

ARTICLES OF INCORPORATION
OF
HIDDENBROOK HOMES ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, the undersigned, three of whom are residents of the Commonwealth of Virginia, and 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 HIDDENBROOK HOMES ASSOCIATION, hereafter called the "Association."

ARTICLE II

The initial registered office of the Association is located at 10409 Main Street, in the City of Fairfax, Virginia.

ARTICLE III

John T. Hazel, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and a Director of the Corporation, and whose business address is P. O. Box 547, 10409 Main Street, Fairfax, Virginia 22030, is hereby appointed the initial registered agent of this 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 Common Area as may be acquired by the Association within Centreville District, 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 this 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 from time to time 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;

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

5. 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. 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 the Class B member. 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 Hiddenbrook Venture which shall be entitled to four (4) votes for each lot in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and a Class A membership with one (1) vote for each lot in which it holds an interest shall be issued on the happening of either of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal twice the total votes outstanding in the Class B membership, provided there are at least three hundred (300) Class A memberships outstanding;
2. on January 1, 1978.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association and such number can be changed only by amendment of the Articles of Incorporation. 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:

<u>Name</u>	<u>Address</u>
David H. Miller	7607 Shadywood Road Bethesda, Maryland 20034
Gordon V. Smith	7621 Carteret Road Bethesda, Maryland 20034

Otis D. Coston, Jr.

7104 Benjamin Street
McLean, Virginia 22101

Alvin D. Hall

4301 Gifford Pinchot Drive
Annandale, Virginia 22003

John T. Hazel, Jr.

5117 Brookridge Place
Fairfax, Virginia 22030

At the first annual meeting the members shall elect one director for a term of one year, two directors for a term of two years and two directors 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 \$5,000 while there is a Class B membership (except with express written consent of the Class B member), and thereafter shall not exceed 150 percent 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 the votes, in person or by proxy, entitled to be cast by the entire membership, 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

Section 1. The Association may, at any time, annex additional areas and provide for maintenance, preservation and architectural control of residence lots, and so add to its membership under the provisions of Article V, provided that any such annexation may be authorized at a duly held meeting at which

a quorum is present by the assent of two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the entire membership.

Section 2. If within six (6) years of the date of incorporation of this Association, the Class B member should develop additional lands within Fairfax County, such additional lands may be annexed to said Properties without the assent of the Class A members.

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 two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the entire membership.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have the power to dedicate, sell

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.

ARTICLE XIII

DURATION

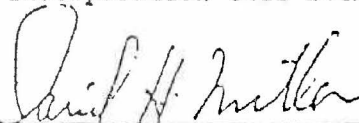
The Corporation shall exist perpetually.

ARTICLE XIV

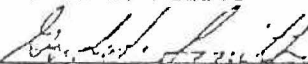
AMENDMENTS

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.

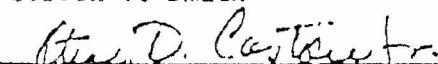
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the Commonwealth of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 24th day of May, 1972.



David H. Miller



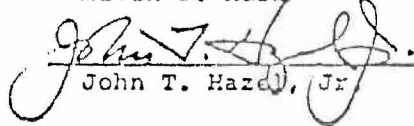
Gordon V. Smith



Otis D. Coston, Jr.



Alvin D. Hall



John T. Hazen, Jr.

STATE OF VIRGINIA,

COUNTY OF FAIRFAX, to-wit:

I, M. Charlotte Garner, a Notary Public in and for the State and County aforesaid, whose commission as such will expire on the 11th day of October, 1974, do hereby certify that this day

HAZEN,
BICKHORN & HANES
Attorneys at Law
P. O. Box 147
Fairfax, Virginia 22030

- 7 -

personally appeared before me in my said State and County
DAVID H. MILLER, GORDON V. SMITH, OTIS D. COSTON, JR., ALVIN D.
HALL and JOHN T. HAZEL, JR., whose names are signed to the fore-
going and hereunto annexed Articles of Incorporation of HIDDEN-
BROOK HOMES ASSOCIATION, dated the 24th day of May, 1972, and
who each then and there acknowledged the same before me.

GIVEN under my hand and notarial seal this 24th day of May,
1972.

M. Charleston Garner
Notary Public