

ARTICLES OF INCORPORATION
OF
HAYFIELD VIEW HOMEOWNERS ASSOCIATION

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

(1) NAME: The name of the corporation is Hayfield View Homeowners Association, Inc.

(2) PURPOSE AND POWERS: This corporation 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 residence lots and common areas within that certain tract of property located in Fairfax County, Virginia, consisting of 45.05172 acres of land to be dedicated as Hayfield View and being more particularly described by metes and bounds as follows:

Beginning at the point where easterly right of way line of Old Telegraph Road, Route 634, intersects the northerly right of way line of Hayfield Road, Route 635; thence running with the said line of Old Telegraph Road on the following courses and distances: N. 26° 43' 06" E. 200.76 feet to a point; thence running N. 32° 32' 42" E. 191.13 feet to a point; thence running N. 48° 02' 52" E. 130.26 feet to a point; thence running N. 56° 30' 47" E. 468.32 feet to a point; thence running N. 48° 00' 01" E. 194.96 feet to a point; thence running N. 43° 23' 57" E. 270.00 feet to a point; thence running N. 50° 50' 38" E. 250.22 feet to a point; thence running N. 36° 33' 57" E. 318.79 feet to a point marking a corner of the property of R.M. Small, Trustee; thence departing from the said line of Old Telegraph Road and running with the said line of R.M. Small, Trustee. S. 44° 08' 36" E. 839.74 feet to a point in the westerly right of way line of (New) Telegraph Road, Route 611; thence departing from the said property of R.M. Small, Trustee, and running with the said line of Telegraph Road on the following courses and distances: S. 30° 37' 58" W. 169.82 feet to the P.C. of a curve to the left; thence running 222.74 feet along the arc of said curve which has a radius of 602.96 feet and a chord which bears S. 20° 03' 00" W. 221.47 feet to a point; thence running S. 9° 28' 02" W. 95.30 feet to the P.C. of a curve to the right; thence running 450.36 feet along the arc of said curve which has a radius of 1402.39 feet and a chord which bears S. 18° 40' 02" W. 448.43 feet to a point; thence running S. 27° 52' 02" W. 328.75 feet to point; thence departing from the said line of Telegraph Road and running through the property of Wills and Van Metre Inc. on the following courses and distances: N. 62° 07' 58" W. 456.92 feet to a point; thence running S. 75° 59' 31" W. 436.25 feet to the P.C. of a curve to the right; thence running 285.00 feet along the arc of

said curve which has a radius of 580.00 feet and a chord which bears S. 25° 40' 33" W. 282.14 feet to a point; thence running S. 39° 45' 10" W. 50.00 feet to a point in the aforementioned northerly right of way line of Hayfield Road; thence running with the said line of Hayfield Road on the following courses and distances: N. 50° 14' 50" W. 356.50 feet to a point; thence running N. 39° 45' 03" W. 386.18 feet to the point of beginning. Containing 45.05172 acres of land.

and which is the property to be subject to the Declaration of Covenants, Conditions and Restrictions referred to in subparagraph (c) below.

(a) To take title to and hold, maintain, improve and beautify, without profit to itself, and for the use in common with all the members of this corporation or their families, guests and invitees, such common-areas within aforesaid property as may be from time to time conveyed to it in fee simple or by deed of easement; to enforce the covenants, restrictions, easements, reservations, servitudes, profits, licenses, conditions, agreements and liens provided in the Declaration of Covenants, Conditions and Restrictions, as may be from time to time recorded among the land records of Fairfax County, Virginia, in connection with said property;

(b) To do any and all lawful things and acts that the corporation may from time to time, in its discretion, deem to be for the benefit of the aforesaid property and the owners and inhabitants thereof, or deemed advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of the owners and inhabitants thereof.

(c) To exercise all the powers and privileges and to perform all the duties and obligations of the corporation as set forth in the aforesaid Declaration of Covenants, Conditions and Restrictions applicable to said property.

(d) To fix, assess, levy, collect, enforce payment by

any lawful means, and disburse all charges or assessments created under and pursuant to the terms of aforesaid Declaration of Covenants, Conditions and Restrictions.

(e) To acquire by gift, purchase or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate or otherwise dispose of real or personal property in connection with the affairs of the corporation.

(f) To borrow money, pledge, mortgage, deed in trust, hypothecate any or all of its real or personal property as security for money borrowed or debts incurred. *with the consent of 2/3 of a class of membership*

(g) To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 2 of Title 13.1 of the Code of Virginia by law may now or hereafter have or exercise.

(3) INTERNAL AFFAIRS: Provisions for the internal affairs of the corporation are:

a. The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the corporation shall be distributed, upon dissolution or otherwise, to any individual or members of the corporation. The corporation shall not pay compensation to its members, directors or officers in their capacity as such, but the fact that a person is a member, director or officer shall not disqualify that person from receiving compensation for the services actually rendered to the corporation at its request.

b. The following shall be members of the corporation.

