

ARTICLES OF INCORPORATION
OF
PINEWOOD LAKE HOMEOWNERS ASSOCIATION (PLHA)

This is to certify that we, the undersigned, do hereby associate ourselves to establish a Virginia nonstock corporation in and by virtue of the provisions of the Virginia nonstock corporation act, Chapter 2, Title 13.1, Code of Virginia 1950 and acts amendatory thereof, for the purposes of and in the corporate name hereinafter named and to that end, we do by these Articles of Incorporation set forth as follows, to wit:

ARTICLE I

The name of the corporation shall be Pinewood Lake Homeowners Association, hereafter called the "Association."

ARTICLE II

The name of the initial registered agent for the corporation shall be Max Ratner, a resident of Virginia and a member of the Virginia State Bar and whose business office is the same as the registered office herein, the address of the initial registered office of the corporation shall be 716-718 Jefferson Street, Alexandria, Virginia which is in the City of Alexandria.

ARTICLE III

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 Common Areas within those certain tracts of property described as:

Pinewood Lake Subdivision as the same is
now or shall be 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 additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation as provided in Article VIII herein, and for this purpose to:

ARTICLES OF INCORPORATION, Continued.

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in those certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declarations," applicable to the property and recorded or to be recorded among the land records of Fairfax County, Virginia, and as the same may be amended from time to time as therein provided;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; 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, 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) 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 IV 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 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.

ARTICLES OF INCORPORATION, Continued.

ARTICLE V
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 IV with the exception of the Declarant, the owner of that part of the realty dedicated to the Association not owned by Class A members. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article IV. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lots 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 the Declarant (as defined above). The Class B members shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article III, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever comes earlier:

- (a) When the total votes outstanding for Class A membership equals or exceeds the total authorized votes in the Class B membership, or
- (b) on December 31, 1970.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The number of directors shall be fixed in the By-Laws of the Association and in the absence of a by-law fixing the number, the number shall be nine (9).

At the first annual meeting, the members shall elect three (3) directors to be elected for a term of one year, three (3) directors for a term of two years, and three (3) directors for a term of three years; and at each annual meeting thereafter, the members shall elect three directors for a term of three years each.

ARTICLES OF INCORPORATION, Continued.

ARTICLE VII LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which the directors may subject the Association at anyone time shall not exceed \$20,000.00 while there is a Class B membership, and thereafter shall not exceed one hundred fifty (150) percent of its net income for the previous fiscal year, provided that in either circumstance additional amounts may be authorized by the assent of the membership authorized to vote two-thirds of the total authorized votes of the membership.

ARTICLE VIII ANNEXATION OF ADDITIONAL PROPERTIES

Section 1. The Association may, at any time, annex additional residential properties and common areas to the Properties described in Article III, and so add to its membership under the provisions of Article IV, provided that any such annexation shall have the assent of the membership authorized to vote two-thirds of the total authorized votes of the Class A membership and two-thirds of the authorized votes of the Class B membership, if any.

Section 2. If within seven (7) years of the date of incorporation of this Association, the Declarant should develop additional lands within the area described in the Fairfax County Real Property Maps 101-1 and 101-3 such additional lands may be annexed to said Properties without the assent of the Class A members; provided however, that the development of the additional lands described in this section shall be in accordance with a general plan submitted to the Federal Housing Administration and the Veterans Administration with the processing papers for the first section. Detailed plans for the development of additional lands must be submitted to the Federal Housing Commission and the Veterans Administration prior to such development. If either the Federal Housing Administration or the Veterans Administration determines that such detailed plans are not in accordance with the general plan on file and such agency or agencies so advise the Association and the Declarant, the development of the additional lands must have the assent of the membership authorized to vote two-thirds of the total authorized votes of the Class A members voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be sent to all members not less than ten days nor more than fifty days in advance of the meeting setting forth the purpose of the meeting.

ARTICLES OF INCORPORATION, Continued.

At this meeting the presence of members or of proxies entitled to cast sixty (60) percent of all of the votes of the Class A membership shall constitute a quorum. 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 any subsequent meeting shall be one-half ($\frac{1}{2}$) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. But in no event shall a quorum be less than one-tenth ($\frac{1}{10}$) of the votes entitled to be cast by Class A members.

ARTICLE IX MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purpose, provided that any such merger or consolidation shall have the assent of more than two-thirds of all votes entitled to be cast by the entire Class A membership and two-thirds of all votes entitled to be cast by the Class B membership, if any.

ARTICLE X AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of more than two-thirds of all votes entitled to be cast by the entire Class A membership and more than two-thirds of all votes entitled to be cast by the Class B membership, if any.

ARTICLE XI AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell, 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 without the affirmative vote of more than two-thirds entitled to be cast by the entire Class A membership and two thirds of the entire Class B membership, if any.

ARTICLES OF INCORPORATION, Continued.

ARTICLE XII
DISSOLUTION

The Association may be dissolved at a duly held meeting as provided in Section 13.1-248 of the Code of Virginia. 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 non-profit corporation, association, trust or other organization to be devoted to the purposes and uses than 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
MEETINGS FOR ACTIONS GOVERNED BY
ARTICLES VI THROUGH XII AND XV

In order to take action under Articles VI through XII and XV, there must be a duly held meeting. Written notice setting forth the purpose the meeting shall be given to all members not less than ten days nor more than fifty days in advance of the meeting, except for meetings to act on amendments of the Articles of Incorporation, or plans of merger or consolidations or to mortgage, dedicate, sell, transfer or otherwise dispose of all or substantially all of the Common Area of the Association, for which the notice must be given not less than twenty-five days, nor more than fifty days before the meeting. The presence of members or of proxies entitled to cast sixty percent of the votes of each class of membership shall constitute a quorum, except for Article VIII, Section 2, where the quorum requirement is specifically set forth. 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 shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty days following the preceding meeting. But in no event shall a quorum be less than one-tenth of the votes entitled to be cast by all of the members.

ARTICLES OF INCORPORATION, Continued.

ARTICLE XV
AMENDMENTS

Amendment of these Articles shall require the assent of members entitled to cast seventy-five (75) percent of all votes entitled to be cast by the entire membership.

ARTICLE XVI

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: annexation of additional properties, mergers or consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.