

---

## **ARTICLES OF INCORPORATION**

### **OF**

## **HERITAGE SQUARE HOMES ASSOCIATION**

Pursuant to the Commonwealth of Virginia Nonstock Corporation Act, Title 13.1, Chapter 10, Section 13.1-801, *et seq.*, CODE OF VIRGINIA (1950, as amended), the undersigned, all of whom are residents of Virginia and all of whom are of full age, hereby form a non-stock corporation and adopt the following Articles of Incorporation for such Corporation:

### **ARTICLE I NAME**

The name of the Corporation is HERITAGE SQUARE HOMES ASSOCIATION, hereinafter called the "Association."

### **ARTICLE II REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Office of the Association shall be located in Fairfax City at 9990 Lee Highway, Suite 200, Fairfax, Virginia 22310-1720. Brendan P. Bunn, Esquire, a member of the Virginia State Bar and resident of Virginia, shall be the Registered Agent for the Association.

### **ARTICLE III PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, and is the same entity as, or the successor-in-interest to, the Association set forth in and governed by the Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and 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, and holding title to the Common Area described therein. The specific purposes for

\_\_\_\_\_

which the Association is formed are to provide for the maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described as:

**HERITAGE SQUARE** Subdivision, as duly dedicated, platted and recorded among the Land Records of Fairfax County, Virginia,

and to promote the health, safety and welfare of the residents within the above described property and any addition thereto as may hereafter brought within the jurisdiction of this Association for this purpose to:

a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length;

b) 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;

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 of the Association;

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 its real or personal property 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 approved by more than two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes of 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;

g) perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Virginia Property Owners' Association Act, Title 55, Chapter 26, Section 55-508 *et seq.* of the CODE OF VIRGINIA, 1950, (hereinafter referred to as the "Act") and the Declaration and Bylaws of the Association; and

h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonstock Act by law may now or hereafter have or exercise, and the enumeration of any powers herein shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

#### **ARTICLE IV MEMBERSHIP**

The Association shall be a nonstock membership corporation without certificates or shares of stock. Every person or entity who is the recorded owner of a fee or an 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.

#### **ARTICLE V VOTING RIGHTS**

Members shall be all Owners and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such a 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. Each member of the Association shall have the right to vote at any regular or special meeting of the membership, subject to the limitations contained in the Declaration and the Bylaws of the Association.

#### **ARTICLE VI BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a board of no more than seven (7) Directors, who need not be members of the Association, who serve for three-year terms. The number of directors may be changed by amendment of the By-Laws of the Association. The names and dates of term expiration of the persons serving in the capacity of directors are:

John Morrissey	7/1/05
James Enos-Edu	7/15/04
Michael Zak	7/15/05
Michael Hoover	7/15/06
John Green	7/15/04

Subsequent Directors shall be elected by the members of the Association in accordance with the Association's Bylaws.

#### **ARTICLE VII DISSOLUTION**

The Association may be dissolved with the assent of more than two-thirds (2/3) of the members. 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, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

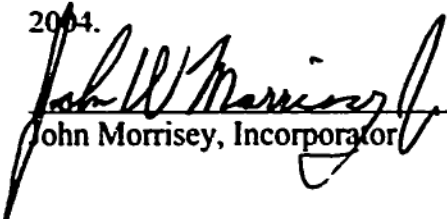
#### **ARTICLE VIII DURATION**

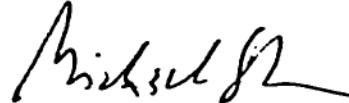
The Corporation shall exist perpetually.

#### **ARTICLE IX AMENDMENTS**

Amendment of these Articles shall require the assent of two-thirds (2/3) of the members, except for the registered office and registered agent (Article II) which may be changed by a majority vote of the Board of Directors.

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 July, 2004.

  
John Morrissey, Incorporator

  
~~John S. Zar~~, Incorporator  
MICHAEL S. ZAR