

ARTICLES OF INCORPORATION
OF
BARRISTERS PLACE COMMUNITY ASSOCIATION

In compliance with the requirements of Title 13.1, Chapter 10, of the 1950 Code of Virginia, as amended, the undersigned hereby associate to form a non-stock Corporation, not for profit, and to that end set forth the following:

ARTICLE I

The name of the Corporation is Barristers Place Community Association.

ARTICLE II

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed are:

To promote the interest of the owners of properties within that certain tract of property to be known as Barristers Place, located in Centerville District, Fairfax County, and Town of Vienna, Virginia, described by metes and bounds as follows:

Beginning at a point on the Northeasterly line of Lawyer's Road (Route #673), said point being a corner to Van Der Vate; thence running with the Northeasterly line of Lawyer's Road the following courses: N 59 degrees 54' 26" W, 361.51 feet; N 54 degrees 38' 24" W, 616.05 feet; N 40 degrees 14' 59" W, 202.58 feet and N 34 degrees 00' 29" W, 283.76 feet to the Southernmost corner to Sorrells; thence departing Lawyer's Road and running with the Southeasterly line of Sorrells N 36 degrees 00' 30" E, 2222.12 feet to the Southwesterly line of the Washington and Old Dominion Railroad right-of-way; thence running with the Railroad right of way S 41 degrees 05' 53" E, 1212.09 feet to a corner to Keith; thence with the Westerly lines of Keith, Heritage of Vienna, Section #2, and Van Der Vate the following courses: S 11 degrees 02' 43" W, 458.69 feet; N 33 degrees 01' 43" W 82.20 feet and S 31 degrees 10' 52" W, 1672.02 feet to the point of beginning. Containing 67.81935 acres of land:

hereinafter referred to as "The Properties", and for this purpose:

(a) To own, acquire, build, hold, improve, sell, convey, dedicate to public use, operate and maintain recreation areas, parks, playgrounds, common streets and parking areas including buildings, structures and personal property incident thereto, hereinafter referred to as "The Common Properties and Facilities";

(b) To fix, levy, collect, and enforce payment by any lawful means of charges and assessments against The Properties;

(c) To enforce any and all covenants running with the land and restrictions applicable to The Properties in any lawful manner, and to perform all of the duties and obligations of the Corporation set forth in any Deed of Dedication and Declaration of Covenants, Conditions and Restrictions recorded, or to be recorded in the Clerk's Office of the Circuit Court of Fairfax County, Virginia;

(d) To pay taxes, if any, on the common Properties and Facilities and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the properties of the Corporation;

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

(f) Insofar as permitted by law, to do any other thing that in the opinion of the Board of directors will promote the common benefit and enjoyment of the residents of The Properties.

ARTICLE III

Every person or entity who is a record owner of a fee, or undivided fee, interest of any lot included within The Properties shall be a member of the Corporation; provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Ownership of the requisite property interest shall be the sole qualification for membership. The Board of Directors shall select the membership, and upon evidence being presented to said Board by the applicant of its ownership of a Lot embraced within the aforementioned tract of ground, said applicant shall be admitted to membership.

ARTICLE IV

The Corporation shall have one class of voting membership.

Voting Members shall be all those owners as defined in ARTICLE III. Voting Members shall be entitled to one vote for each lot in which they hold the interest required for membership in ARTICLE III. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and 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 one Lot.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than nine members who shall hold office until the election of their successor or successors pursuant to the procedure enumerated in the By-laws.

ARTICLE VI

The post office address of the initial registered office of the Corporation is 3211 Jermantown Road, Suite 210, Fairfax, Virginia 22030. The name of its initial registered agent is Lawrence M. Schonberger, a member of the Virginia State Bar and a resident of Virginia whose business office address is Fagelson, Schonberger, Payne & Arthur, 3211 Jermantown Road, Suite 210, Fairfax, Virginia, located in the County of Fairfax, Virginia.

ARTICLE VII

The Corporation shall exist perpetually.

ARTICLE VIII

The Corporation may be dissolved only with the assent given in writing and signed by more than two-thirds of its members entitled to cast votes. Written notice of a proposal to dissolve setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with ARTICLE IX hereof) shall be mailed to every Member not less than ten (10) days nor more than fifty (50) days in advance of any action taken.

ARTICLE IX

Upon dissolution of the Corporation, the assets, both real and personal of the Corporation shall be dedicated to an appropriate public agency or utility to be devoted to purposes

as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of Corporation properties shall be effective to divest or diminish any right or title of any Member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE X

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit Corporations organized for the same purposes, provided that any such mergers or consolidations shall require the assenting votes cast at a duly held meeting of more than two-thirds (2/3) of the entire membership and more than two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at the meeting.

ARTICLE XI

Any mortgage by the Corporation of the Common Properties and Facilities shall have the assenting votes at a duly held meeting of more than two-thirds (2/3) of the entire membership and shall be in accordance with 13.1-899 of the Virginia Code.

ARTICLE XII

These Articles may be amended in accordance with the law, provided that the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provisions, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to the Properties namely, voting rights, membership and use of Common Properties, which are part of the property interest created thereby, provided said exemptions from amendment shall not be contrary to the laws of the State of Virginia.

ARTICLE XIII

Whereas the Corporation was originally created by charter issued by the Virginia State Corporation Commission on November 22, 1968 and regulated by a Declaration of Covenants, Conditions and Restrictions recorded among the land records of Fairfax County, Virginia, in Deed Book 3116 at Page 230;

Whereas the Corporation has recently learned that its corporate status was inadvertantly terminated by operation of law in 1979; and

Whereas the aforesaid Declaration of Covenants, Conditions and Restrictions define the Corporation as a non-stock, non-profit Virginia Corporation; it is therefore the intention of the Barristers Place Community Association Board of Directors to restore the corporate status in order to abide by the terms and conditions of the aforementioned Declaration of Covenants, Conditions and Restrictions.

ARTICLE XIV

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Charlene Wyman, President	2138 Statute Lane Vienna, Virginia 22181 703-281-7923
T. Peter Wyman, Treasurer	2138 Statute Lane Vienna, Virginia 22181 703-281-7923
Timothy Gohmann, V. President	9606 Judge Court Vienna, Virginia 22181 703-255-2297
Natalie Barrand, Secretary	9718 Counsellor Drive Vienna, Virginia 22181 703-255-3394
George Harris, Architect	9600 Judge Court Vienna, Virginia 22181 703-938-1780
June Williams, Planning Committee Chairman	2120 Sheriff Court Vienna, Virginia 22181 703-233-0140

ARTICLE XV

The name and addresses of those persons who are to act as directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Charlene Wyman, President	2138 Statute Lane Vienna, Virginia 22181 703-281-7923
T. Peter Wyman, Treasurer	2138 Statute Lane Vienna, Virginia 22181 703-281-7923
Timothy Gohmann, V. President	9606 Judge Court Vienna, Virginia 22181 703-255-2297
Natalie Barrand, Secretary	9718 Counsellor Drive Vienna, Virginia 22181 703-255-3394
George Harris, Architect	9600 Judge Court Vienna, Virginia 22181 703-938-1780
June Williams, Planning Committee Chairman	2120 Sheriff Court Vienna, Virginia 22181 703-233-0140

1989. WITNESS our hands and seals this 18th day of November,

Charlene C. Wyman (SEAL)

T. Peter Wyman (SEAL)

Timothy Gohmann (SEAL)

June B. Williams (SEAL)

George Harris (SEAL)

Natalie Barrand (SEAL)