

ARTICLES OF INCORPORATION
OF
THE VANTAGE HOMES ASSOCIATION, INC.

In compliance with the requirements of Charter 2 of Title 13.1 of the Code of Virginia, the undersigned, having this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I - NAME

The name of the corporation is The Vantage Homes Association, Inc., hereafter called the "Association":

ARTICLE II - REGISTERED OFFICE

The registered office of the Association is located at 10810 Main Street, Fairfax, Virginia. The county in which the initial registered office is located is Fairfax County, Virginia.

ARTICLE III - REGISTERED AGENT

The initial Registered Agent of the Corporation is Robert C. Swinburne, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the Corporation.

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:

First Addition to Stoneybrooke
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 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, 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 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 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 mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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

(f) participation in mergers and consolidations 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;

(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 or a fee or undivided fee interest in any lot which is subject by covenants or record of 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.

ARTICLE VI - VOTING RIGHTS

The Association shall have two classes of voting members:

Class A. Class A members shall be all Owners with the exception of Kings Highway Associates Limited Partnership, a Virginia Limited Partnership, 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 shall be Kings Highway Associates Limited Partnership, which shall be entitled to three (3) votes for each Lot owned; provided, however, that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events: (a) when the total votes outstanding in the Class A membership, equal the total votes outstanding in the Class B membership or, (b) on December 31, 1974, whichever event occurs earlier.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of five (5) Directors, who need not be members of the Association and who shall be selected by the majority vote of the voting members at the annual membership meeting. The number of directors may be changed by amendment of the By-Laws of the Association, but the initial Board shall consist of five directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Bruce L. Berlage	5021 Seminary Road, Alex., Va
Carl Berstein	5021 Seminary Road, Alex., Va
Robert C. Swinburne	18010 Main Street, Fairfax, Va.
Richard E. Dixon	18010 Main Street, Fairfax, Va.
Richard T. Horan	18010 Main Street, Fairfax, Va.

At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; upon the expiration of the initial term of each director the members at the annual meeting shall elect a director to fill each vacancy on the Board of Director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VIII - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less 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 of the association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

ARTICLE IX - DURATION

The corporation shall exist perpetually.

ARTICLE X - AMENDMENTS

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

ARTICLE XI - 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 State of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 20th day of October 1971.

/s/ Richard E. Dixon
Richard E. Dixon

/s/ Bruce L. Berlage
Bruce L. Berlage

/s/ Richard T. Horan
Richard T. Horan

/s/ Carl Berstein
Carl Berstein

/s/ Robert C. Swinburne
Robert C. Swinburne

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
November 3, 1971

The accompanying articles have been delivered to the State Corporation Commission on behalf of The Vantage Homes Association, Inc. 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 record, this order and the articles shall be forwarded for recording in the office of the clerk of the Circuit Court of Fairfax County

STATE CORPORATION COMMISSION

By /s/ Ralah L. Catterell
Commissioner

VIRGINIA:

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

The foregoing certification (including the accompanying articles) has been duly recorded in my office this 16th day of November 1971 and is now returned to the State Corporation Commission by certified mail.

/s/ Esther Rychlik
Deputy Clerk