shall have the power and authority to:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to "LOFT RIDGE" and recorded or to be recorded among the Land Records of Fairfax County, Virginia, and as the same may be amended from time to time as therein provided.
- (b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, including all office expenses, licenses, taxes or governmental charges levied or imposed against the property of the Association and all other expenses incident to the conduct of the business 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 incurred;

(d) 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 the real or personal property owned by the Association 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 all members who are entitled to vote.

(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, unless the Declaration or Bylaws provides otherwise.

(g) Have and exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the laws and of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE V

NO CAPITAL STOCK

This Association is not authorized to issue any capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its members. No member shall have any personal liability for the debts or obligations of the Association.

ARTICLE VI

MEMBERSHIP

The Association shall have two (2) classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Declarant (with respect to any Lot for which the Declarant holds a Class B membership,) and Class A members shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an 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 (1) vote be cast by a Class A member with respect to any Lot.

Class B: The Class B member(s) shall be the Declarant (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 a Class A membership upon the happening of any of the following events, whichever occurs earliest:

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

(ii) five (5) years from the date of recordation of the Declaration; provided, however, that if the Declarant is delayed in the improvement and development of the Property on account of a sewer, water or building permit moratorium or any other cause or event beyond the Declarant's control, then the aforesaid five (5) year period shall be extended by a period of time equal to the length of the delays, or three (3) years, whichever is less.

The members of the Association shall have no preemptive rights, as such members, to acquire any memberships of this Association that may at any time be issued by the Association except as may be specifically provided in these Articles of Incorporation or the Bylaws of the Association.

ARTICLE VII

VOTING RIGHTS

Every person or entity who is a record owner of a fee or undivided fee interest of any Lot in LOFT RIDGE, including contract sellers, shall be a member of the Association; provided that any such person or entity who or which holds such interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board initially consisting of five (5) Directors whose names and addresses are hereinafter listed. Commencing with the first annual meeting of the Association, the Board shall consist of not less than five (5) nor more than seven (7) Directors. The number of Directors shall be determined by a vote of the members at the first annual meeting of members and the number of Directors may be changed by a vote of the members at any subsequent annual or special meeting of the members; provided, however, that (a) the limitations of this Article VIII shall continue to apply; and (b) no such change shall operate to curtail or extend the term of any incumbent Director. The Directors need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to initially act in the capacity of Directors until the selections of their successors are:

John E. Cowles	7535 Little River Turnpike Annandale, Virginia 22003
Jack T. Dorsey	7535 Little River Turnpike Annandale, Virginia 22003
Frederick D. Mears	7535 Little River Turnpike Annandale, Virginia 22003
Timothy C. Bidwell	7535 Little River Turnpike Annandale, Virginia 22003
Alfred M. Yahanda	7535 Little River Turnpike Annandale, Virginia 22003

ARTICLE IX

DISSOLUTION

The Association shall exist in perpetuity unless dissolved as provided herein.

The Association may be dissolved at an Annual or Special Meeting by the vote of more than two-thirds (2/3) of the Members of each Class as provided in Section 13.1-248, Code of Virginia, 1950, as amended. Written notice of such proposed action shall be sent to all Members not less than twenty-five (25) nor more than fifty (50) days prior to a meeting called for such purpose. 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 by such a public agency, such assets shall be granted, conveyed and assigned to any non-profit association, trust or other organization to be devoted to such similar purposes in accordance with the wishes of more than two-thirds (2/3) of Members of each Class of Members.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

VA APPROVAL

As long as there is a Class B membership the following actions will require the prior approval of the Veterans Administration and the Federal Housing 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 purpose of forming this Corporation, under the laws of the State of Virginia, the undersigned, incorporator of this Association, has executed these Articles of Incorporation this _____ day of _____, 1981.

Thomas J. Colucci

STATE OF VIRGINIA

COUNTY OF ARLINGTON

On _____, 1981, before me, a Notary Public in and for the above County ad State, personally appeared Thomas J. Colucci, and acknowledged that he signed the foregoing ARTICLES of Incorporation for the purposes therein stated.

WITNESS my hand and notarial seal.

Notary Public

My Commission Expires: _____
(NOTARIAL SEAL)