

Articles of Incorporation

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 CABELL'S MILL COMMUNITY ASSOCIATION.
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 residents lots and common areas within that certain tract of property located in Fairfax County, Virginia, containing approximately 123.38225 acres, as more particularly described in the Deed recorded in Deed Books 5124 at page 194, located among the land records of Fairfax County, Virginia, and any additions thereto as may hereafter be brought within the jurisdiction of this Association.
 - (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 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, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (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 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.

- (a) Voting rights: The corporation shall have two classes of voting membership:
 - i. Class A. Class A members shall be all those owners as defined in paragraph 3(b) with the exception of the Class B members. 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.
 - ii. Class B. Class B member shall be RICHMARR CONSTRUCTION CORPORATION, a Virginia limited partnership, 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) December 31, 1985 , or

(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:

- (i) When the total votes outstanding in the Class A membership in this annexed property equal 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.

(4) 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.

2. **DIRECTORS:** The management of the affairs of the corporation shall be vested in the directors. Only members of the corporation, and designees of Richmarr Construction Corporation 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 fro the number of the initial Board of Directors, the number of Directors of subsequent Boards of Directors shall be determined by the Members of the Association in accordance with 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 . At the first annual meeting of the members, the Board of Directors shall be divided into three (3) classes of membership, as near equal in number as possible, with the term of office of one class expiring each year, and directors of the first class shall be elected for three (3) years; directors of the second class shall be elected for two (2) years; and directors of the third class shall be elected for one (1) year. Thereafter, at each annual meeting of the members, the successors to the class of directors, whose terms shall then expire, shall be elected for a term of three (3) years. Any vacancy occurring in that 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.
3. **REGISTERED OFFICE:** The post office address of the initial registered office of the corporation is 9401 Lee Highway, Suite 403 , Fairfax , Virginia , in the County of Fairfax . The name of the corporations initial registered agent is Russell S. Rosenberger, Jr., 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.

4. **INITIAL BOARD OF DIRECTORS:** The number of directors constituting the initial Board of Directors is three (3) who shall serve until the annual meeting of the members of the corporation in 1981. The names and addresses of the persons who are to serve as the initial directors are as follows:
 2. NAME
 3. ADDRESS
 4. Richard A. Kirstein
 5. 1100-17th Street, N.W.
Washington , D.C.
 6. Marvin L. Kay
 7. 1100-17th Street, N.W.
Washington , D.C.
 8. Leonard I. Abel
 9. 1100-17th Street, N. W.
Washington , D.C.
5. **LIABILITES:** The highest amount of indebtedness or liability, direct or direct or contingent, to which this corporation may be subject at any one time shall not exceed one-hundred-fifty percent (150%) of the annual assessment of the members while there is Class B membership, and thereafter shall not exceed one-hundred-fifty percent (150%) of the corporation's income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.
6. **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 two-thirds (2/3) of the entire Class A membership, and more than two-thirds (2/3) of the Class B membership, if any.
7. **AUHORITY 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 purpose 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 two-thirds (2/3) of the votes of the entire Class A membership and more than two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.
8. **DISSOLUTION:** The corporation may be dissolved with the consent of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) 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 the 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.

9. **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 two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the Class B membership, if any.
10. **AMENDMENTS:** Amendment of these Articles shall require the assent of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the Class B membership, if any, at a meeting of members duly called for that purpose.
11. **FHA/VA APPROVAL:** As long as there is a Class B membership the following actions will require the 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, dedication of such area, dissolution of the corporation and amendment to these Articles.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the Commonwealth of Virginia, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this ___ day of _____, 1981.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND ,

September 30, 1981

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Cabell's Mill Community Association

And the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this **CERTIFICATE OF INCORPORATION**

Be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, Fairfax County

STATE CORPORATION COMMISSION

By _____