

ARTICLES OF INCORPORATION
OF
FOREST RIDGE HOMEOWNERS ASSOCIATION

In compliance with the requirement of Chapter 2 of Title 13.1 of the Code of Virginia, the undersigned, all of whom are residents of the State 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 FOREST RIDGE HOMEOWNERS ASSOCIATION, hereafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at 8320 Old Courthouse Road, Vienna, Virginia 22180, in Fairfax County.

ARTICLE III

Robert J. Bradley, Jr., who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is 8320 Old Courthouse Road, Vienna, Virginia 22180, 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 the residence Lots and Common Area within that certain tract of property described as:

Section One (1), FOREST RIDGE, as the same appears duly dedicated, platted and recorded in Deed Book 667 at Page 529 among the land records of Loudoun 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 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 Loudoun 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 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;

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(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 signed by more than two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidation with other nonprofit corporations organized for the same purposes or 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; provided further that, if within seven (7) years of the date of the Declaration the Declarant (as defined in the Declaration) should develop additional lands within Fairfax and Loudoun Counties, such additional lands may be annexed without the assent of the Class A 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 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. 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 Owners with the exception of the Declarant (as defined in the Declaration) 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 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(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) at the expiration of three (3) years from the date of the Declaration, provided that if a Supplemental Declaration is filed annexing additional land to the Properties pursuant to Article IV of the Declaration at any time or times prior to the expiration of said three (3) year period (as the same may have been extended by the filing of one Supplemental Declaration), such period shall be extended each such time until the expiration of three (3) years from the date of filing of the last such Supplemental Declaration.

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. 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 the initial Board of Directors until the selection of their successors are:

Joseph Toscano	410 Pine Street Vienna, Virginia 22180
Thomas Humphries	410 Pine Street Vienna, Virginia 22180
Robert J. Bradley, Jr.	11801 Stuart Mill Road Oakton, Virginia 22124
Dwight Schar	7391 Hallcrest Drive McLean, Virginia 22101
Richard M. Patrick	10395 Adel Road Oakton, Virginia 22101

At the first annual meeting the members shall elect one class of directors for a term of one year, one class of directors for a term of two years and one class of 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 of liability which this Association may incur at any one time 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

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by 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, 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. 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 X

DURATION

The Corporation shall exist perpetually.

ARTICLE XI

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.

ARTICLE XII

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

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 27th day of February, 1978.

Joseph Toscano
Joseph Toscano

Thomas Humphries
Thomas Humphries

Robert J. Bradley, Jr.
Robert J. Bradley, Jr.

Dwight Ghar
Dwight Ghar

Richard M. Patrick
Richard M. Patrick

STATE OF VIRGINIA
COUNTY OF FAIRFAX, to-wit:

I, the undersigned Notary Public, in and for the State and County aforesaid, whose commission as such will expire on the 12th day of November, 1980, do hereby certify that this day personally appeared before me in my said State and County JOSEPH TOSCANO whose name is signed to the foregoing and hereunto annexed Articles of Incorporation of FOREST RIDGE HOMEOWNERS ASSOCIATION, dated the 27th day of February, 1978, and who then and there acknowledged the same before me.

GIVEN under my hand and notarial seal this 27th day of February, 1978.



E. C. Spivey
Notary Public

STATE OF VIRGINIA
COUNTY OF FAIRFAX, to-wit:

I, the undersigned Notary Public, in and for the State and County aforesaid, whose commission as such will expire on the 12th day of November, 1980, do hereby certify that this day personally appeared before me in my said State and County THOMAS HUMPHRIES whose name is signed to the foregoing and hereunto annexed Articles of Incorporation of FOREST RIDGE HOMEOWNERS ASSOCIATION, dated the 27th day of February, 1980, and who then and there acknowledged the same before me.

GIVEN under my hand and notarial seal this 27th day of February, 1978.



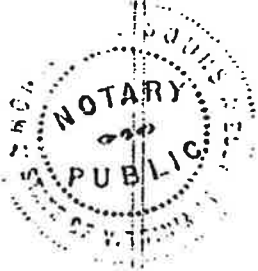
E. C. Spivey
Notary Public

STATE OF VIRGINIA

COUNTY OF FAIRFAX, to-wit:

I, the undersigned Notary Public, in and for the State and County aforesaid, whose commission as such will expire on the 12th day of November, 1980, do hereby certify that this day personally appeared before me in my said State and County ROBERT J. BRADLEY, JR., DWIGHT SCHAR and RICHARD M. PATRICK, whose names are signed to the foregoing and hereunto annexed Articles of Incorporation of FOREST RIDGE HOMEOWNERS ASSOCIATION, dated the 27th day of February, 1978, and who each then and there acknowledged the same before me.

GIVEN under my hand and notarial seal this 27th day of February, 1978.



Maria E. Arino
Notary Public

BOOK 160 PAGE 318

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
March 2, 1978

The accompanying articles having been delivered to the State Corporation Commission on behalf of
Forest Ridge Homeowners 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
that 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 of Fairfax County

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Fairfax County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 23rd
day of March 1978 and is now returned to the State Corporation Commission by certified mail.

Lida C. Pope, Deputy
Clerk

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, February 21, 2001

This is to Certify that the certificate of incorporation of

FOREST RIDGE HOMEOWNERS ASSOCIATION

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: March 02, 1978



State Corporation Commission

Attest:

Joel H. Beck

Clerk of the Commission