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 corporation including contract sellers, shall be members of the corporation. 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 for each lot owned. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Corporation. Ownership of such lot shall be the sole qualification for membership.

c. Voting rights: The corporation shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in paragraph (3) b with the exception of Wills & Van Metre, Inc. its successors or assigns. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot may 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 members shall be Wills & Van Metre, Inc. or its successors or assigns. The Class B member shall be entitled to three (3) votes for each lot in which it holds the interest required for membership; provided, however, that Class B membership shall cease and be converted to Class A on the happening of either of the following events, whichever occurs first:

- (1) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (2) January 1, 1989, or

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(3) In the event of annexation of additional properties, Class B membership shall be revived with respect to those lots contained in the annexed property; provided, however, that this Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

(1) When the total votes outstanding in the Class A membership in the annexed property equals the total votes outstanding in the Class B membership in such annexed property, or

(ii) Four (4) years from the date of recordation of the Deed of Dedication for such annexed property.

d. Only members of the corporation shall have the right to vote for the election of directors at the annual meeting of the corporation called for that purpose.

(4) DIRECTORS: The management of the affairs of the corporation shall be vested in the directors. Only members of the corporation, and designees of Wills & Van Metre, Inc., or its successors and assigns, while it holds Class B membership in the corporation shall be eligible to act as directors of the corporation. Except for the number of the initial Board of Directors, the number of subsequent ^{permanent} Board of Directors shall be ^{no less than 5} ~~fixed by the By-Laws of the corporation~~. The first election of directors by the members of the corporation shall be held at the annual meeting of the members in Fairfax, Virginia. The directors elected by the members at the first election of directors and thereafter shall be elected for a term of three (3) years and until their respective successors are elected. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director, and if not so previously filled, shall be filled at the next succeeding meeting

of members of the corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

(5) REGISTERED OFFICE: The post office address of the initial registered office of the corporation is 4015 Chain Bridge Road, Fairfax, Virginia 22030, in the City of Fairfax. The name of the corporation's initial registered agent is John H. Aylor, who is a resident of the State of Virginia, a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation.

(6) INITIAL BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors is three who shall serve until the annual meeting of the members of the corporation in 1979. The names and addresses of the persons who are to serve as the initial directors are as follows:

NAME

Albert G. Van Metre	7429 Vernon Square Dr., Alexandria, VA
J. Eugene Wills	7429 Vernon Square Dr., Alexandria, VA
Edward G. Fuehrer	7429 Vernon Square Dr., Alexandria, VA

(7) LIABILITIES: The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed one hundred fifty per cent (150%) of the annual assessment of the members while there is Class B membership, and thereafter shall not exceed one hundred fifty per cent (150%) of the corporation's income for the previous fiscal year, provided that additional amounts may be authorized by the assent of three-fourths (3/4) of the membership.

(8) AUTHORITY TO MORTGAGE: Any mortgage by the corporation of the Common Area conveyed to it in fee simple or by deed of easement for homeowner association purposes shall have the assent of more than three-fourths (3/4) of the entire Class A membership, and more than three-fourths (3/4) of the Class B membership, if any.

(9) AUTHORITY TO DEDICATE: The corporation shall have the power to dedicate, sell or transfer all or any part of such area so conveyed to it for community association purposes 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 approved by members entitled to cast more than three-fourths $\frac{3}{4}$ of the votes of the entire Class A membership and more than three-fourths $\frac{3}{4}$ of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

(10) DISSOLUTION: The corporation may be dissolved with the consent of more than three-fourths $(\frac{3}{4})$ of the entire Class A membership and more than three-fourths $(\frac{3}{4})$ of the entire Class B membership, if any. Upon dissolution of the corporation, the assets, both real and personal, of the corporation 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 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 and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by this corporation.

(11) MERGERS AND CONSOLIDATIONS: 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 merger or consolidation shall have the assent of more than three-fourths $(\frac{3}{4})$ of the entire Class A membership and more than three-fourths $(\frac{3}{4})$ of the Class B membership, if any.

(12) AMENDMENTS: Amendment of these Articles shall require the assent of more than three-fourths $(\frac{3}{4})$ of the entire Class A membership and more than three-fourths $(\frac{3}{4})$ of the Class B membership, if any, at a meeting of members duly called for that purpose.

(13) FHA/VA APPROVAL: As long as there is a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, should these agencies be involved herein: annexation of additional properties, mergers and consolidations, mortgaging of Common Area designated for homeowner association purposes, dedication of such area, dissolution of the corporation 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 23rd day of MARCH, 1979

John H. Aylor
JOHN H. AYLOR

Walter H. Lockowandt
WALTER H. LOCKOWANDT

C. Stephen Kaplan
C. STEPHEN KAPLAN

4015 Chain Bridge Road
Fairfax, Virginia 22030

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~~Fairfax, Virginia-22030~~

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~~Fairfax, Virginia-22030~~

STATE OF VIRGINIA

COUNTY OF FAIRFAX, to-wit:

The foregoing instrument was acknowledged before me this _____ day of _____, 19____, by John H. Aylor, Walter H. Lockowandt, and C. Stephen Kaplan, whose names are signed to the foregoing Articles of Incorporation as the Incorporators.
My Commission expires: _____

Notary Public