

ARTICLES OF INCORPORATION

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

ARTICLE I

The name of the corporation is LONDON TOWNE HOMEOWNERS ASSOCIATION, herein after called the "Association."

ARTICLE II

The initial registered office of the Association is located at 10409 Main Street, Fairfax, Virginia

ARTICLE III

John T. Hazel, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and the Director of the Corporation, and whose business address is Box 547, 10409 Main Street, Fairfax, Virginia, is hereby appointed the initial registered agent of this Association.

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 to own, improve, maintain and preserve the Common Area within that certain tract of property described as:

Section Two, London Towne, as the same appears duly dedicated, platted, and recorded in Deed Book 2711, at page 684, 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 Association by annexation, as provided in Article IX herein, and for this purpose:

- (a) To exercise all the powers and privileges and to perform all 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 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) 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 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) 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;
- (d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- (e) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Law of the Commonwealth 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. No owner shall have more than one membership. 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.

ARTICLE VI – VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Class B member. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such 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 Keystone Development Corporation which shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V, *provided that* The Class B membership shall cease and a Class A membership with one (1) vote for each Lot in which it holds an interest shall be issued 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 membership; or
- (b) On June 1, 1971

ARTICLE VII – BOARD OF DIRECTORS

The Affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association and such number can be changed only by amendment of the Articles of Incorporation. The names and addresses of the person who are to act in the capacity of the initial Board of Directors until the selection of their successors are:

<i>Name</i>	<i>Address</i>
Richard G. Eibell	5209 Dalton Road Springfield, Virginia
A.H. Fogelman	9019 Levell Drive Chevy Chase, Maryland
M. Charlotte Garner	4303 Beaumont Court Fairfax, Virginia
John T. Hazel, Jr.	10409 Main Street Fairfax, Virginia
James B. Wechsler	9245 E. Park Hill Drive Bethesda, Maryland

At the first annual meeting the members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and as the term of such directors expire, new directors shall be elected for terms of three years.

ARTICLE VIII – LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$5,000 while there is a Class B membership, and thereafter shall not exceed 150 percent of its income for the previous fiscal year, *provided that* additional amounts may be authorized at a duly held meeting at which a quorum is present by the assent of two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the entire membership.

ARTICLE IX – ANNEXATION OF ADDITIONAL PROPERTIES

Section 1. The Association may, at any time, annex common areas in addition to the Properties described in Article IV and provide for maintenance, preservation and architectural control of residence lots, and so add to its membership under the provisions of Article V, *provided that* any such annexation may be authorized at a duly held meeting at which a quorum is present by the assent of two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the entire membership.

Section 2. If within five (5) years of the date of incorporation of this Association, the Class B membership should develop additional lands within the are described in Deed Book 2590, page 148, of the Records of Fairfax County, Virginia, such additional lands may be annexed to said Properties without the assent of Class A members, *provided however,* the development of the additional lands described in this section shall be in accordance with a general plan submitted to the Federal Housing Administration and the Veterans Administration with the processing papers fro the first section. Detailed plans for the development of additional lands must be submitted to the Federal Housing Administration and the Veterans Administration prior to such development. If either the Federal Housing Administration or the Veterans Administration determines that such detailed plans are not in accordance with the Association and the Declarant, the development of the additional lands must have the assent at a duly held meeting at which a quorum is present of two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the Class A membership.

ARTICLE X – AUTHORITY TO MORTGAGE

An mortgage by the Association of the Common Area defined in the Declaration shall have the assent at a duly held meeting at which a quorum is present of two-thirds (2/3) of the vote, in person or by proxy, entitled to be cast by the entire membership.

ARTICLE XI – AUTHORITY TO DEDICATE

The Association shall have the power to dedicate, sell or transfer all of 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 and approved by Statute, providing such dedications, sale or transfer shall be approved by an affirmative vote at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the entire membership.

ARTICLE XII – DISSOLUTION

The Association may be dissolved with the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the entire membership. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they are required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII – DURATION

The corporation shall exist perpetually.

ARTICLE XIV – AMENDMENTS

Amendments of these Articles shall require the assent at a duly held meeting at which a quorum is present of seventy-five percent (75%) of the votes, in person or by proxy, entitled to be cast by the entire membership.

ARTICLE XV – 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 Commonwealth of Virginia, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 2nd day of June, 1966.

[Signed by]
Richard G. Eibell
H. Fogelman
M. Charlotte Garner
John T. Hazel, Jr.
James B. Wechsler

STATE OF VIRGINIA
COUNTY OF FAIRFAX, to wit:

I, /S/ Vista R. Vella, a Notary Public in and for the State and County aforesaid, whose commission as such will expire on the 4th day of August, 1968, do hereby certify that this day personally appeared before me in my said State and County RICHARD G. EIBELL, A. H. FOGELMAN, M. CHARLOTTE GARNER, JOHN T. HAZEL, JR. AND JAMES B. WECHSLER, whose names are signed to the foregoing and hereunto annexed Articles of Incorporation of London Towne Homeowners Association, dated the 2nd day of June, 1966, and who each then and there acknowledged the same before me.

GIVEN under by hand and notarial seal this 2nd day of June, 1966.

[Signed by]
Vista R. Vella – Notary Public

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

At Richmond, June 8, 1966

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

London Towne Homeowners 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 of Fairfax County.

STATE CORPORATION COMMISSION

By (Chairman)

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 15th day of June, 1966, and is now returned to the State Corporation Commission by certified mail.