

ARTICLES OF INCORPORATION

OF

FAIRFAX CLUB ESTATES HOMEOWNERS ASSOCIATION

In compliance with the requirements of Chapter 10 of Title 13.1 of the 1950 Code of Virginia, as amended, the undersigned, who is at least twenty-one years of age, has this day voluntarily declared himself to be an incorporator for the purpose of forming a nonstock, not for profit corporation pursuant to the laws of Virginia and does hereby certify:

ARTICLE I

NAME

The name of the corporation is Fairfax Club Estates Homeowners Association, hereinafter called the "Association".

ARTICLE II

REGISTERED AGENT AND REGISTERED OFFICE

Laurie L. Dolson, who is a resident of Virginia, and a member of the Virginia State Bar, and whose business address is 10513 Judicial Drive, Suite 101, Fairfax, Virginia 22030, is hereby appointed the initial registered agent of the Association. The initial registered office of the Association is located at 10513 Judicial Drive, Suite 101, Fairfax, Virginia, 22030, which is located in the City of Fairfax.

ARTICLE III

PURPOSE 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 residential lots, and to own, improve, maintain, and preserve the Common Area within Fairfax Club Estates subdivision, Fairfax County, Virginia, and to promote the health, safety and welfare of the residents within such area as may come within the jurisdiction of the Association and for these purposes:

1. To 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 (the "Declaration"), applicable to the property and recorded or to be recorded in the office of the Clerk of the Court for the County of Fairfax, Virginia, and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth in length;

2. To 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 incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association;

3. To 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;

4. To borrow money, and with the assent of more than two-thirds (2/3) of the 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;

5. 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 in a manner prescribed by the By-Laws and Chapter 10 of Title 13.1 of the Code of Virginia; and

6. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Virginia Non-Stock Corporation Act by law may now or hereafter have or exercise.

ARTICLE IV

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. A mortgagee in possession of a Lot shall be entitled to exercise the owner's rights in the Association with regard thereto.

ARTICLE V

VOTING RIGHTS

Every person, group of persons or entity who is a record owner of a fee interest in any lot which is or becomes subject by covenants of record to assessment by the Association shall be a member of the Association; provided, however, that any such person, group of persons or entity who holds such interest solely as security for the performance of an obligation shall not be a member and provided, further, that any person, group of persons or entity who holds such an interest in any lot designated as Common Area shall not be a member on account thereof. Members shall be entitled to one vote for each lot in which they hold the interest required for membership. In the event that more than one person, group of persons or entity is the record owner of a fee interest in any lot, then the vote for the membership appurtenant to 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.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least five (5) Directors but not more than nine (9) Directors. The number may be fixed or changed from time to time, within the minimum and maximum, by resolution of the Board of Directors. The number of directors may be changed by amendment of the By-Laws of the Association. All directors must be members 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:

<u>Name</u>	<u>Address</u>
Donald L. Weasenforth	10605 John Ayres Drive Fairfax, Virginia 22032
Chris Borer	5605 Glanmore Court Fairfax, Virginia 22032
Lin-Dai Kendall	10921 Adare Drive Fairfax, Virginia 22032
Marshall Chapman	10606 Barn Swallow Court Fairfax, Virginia 22032
Brad Gregor	10655 John Ayres Drive Fairfax, Virginia 22032
Larry Hourcle	10915 Fox Sparrow Court Fairfax, Virginia 22032
Brenda Faith	10584 John Ayres Drive Fairfax, Virginia 22032
Miles McNamee	10641 John Ayres Drive Fairfax, Virginia 22032
Mike Kryzkowski	10609 Barn Swallow Court Fairfax, Virginia 22032

ARTICLE VII

DURATION

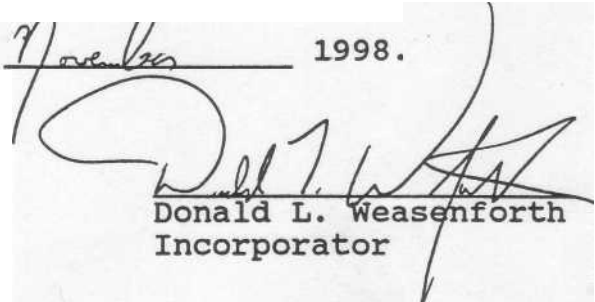
The corporation shall exist perpetually.

ARTICLE VIII

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, the undersigned, as incorporator, executes these Articles of Incorporation, this 2nd day of November 1998.


Donald L. Weasenforth
Incorporator