

ARTICLES OF INCORPORATION  
OF  
ARMFIELD

HOMEOWNERS ASSOCIATION

In compliance with the requirements of Chapter 2 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 non-stock corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is ARMFIELD HOMEOWNERS ASSOCIATION, hereafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at 4084 University Drive, Fairfax, Virginia 22030, which is located in the City of Fairfax.

ARTICLE III

Robert J. Moye, who is a resident of Virginia, and a member of the Virginia State Bar, and whose business address is 4084 University Drive, Fairfax, Virginia 22030, is hereby appointed the initial registered agent of the 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 Armfield Estates and Armfield Farms subdivisions, 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 the 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 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, provided that any such conveyance, sale, transfer, lease or dedication of the Common Area shall not be in conflict with its designation as "open space";

4. To borrow money;

5. To build facilities upon land owned or controlled by the Association;

6. To create subsidiary corporations; and

7. 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. 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. A Mortgagee in possession of a Lot shall be

entitled to exercise the Owner's rights in the Association with regard thereto.

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 Declarant. 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 Costain Washington Inc. (the "Declarant", as defined in the Declaration of Covenants, Conditions and Restrictions), and its successors and assigns, if such successors or assigns should acquire from the Declarant more than two (2) undeveloped lots for the purpose of constructing homes thereon, and any person or entity that may dedicate, subdivide and submit to the Declaration all or a portion of the real property described in Deed Book 5460, at Page 1224, and in Deed Book 5494 at Page 598, of the land records of Fairfax County, Virginia. The Class B member shall be entitled to three (3) votes for each Lot in which it holds

the interest required for membership by Article V; provided  
that Class B membership shall cease and a Class A membership  
with one (1) vote for each lot in which it holds an interest  
shall issue on the happening of either of the following events,  
whichever occurs earlier:

1. When the total votes outstanding in the Class A member-  
ship equal the total votes outstanding in the Class B membership,  
or

2. On January 1, 1987.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a  
Board of at least three (3) Directors, as established in the  
By-Laws. The Directors need not be members of the Association.  
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:

(1) Richard Coffman  
10710 Lee Highway  
Fairfax, Virginia 22030

(2) Michael Marcellin  
10710 Lee Highway  
Suite 201  
Fairfax, Virginia 22030

(3) Michael Krauss  
10710 Lee Highway  
Suite 201  
Fairfax, Virginia 22030

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 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 one hundred fifty percent (150%) 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) of each class of the members who are voting in person or by proxy 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

The Association may, for twenty-one (21) years from the date hereof, annex additional areas and provide for maintenance, preservation and architectural control of residential 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 the members who are voting in person or by proxy. After twenty-one (21) years

annexation shall be made with the consent of all members. No such consent is required for the annexation of all or any part of 163.48 acres more or less conveyed by instruments recorded in Deed Book 5460, at Page 1224, and in Deed Book 5495, at Page 598, among the land records of Fairfax County, Virginia.

#### 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 at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy, provided that any such mortgage of the Common Area shall not be in conflict with its designation as "open space".

#### 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), of each class of the members who are voting in person or by proxy. and provided that any such dedication or transfer of the Common Area shall not be in conflict with its designation as "open space".

## 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), of each class of the members who are voting in person or by proxy. Upon dissolution of the Association, other than incident to a merger or consolidation, 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, provided that any such dedication or transfer of the Common Area shall not be in conflict with its designation as "open space".

## ARTICLE XIII

### VA - FHA 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 if either such agency has previously approved Armfield Estates and Armfield Farms subdivisions: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

## ARTICLE XIV

### DURATION

The Corporation shall exist perpetually.




ARTICLE XV

AMENDMENTS

Amendment of these Articles shall require the assent at a duly held meeting at which a quorum is present of seventy-five percent (75%) of the votes, 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 the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 18<sup>th</sup> day of November, 1980.

 (SEAL)  
ROBERT J. MOYE

 (SEAL)  
SUSAN A. FLYNN