

ARTICLES OF INCORPORATION
OF
CANNON RIDGE HOMES
ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the 1950 Code of Virginia, the undersigned, all of whom are residents of Virginia and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is CANNON RIDGE HOMES ASSOCIATION hereinafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at Suite 505, The Executive Building, Springfield, Virginia, in Fairfax County.

ARTICLE III

Frederick R. Taylor, whose address is Suite 505, The Executive Building Springfield, Virginia, is hereby appointed the initial registered agent of this Association. He is a resident of Virginia and a member of the Virginia State Bar.

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 the certain tract of property described as:

Lots One (1) through One Hundred Sixty-four (164), inclusive, CANNON RIDGE, as the same is duly dedicated, platted and recorded among the Land Records of Prince William 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 of Prince William 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 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, 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 approved 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.

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. 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 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. 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 the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on September 1, 1976.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) 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:

NAME	ADDRESS
FREDERICK R. TAYLOR	9551 Cherry Oak Court, Burke, Virginia
GREGORY N. HARNEY	6994 Spaniel Road, Springfield, Va.
ROBERT A. LAWRENCE	6111 Greenlawn Court, Springfield, Va.
JEANNE A. GEUDER	6224 Cumberland Avenue, Springfield, Va.
JANICE L. DILLON	6224 Cumberland Avenue, Springfield, Va.
GARY A. KOEHMSTEDT	4803 West Braddock Road, Alexandria, Va.
EMMA DEAN FETZER	5842 Rexford Drive, Springfield, Va.
BETTY PLUMADORE	7004 Rhoden Court, Springfield, Va.
JACK BRICKELL	6618 Palamino Street, Springfield, Va.

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

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent of more 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 of the Articles shall require the assent of seventy-five per cent (75%) of the entire membership.

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 XX day of October, 1973.

*****These Articles of Incorporation were transcribed due to the poor condition of the available copy. Actual Articles of Incorporation follow this transcript.*****

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(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 of Prince William 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 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, 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 approved 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

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DURATION

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ARTICLE X

AMENDMENTS

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

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 1st day of October, 1973.

Paul H. [Signature]

Gregory N. Young

Robert A. Lawrence

Jeanne A. Hudson

Janice L. Dillon

Theresa A. [Signature]

Elizabeth Dean [Signature]

Betty M. [Signature]

Jack Brickell

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
October 11, 1973

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

Cannon Ridge Homes Association

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

Thomas P. Harwood
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 11th day of October and is now returned to the State Corporation Commission by certified mail.

W. H. [Signature]
Clerk

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of all documents constituting the charter of
CANNON RIDGE HOMES ASSOCIATION.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: March 31, 1997

William J. Bridge
William J. Bridge, Clerk of the Commission

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

CANNON RIDGE HOMES ASSOCIATION is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 11, 1973.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: March 31, 1997

William J. Bridge
William J. Bridge, Clerk of the Commission