

ARTICLES OF INCORPORATION

OF

STUART MILL WOODS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, 1950, as Amended, the undersigned, one of whom is a resident of the Commonwealth of Virginia, and all of whom are 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 the STUART MILL WOODS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at 11250 Roger Bacon Drive, Suite 1, Reston, Virginia, which is in the County of Fairfax.

ARTICLE III

Harold O. Miller, whose business address is Suite 1, 11250 Roger Bacon Drive, Reston, Virginia, (Fairfax County), is hereby appointed the initial registered agent of this Association. He is a resident of Virginia and a director of the corporation.

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 the residence lots, and to own, improve, maintain and preserve the common area within that certain tract of property described as:

BEGINNING at a point on the east side of Stuart's Mill Road, Route 669, said point being the northwest corner of the property of Dennis A. Flinn; thence departing from Flinn and running with the east side of Stuart's Mill Road, Route 669, the following courses and distances:

N.  $47^{\circ} 09' 18''$  E. 220.59'; N.  $43^{\circ} 22' 32''$  E. 55.10';  
N.  $35^{\circ} 19' 43''$  E. 60.98' ; N.  $16^{\circ} 25' 53''$  E. 43.77';  
N.  $00^{\circ} 31' 06''$  E. 50.54' ; N.  $11^{\circ} 22' 13''$  W. 81.76';  
N.  $03^{\circ} 12' 31''$  W. 53.74' ; N.  $08^{\circ} 16' 29''$  E. 51.71';  
N:  $16^{\circ} 41' 14''$  E. 180.88'; N.  $12^{\circ} 42' 55''$  E. 36.07';

to the southwest corner of the property of David J. Rochford; thence departing from Stuart's Mill Road and running with the southeast and north lines of Rochford the following courses and distances:

N.  $89^{\circ} 59' 39''$  E. 424.48'; N.  $06^{\circ} 27' 58''$  W. 201.00'; N.  $65^{\circ} 58' 22''$  W. 128.56'; N.  $84^{\circ} 37' 25''$  W. 98.35'; S.  $57^{\circ} 10' 50''$  W. 189.50' to the east line of Stuart's Mill Road; thence with the east line of Stuart's Mill Road the following courses and distances:

N.  $23^{\circ} 37' 40''$  E. 14.71' ; N.  $09^{\circ} 03' 29''$  E. 56.41'  
N.  $04^{\circ} 54' 19''$  E. 56.10' ; N.  $03^{\circ} 02' 04''$  W. 278.48',  
N.  $02^{\circ} 25' 27''$  W. 175.29'; N.  $03^{\circ} 08' 48''$  E. 66.49' ,  
N.  $12^{\circ} 10' 40''$  E. 65.75'; N.  $08^{\circ} 22' 31''$  E. 42.81' ,  
N.  $07^{\circ} 43' 21''$  E. 42.52'; N.  $16^{\circ} 51' 50''$  E. 36.05' ,  
N.  $37^{\circ} 47' 12''$  E. 36.08'; N.  $56^{\circ} 46' 37''$  E. 38.27' ,

N. 63° 33' 17" E. 147.29'; N. 63° 20' 24" E. 231.67' to the northwest corner of Lot 1, Roan Stallion Estates, thence departing from Stuart's Mill Road and running with Roan Stallion Estates, the west side of Lots 1, 2, 3, 4 and 5; S. 29° 11' 15" E. 459.46'; S. 17° 05' 49" E. 2031.74' to the southwest corner of Lot 5, said point being on the north line of the property of Jasper A. Hunt; thence departing from Lot 5 and running with the north line of Hunt S. 33° 40' 11" W. 1171.60' to the northeast corner R. Haywood Hull; thence departing from Hunt and running with the north line of Hull S. 74° 39' 14" W. 334.92' to the southeast corner of W.E. Proffitt; thence departing from the north line of Hull and running with the east line of Proffitt N. 44° 17' 35" W. 304.26' to the southeast corner of D.A. Flinn on the east line of Proffitt; thence departing from Proffitt and running with the east and north line of Flinn the following courses and distances:

N. 28° 28' 29" E. 438.51'; N. 04° 35' 39" E. 523.16'; N. 61° 18' 35" W. 730.55' to the point of beginning, containing 61.83 acres,

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article IX herein, and for this purpose:

- (a) 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", applicable to the property and 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 herein provided;
- (b) to fix, levy, collect and enforce payments 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.

