

ARTICLES OF INCORPORATION
OF
THE WATERFORD HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 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 Waterford Homeowners 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

PURPOSES AND POWERS OF THE ASSOCIATION

The 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 to be known as:

WATERFORD SUBDIVISION
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) participate 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 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.

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 Declarant .

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 Declarant, which shall be entitled to three (3) votes for each Lot owned;

Provided, however, that the Class B member shall be entitled to only one vote for each Lot owned upon 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 January 1, 1975, whichever event occurs earlier.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of three (3) 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 numbers of directors may be changed by amendment of the By-Laws of the Association but at no time shall there be less than three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name:

R. Douglas Goodman
Richard T. Horan
Robert C. Swinburne

Addresses:

3723 Hummer Road, Annandale, Virginia
10810 Main Street, Fairfax, Virginia
10810 Main Street, Fairfax, Virginia

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent of the vote of more than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger of 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

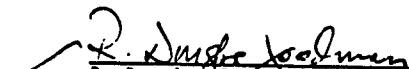
Amendment to these Articles shall require the assent of 75 percent (75%) of the entire membership.


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 purposes 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 5th day of April, 1977.


R. Douglas Goodman


Richard T. Horan


Robert C. Swinburne

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
April 17, 1972

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

The Waterford Homeowners 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 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 *James B. Brodeur*
Commissioner

VIRGINIA:

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

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 27th day of April, 1972 and is now returned to the State Corporation Commission by certified mail.

Ernest H. Replich
Deputy Clerk

ARTICLES OF AMENDMENT
OF
THE WATERFORD HOMEOWNERS ASSOCIATION, INC.

R. Douglas Goodman, President of the Waterford Homeowners Association Inc, after being duly sworn makes oath as follows:

THAT, at a special meeting of the Board of Directors of the Waterford Homeowners Association, Inc., on August 17, 1972, the following resolutions were adopted:

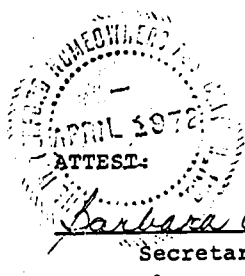
1. Be it resolved that it is in the best interests of the Corporation to amend Article IV of the Articles of Incorporation by deleting the following words: "Waterford Subdivision, Fairfax County, Virginia" and substituting therefore, the words: "Section One Waterford Subdivision, Fairfax County, Virginia".
2. Be it resolved, that it is in the best interests of the Corporation to amend Article VII of the Articles of Incorporation by deleting the last sentence thereof, and substituting therefore the following words: "At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter, the members shall elect a replacement for those directors whose term of office is expiring for a term of three years."

THAT, this Amendment was adopted by a consent in writing signed by The Goodman Corporation, the sole member of the Waterford Homeowners Association Inc.

IN WITNESS WHEREOF, The Waterford Homeowners Association, Inc. has caused these presents to be executed in its behalf by its President and its Corporate Seal to be hereunto affixed, attested by its Secretary.

THE WATERFORD HOMEOWNERS ASSOCIATION, INC.

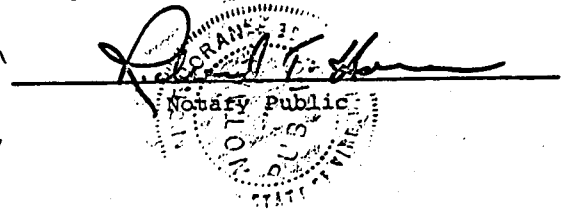
By: Richard D. Goodman
Richard D. Goodman President



 ATTEST:
Barbara A. Smith
 Secretary

STATE OF VIRGINIA
AT LARGE, to wit

Sworn and subscribed to before me, a Notary Public for the State of Virginia, by Richard D. GOODMAN, President of The Waterford Homeowners Association, Inc. on August 28, 1972.



 Notary Public

My Commission Expires: 4/28/78

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND,
January 12, 1973

The accompanying articles having been delivered to the State Corporation Commission on behalf of
The Waterford Homeowners 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 AMENDMENT** 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, Fairfax County**

STATE CORPORATION COMMISSION

By *Janice B. ...*
Commissioner

VIRGINIA:

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

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 29th day of Jan, 1973 and is now returned to the State Corporation Commission by certified mail.

M. ...
Clerk

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

THE WATERFORD HOMEOWNERS ASSOCIATION, INC.

1. On December 15, 1975, in a meeting, the Board of Directors of the corporation found that the following proposed amendment of its Articles of Incorporation was in the best interests of the corporation and directed that it be submitted to a vote of the members having the right to vote on amendments:

BE IT RESOLVED that it is in the best interests of the corporation to amend Article IV of the Articles of Incorporation, as amended, by deleting Article IV in its entirety and by substituting in place thereof the following:

ARTICLE IV

Purposes and Powers of the Association

The 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 hereinbelow described residence lots and common areas found within that certain real estate subdivision located in Fairfax County, Virginia, known as Waterford:

Section 1, Waterford

Section 2, Waterford

Section 3, Waterford

Section 4, Waterford, as and when Section 4, Waterford, has been dedicated of record and the plat thereof recorded

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, and for these purposes 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 in the Office of the Clerk of the Circuit Court,

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

(f) participate in mergers and consolidations with other non-profit 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.

2. On January 18, 1976, being not less than twenty-five (25) days nor more than fifty (50) days before the meeting of the members to act upon the proposed amendment, written notice of the meeting was given personally or by mail to each member entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes

for which it was called, and was accompanied by a copy of the proposed amendment.

3. On ~~January 18,~~ ^{FEB} _____, 1976, a quorum being present, a meeting of the members was held and the proposed amendment was adopted by receiving more than two-thirds of the votes entitled to be cast by members present or represented by proxy at the meeting.

EXECUTED in the name of the corporation by its President or a Vice-President and its Secretary or Assistant Secretary who declare under the penalties of perjury that the facts stated therein are true.

Dated: FEB 28 1976



THE WATERFORD HOMEOWNERS
ASSOCIATION, INC.

By Thomas J. Donovan
Thomas J. Donovan, President

ATTEST:

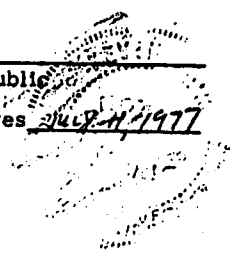
Richard Hemmett
Secretary

STATE OF VIRGINIA

COUNTY OF FAIRFAX, To-wit:

SUBSCRIBED and SWORN to before me in my jurisdiction aforesaid, by THOMAS J. DONOVAN, President of The Waterford Homeowners Association, Inc., this 28TH day of FEBRUARY, 1976.

Kevin Roney
Notary Public
My Commission Expires SEP 11 1977



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
March 8, 1976

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

The Waterford Homeowners 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 AMENDMENT

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

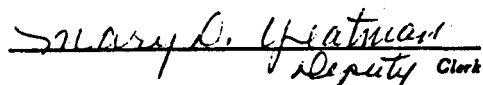
By 

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 1st day of April 1976 and is now returned to the State Corporation Commission by certified mail.


Deputy Clerk