

ARTICLES OF INCORPORATION
OF
HERITAGE SQUARE HOMES ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the 1950 Code of Virginia, the undersigned, all of whom are residents of Virginia and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

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

ARTICLE II

The initial registered office of the Association is located at Suite 505, The Executive Building, Springfield, Virginia in Fairfax County.

ARTICLE III

B. MARK FRIED, whose address is Suite 505, The Executive Building, Springfield, Virginia, is hereby appointed the initial registered agent of this Association. He is a resident of Virginia and a member of the Virginia State Bar.

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 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 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 therein provided, 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) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE V: MEMBERSHIP

Every person or entity 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. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE VI: VOTING RIGHTS

The Association shall have two classes of membership:

Class A. Class A members shall be all owners with the exception of the Declarant 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.

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier;

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on September 1, 1976.

ARTICLE VII: BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Samuel N. Klewans, 6011 Merryvale Ct., Springfield, VA

Frederick R. Taylor, 9551 Cherry Oak Ct., Burke, VA

Donna K. Graybill, 603 S. Overlook Dr., Alexandria, VA

Jack H. Brickell, 6818 Palamino St., Springfield, VA

Betty Plumadore, 6816 Hopewell Ave., Springfield, VA

Robert A. Lawrence, 6111 Greenlawn Ct., Springfield, VA

Emma Dean Burris, 3811 Ridge Road, Annandale, VA

William B. Ingersoll, 6056 Haverhill Ct., Springfield, VA

Gary A. Koehmstedt, 4803 W. Braddock Rd., Alexandria, VA

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; at each annual meeting thereafter the members shall elect directors for terms of three years.

ARTICLE VII: DISSOLUTION

The Association may be dissolved with the assent of more than two-thirds (2/3) of each class of 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 IX: DURATION

The Corporation shall exist perpetually.

ARTICLE X: AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI: FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of the Common Area, dedication of the Common Area, dissolution and amendment of these Articles.

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 28th day of June, 1972.

Signature: Samuel N. Klewans

Signature: Robert A. Lawrence

Signature: Frederick R. Taylor

Signature: Emma Dean Burris

Signature: Donna K. Graybill

Signature: William B. Ingersoll

Signature: Jack H. Brickell

Signature: Gary A. Koehmstedt

Signature: Betty Plumadore