

ARTICLES OF INCORPORATION
OF
MILLER HEIGHTS ASSOCIATION

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

I. NAME AND LOCATION

A. The name of this corporation shall be MILLER HEIGHTS ASSOCIATION, a non-profit, non-stock corporation.

B. The post office address of the initial registered office is 4101 Chain Bridge Road, Fairfax, Virginia 22030. The name of the county in which the initial registered office is located is the County of Fairfax. The name of its initial registered agent is Richard B. Chess, Jr., who is a resident of Virginia, a director of the corporation, and a member of the Virginia State Bar, and whose business address is the same as the registered office of the corporation.

II. PURPOSES AND POWERS

A. To acquire by lease, or gift, or purchase land in Fairfax County, Virginia which area not to exceed 12 acres;

B. To maintain the lands of the corporation as a private park for the benefit of the residents of Miller Heights Subdivision in Fairfax County, Virginia;

C. To lease portions of the lands of the corporation, if the Board of Directors so determines, to other non-profit corporations, all of whose members are residents of Miller Heights Subdivision, for the purpose of erecting and maintaining swimming pools, tennis courts and other recreational facilities; to own and dispose of by sale or otherwise property both real and personal; to borrow money; and to accept contributions, bequests and devises;

D. To promote the common good and welfare of the residents of Miller Heights Subdivision; and

E. In general, to have such powers and to carry on any activities necessary and convenient to the foregoing so far as these may be lawful under the laws of Virginia for a non-stock corporation and consistent with all of the provisions of these Articles of Incorporation.

III. MEMBERS

The corporation shall have one class of members, all lot owners of Miller Heights Subdivision shall be eligible for membership and membership shall be limited to owners of lots in Miller Heights Subdivision, each member shall be entitled to one vote, but no member shall be entitled to more than one membership by reason of owning more than one lot. In the event that ownership of a lot in Miller Heights Subdivision is held in more than one name the owners shall decide among themselves who shall exercise the membership vote for that lot and shall so notify the secretary of the corporation. There shall be no cumulative voting rights.

IV. DIRECTORS

There shall be three (3) directors, any change in

the number of directors shall be made by amendment to these Articles of Incorporation. The initial directors shall hold office and act as trustees of the association until all lots in Section Two, Miller Heights Subdivision have been sold, within 90 days from such time, an election shall be held by the members to elect, by majority vote, three directors to serve for a period of one year. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, there shall be no ex officio directors.

V. OPERATION AND DISSOLUTION

The association shall be operated on a non profit basis. In the event of dissolution of the association, the assets shall not be distributed to the members but shall be transferred to another organization having the same general purposes as the association. No part of the net earnings of the association shall inure to the benefit of any member or individual. No substantial part of the activities of the association shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

VI. LIABILITY

The private property of the membership of the corporation shall not be liable for the debts of the corporation.

VII. UNLIMITED DURATION

The existence of the corporation shall be unlimited in duration.

VIII. OFFICERS

A. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

B. The officers of the corporation shall be elected by the Board of Directors from its own membership.

IX. BY-LAWS, RULES AND REGULATIONS

The Board of Directors shall adopt appropriate By-laws, Rules and Regulations not inconsistent herewith for the management, organization, operation, and direction of the affairs and activities of the corporation. Alteration of the By-laws shall be by the Board of Directors subject to ratification by the membership.

X. The number of directors constituting the initial Board of Directors, is three (3). The names of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
William J. Jennings	123 Church Street Vienna, Virginia
Lawrence T. Jennings	120 W. Jefferson St. Falls Church, Virginia
Richard B. Chess, Jr.	4101 Chain Bridge Road Fairfax, Virginia

IN WITNESS WHEREOF, we have subscribed these Articles on
this the 15th day of November, 1966.

William J. Jennings
William J. Jennings

Lawrence T. Jennings
Lawrence T. Jennings

Richard B. Chess, Jr.
Richard B. Chess, Jr.

STATE OF VIRGINIA

COUNTY OF FAIRFAX, to-wit:

I, Dorothea D. Turlington, a Notary Public in and
for the County aforesaid, in the State of Virginia, whose
commission as such will expire on the 4th day of February,
1969, do hereby certify that this day personally appeared before
me in my said State and County, WILLIAM J. JENNINGS, LAWRENCE T.
JENNINGS, and RICHARD B. CHESS, JR., Directors of Miller Heights
Association, whose names as such are signed to the foregoing
and hereunto annexed Articles of Incorporation dated the 15th day
of November, 1966, and who acknowledged the same before me.

GIVEN under my hand this 21st day of December, 1966.

Dorothea D. Turlington
Notary Public

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
December 29, 1966

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

Miller Heights Association

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 Robert T. Catterall
Chairman

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 12th day of Jan. 1967 and is now returned to the State Corporation by certified mail.

Robert C. Hunt
Deputy Clerk