8

- (c) 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;
- (d) 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
- (e) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation law of the State 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. No owner shall have more than one membership. 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.

#### 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 Class B members. 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 members shall be Anmar Development Company, Inc., a Maryland corporation, or its successors and assigns, if such successors and assigns should acquire more than one undeveloped lot in the above described premises for the purpose of development. The Class B members shall be entitled to three (3) votes for each lot in which they hold the interest required for membership by Article V, provided that the Class B membership shall cease and be converted to Class A membership on the happening of the following event -

when the total votes outstanding  
in the Class A membership equal the  
total votes outstanding in the Class B  
membership.

#### 9

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, the number of members of which shall be fixed by the by-laws, and who need not be members of the Association. The number of directors may be changed by amendment of the by-laws of the Association to not less than three. The names and addresses of the persons who are to constitute the initial board of three directors are:

Robert N. Alfandre

P.O. Box 1039  
Rockville, Maryland 20850

Carroll Sledz

P.O. Box 1039  
Rockville, Maryland 20850

Harold O. Miller

Suite 1, 11250 Roger Bacon Drive  
Reston, Virginia 22090

#### ARTICLE VIII

##### LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$2,000.00, while there is a Class B membership, and thereafter shall not exceed 150 per cent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assenting votes of more than two-thirds (2/3) of each class of membership at a duly held meeting.

## ARTICLE IX

### ANNEXATION OF ADDITIONAL PROPERTIES

Annexation of additional property shall require the assent of more than two-thirds (2/3) of the Class A members and more than two-thirds (2/3) of the Class B members, if any, in attendance at a meeting duly called for this purpose, written notice of which shall be sent to all members not less than ten (10) days nor more than fifty (50) days in advance of the meeting setting forth the purpose of the meeting.

## ARTICLE X

### MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purpose, provided that any such merger or consolidation shall require the assenting votes of more than two-thirds (2/3) of the entire Class A membership and of more than two-thirds (2/3) of the entire Class B membership, if any, cast at a duly held meeting, and more than two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at the meeting.

## 10

## ARTICLE XI

### AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assenting votes of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the entire Class B membership, if any, (at a duly held meeting), 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 XII

### AUTHORITY TO DEDICATE

The Association shall have power to 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 it has been approved at a duly held meeting by the assenting votes (of members entitled to cast) of more than two-thirds (2/3) of the votes of the entire Class A membership and more than two-thirds (2/3) of the entire Class B membership, if any, 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 XIII

### DISSOLUTION

The Association may be dissolved with the assenting votes at a duly held meeting of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the entire Class B membership, if any, and more than two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at the meeting. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be

devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization 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.

ARTICLE XIV

DURATION

The corporation shall exist perpetually.

11

ARTICLE XV

MEETING FOR ACTIONS GOVERNED BY ARTICLES VIII AND X THROUGH XIII

In order to take action under Articles VIII and X through XIII, there must be a duly held meeting. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above and the required quorum at such subsequent meeting. Subsequent meeting shall be held within Sixty (60) days following the preceding meeting.

ARTICLE XVI

AMENDMENTS

Amendment of these Articles shall require the affirmative vote of more than two-thirds (2/3) vote of the membership in attendance at a meeting duly called for this purpose.

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 11<sup>th</sup> day of August, 1977.

HAROLD. O. MILLER

MAGDALENA LIGHTNER

DIANE HAINGE

STATE OF VIRGINIA:  
COUNTY OF FAIRFAX, to-wit:

Personally this day appeared before me, the undersigned Notary Public in and for the State and County aforesaid, HAROLD O. MILLER, MAGDALENA LIGHTNER and DIANE HAINGE, whose names are signed to the foregoing Articles of Incorporation, and acknowledged the same.

GIVEN under my hand this 11<sup>th</sup> day of August, 1977.

Notary Public

My commission expires: 4/9/79