

## ARTICLES OF INCORPORATION

### ROXBURY OF MT. VERNON HOMEOWNERS ASSOCIATION, INC.

This is to certify that we, the undersigned, do hereby associate ourselves to establish a corporation in and by virtue of the provisions of the Virginia Non-Stock Corporation Act (Chapter 10, Title 13.1, Code of Virginia, 1950, as amended) for the purposes and in the corporation name hereinafter set forth, as follows:

#### ARTICLE I

The name of the corporation is ROXBURY OF MT. VERNON HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

#### ARTICLE II

The registered office of the Association is located at 4121 Chatelain Road, Annandale, Fairfax County, Virginia.

#### ARTICLE III

Ronald L. Walutes, a resident of Virginia and a member of the Virginia State Bar, whose address is 4121 Chatelain Road, Annandale, Fairfax County, Virginia, is hereby appointed the initial registered agent of this Association.

#### ARTICLE IV

##### PURPOSES 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

Areas within that certain tract of property located in the County of Fairfax, State of Virginia, and described as follows:

Roxbury of Mt. Vernon, Phase One, as the same is duly dedicated, platted and recorded pursuant to a Deed of Subdivision to be 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 additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article IX herein, and 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 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 endorse 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 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 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. 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.

## ARTICLE VI

### 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 V, with the exception of the Declarant. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article V. When more than one person holds such 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]. The Class B member(s) shall be entitled to three (3) votes for each lot in which it holds the interest required for membership by Article V, 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 occurs earlier: (a) when the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership; or (b) on July 1, 1988.

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 Directors until the selection of their successors are:

- |                                                                    |                                                                             |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------|
| 1. Barry K. Bedford<br>5545 Winford Court<br>Fairfax, Virginia     | 4. Robert A. Mordhorst<br>7901 Bethelen Woods Lane<br>Springfield, Virginia |
| 2. Susan L. Dyre<br>12400 Anchor Court<br>Woodbridge, Virginia     | 5. Susan Pincus<br>2005 Columbia Pike #334<br>Arlington, Virginia           |
| 3. Janice J. Coulton<br>3900 Keller Avenue<br>Alexandria, Virginia |                                                                             |

At the first annual meeting the Directors shall be divided into three classes, as nearly equal as possible, and one of the Directors shall be elected for a term of one (1) year; one of the Directors shall be elected for a term of two (2) years; and one of the Directors shall be elected for a term of three (3) years. Thereafter, all Directors shall be elected for three (3) year terms.

ARTICLE VIII

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one

time shall not exceed \$5,000.00 while there is a Class B membership, and thereafter shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of more than two-thirds (2/3) of the membership.

#### ARTICLE IX

##### MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purpose, 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.

#### 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 (2/3) of the entire Class A membership and more than two-thirds (2/3) of the Class B membership, if any.

#### ARTICLE XI

##### AUTHORITY TO DEDICATE

The Association shall have power to 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 either an instrument has been signed by all members who are entitled to vote as is required by Title 13.1-841 of the Code of Virginia, 1950, as amended, or unless such action is approved by a vote of more than two-thirds (2/3) of each class of members as is required by Title 13.1-900 of the Code of Virginia, 1950, as amended.

## ARTICLE XII

### DISSOLUTION

The Association may be dissolved at a duly held meeting as provided in Title 13.1-902 of the Code of Virginia, 1950, as amended. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to any 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, provided that such public agency shall expressly accept such dedication. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit 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 the Association.

### ARTICLE XIII

#### DURATION

The corporation shall exist perpetually.

### ARTICLE XIV

#### MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VIII THROUGH XII

In order to take action under Articles VIII through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than twenty-five (25) days nor more than fifty (50) days in advance of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum.

### ARTICLE XV

#### AMENDMENTS

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

### ARTICLE XVI

So 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 State of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 27<sup>th</sup> day of October, 1986.

Barry K Bedford  
Barry K. Bedford

Susan L Dyre  
Susan L. Dyre

Janice J Coulton  
Janice J. Coulton

STATE OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

Personally appeared before me this 27<sup>th</sup> day of October, 1986, Barry K. Bedford, Susan L. Dyre, and Janice J. Coulton, and acknowledged the same before me.

Susan Long Gordon  
Notary Public

My commission expires:  
Sept. 16, 1988