

ARTICLES OF INCORPORATION
OF
THE PRESERVE COMMUNITY ASSOCIATION, INC.

I, the undersigned, hereby act as incorporator of a corporation under the provisions of Chapter 10 of Title 13.1, 1950 Code of Virginia, as amended, (which is hereafter called the "Act") and to that end adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name of Corporation

The name of the Corporation (which is hereafter called the "Corporation") is **THE PRESERVE COMMUNITY ASSOCIATION, INC.**

ARTICLE II

Period of Duration

The period of duration of this Corporation is to be perpetual.

ARTICLE III

Purpose and Powers of the Corporation

This Corporation 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 the Common Area within that certain tract of property described as:

PARKSIDE MANOR SUBDIVISION, as the same is duly dedicated, platted and 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 any additions thereto as may hereafter be brought within the jurisdiction of this Corporation for this purpose to:

a) exercise all of the powers and privileges and to perform all of the powers and privileges and to perform all of the duties and obligations of the Corporation 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 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

c) acquire, (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 Corporation;

d) borrow money, and with the assent of more than two-thirds (2/3) 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 secured;

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;

f) participate in mergers and consolidations with other nonprofit corporations organized for the same purpose 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 members;

g) permit the Animal Warden of Fairfax County, Virginia to enforce the Fairfax County Leash Laws and other related animal control laws on the private property of the Association.

h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonstock Corporation law of the State of Virginia by law may now or hereafter have or exercise.

ARTICLE IV

Powers of Corporation

The Corporation shall have and may exercise any or all of the powers specified in the Act.

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 Corporation, including contract Sellers, shall be a member of the Corporation. 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 Corporation.

ARTICLE VI

Voting Rights

The Corporation shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B Members shall be the Declarant (as defined in the Declaration), and shall be entitled to ten (10) votes for each lot owned. The Class B membership shall cease on the happening of either of the following events, whichever occurs earlier:

- a) when the Declarant no longer owns any Lots; or
- b) on July 1, 2005.

ARTICLE VII

Board of Directors

The affairs of this Corporation shall be managed by a Board of three (3) initial Directors, who need not be members of the Corporation. 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>
R. Davis Snider	c/o EDGEMOORE HOMES 9479-B Silver King Court Fairfax, VA 22031
Yahya M. Al-Hussain	c/o EDGEMOORE HOMES 9479-B Silver King Court Fairfax, VA 22031
Al-Husain Y. Al-Hussain	c/o EDGEMOORE HOMES 9479-B Silver King Court Fairfax, VA 22031

ARTICLE VIII

Dissolution

The Corporation may be dissolved with the assent given by a vote of more than seventy-five percent (75%) of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonstock corporation, association, or trust or other organization to be devoted to such similar purposes.

ARTICLE IX

Annexation

Within twenty-one (21) years from the date of this Declaration, additional land, residential property and Common Area may be annexed to the Subdivision with the consent of two-thirds (2/3) of members; provided, however, additional land, residential property, lots and Common Area may be annexed by the Declarant, its successors and assigns, without the consent of members within the

(10) years from the date of this instrument. If additional lots are annexed by the Declarant, the Declarant shall be entitled to all rights and privileges of Class B membership with respect to those lots.

ARTICLE XI

Indemnification of Director

The Corporation shall indemnify any and all of its directors or officers or former directors or former officers or any person who may hence serve at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding brought or threatened in which they, or any one of them, are or might be made parties, or a party, by reason of being or having been directors or officers of a director or an officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-law, agreement, vote of stockholders or otherwise.

ARTICLE XII

Registered Agent and Registered Office

Section 11.01. Registered Office. The Post Office address of the initial registered office of the Corporation is 3905 Railroad Avenue, Suite 200N, Fairfax, Virginia 22030-3907. The name of the City in which the initial registered office is located is Fairfax.

Section 11.02 Registered Agent The name of the initial registered agent of the Corporation is H. Kendrick Sanders, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar and whose

business address is the same address as the initial registered office of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, executes these Articles of Incorporation, and certifies to the truth of the facts herein stated this _____ day of _____, 1998.

Thomas R. Knauss, Incorporator

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