

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond,

February 28, 1989

This is to Certify that the certificate of incorporation of
WOODGATE COMMUNITY ASSOCIATION

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to the
corporation and its business.*



State Corporation Commission

Greg. W. Dwyer,
Clerk of the Commission

CIS070

THOMAS P. HARWOOD, JR.
CHAIRMAN
PRESTON C. SHANNON
COMMISSIONER
THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA



GEORGE W. BRYANT, JR.
CLERK OF THE COMMISSION
BOX 1177
RICHMOND, VIRGINIA 23209

STATE CORPORATION COMMISSION

335463

February 28, 1989

Randall K. Bowen
Miles & Stockbridge
11350 Random Hills Rd., Ste. 500
Fairfax, Va. 22030

Re: WOODGATE COMMUNITY ASSOCIATION

Dear Sir or Madam:

This is your receipt for \$75.00 covering the fees for filing the Certificate of Incorporation application with this office.

The effective date of the application is February 28, 1989.

Sincerely yours,

George W. Bryant, Jr.
Clerk of the Commission

01520NEW

ARTICLES OF INCORPORATION
OF
WOODGATE COMMUNITY ASSOCIATION

We hereby associate to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

1. NAME: The name of the corporation is WOODGATE COMMUNITY ASSOCIATION.

2. PURPOSE AND POWERS: 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 residence lots and common areas within that certain tract of land containing approximately 17.3393 acres, less and except Parcel B, Section Once (1), Woodgate Manor, located in the Springfield District, Fairfax County, Virginia, being a portion of the property described in Deed Book _____ at page _____, among the land records of Fairfax County, Virginia, and within any additions to said 17.3393 acres as may hereafter be brought within the jurisdiction of this Association (the "Property"). The corporation has the power:

(a) To take title to and hold, maintain, improve and beautify, without profit to itself, and for the use in common with all the members of this corporation or their families, guests and invitees, such common areas within the aforesaid Property as may be from time to time conveyed to it in fee simple or by deed of easement; to enforce the covenants, restrictions, easements, reservations, servitudes, profits, licenses, conditions, agreements and liens provided in the Declaration of Covenants, Conditions and Restrictions Woodgate Community Association, as may be from time to time recorded and/or amended among the land records of Fairfax County, Virginia, in connection with said Property.

(b) To do any and all lawful things and acts that the corporation may from time to time, in its discretion, deem to be for the benefit of the aforesaid Property and the owners and inhabitants thereof, or deemed advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of the owners and inhabitants thereof, pursuant to applicable law and as authorized by the aforesaid Declaration.

(c) To exercise all the powers and privileges and to perform all the duties and obligations of the corporation as set forth in the aforesaid Declaration of Covenants, Conditions and Restrictions applicable to said Property.

(d) To fix, assess, levy, collect, enforce payment by any lawful means, and disburse all charges or assessments created under and pursuant to the terms of the aforesaid Declaration of Covenants, Conditions and Restrictions.

(e) To acquire by gift, purchase or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate or otherwise dispose of real or personal property in connection with the affairs of the corporation, including, however not limited to, the granting of

easements over and across its Property and the adjustment of Property lines.

(f) To borrow money, pledge, mortgage, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(g) To maintain, replace, repair, preserve and landscape the common areas, including without limitation, maintenance of any storm water detention ponds or the like located upon the common areas and the cost of the maintenance of all streets, street lights, pathways, entry facilities and lighting and any retaining walls upon the Property, together with such equipment as the Board of Directors shall determine to be necessary and proper in connection therewith.

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 10 of Title 13.1 of the Code of Virginia by law may now or hereafter have or exercise.

(i) No substantial part of the activities of the Association shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The Association shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. INTERNAL AFFAIRS: Provisions for the internal affairs of the corporation are:

(a) The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the corporation shall be distributed, upon dissolution or otherwise, to any individual or members of the corporation. The corporation shall not pay compensation to its members, directors or officers in their capacity as such, but the fact that a person is a member, director or officer shall not disqualify that person from receiving compensation for the services actually rendered to the corporation at its request. Furthermore, any director or officer may be reimbursed for his actual expenses incurred in the performance of his duties.

(b) The following shall be members of the corporation:

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or parcel which is subject by covenants of record to assessment by the corporation, including contract sellers and owners of single family detached dwellings or lots, shall be members 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. No owner shall have more or less than one membership for each lot owned. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the corporation. Ownership of such lot shall be the sole qualification for membership.

(c) Voting rights: The corporation shall have the following classes of voting membership:

Class A. Class A Members shall be all those owners as defined in paragraph 3(b) with the exception of the Class B Members. Each Class A Member who is not also a Builder, as "Builder" is defined in the Declaration of Covenants, Conditions and Restrictions for Woodgate Community Association ("Class A Non-Builder Member") shall be entitled to one (1) vote for each lot owned; each Class A Member who is also a Builder ("Class A Builder Member") shall be entitled to three (3) votes for each lot contained (by reference to a recorded subdivision plat) or to be contained (by reference to the final site plan) within any "Parcel", (as defined in the Declaration of Covenants, Conditions and Restrictions for Woodgate Community Association), owned by the Builder at the time of the vote. When more than one Class A Non-Builder Member holds such interest in any lot, all such persons shall be members; the vote for such lot may 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 the Declarant as defined in the Declaration of Covenants, Conditions and Restrictions for Woodgate Community Association. The Class B Member shall be entitled to three (3) votes for each Lot, as described in the above paragraph, in which it holds the interest required for membership; provided, however, the Class B membership and the Class A Builder membership shall cease and be converted to Class A Non-Builder membership on the happening of either of the following events, whichever occurs first:

(1) When the total votes outstanding in the Class A Non-Builder membership equals the total votes outstanding in the Class A Builder membership and the Class B membership, if any, or

(2) December 31, 1996; provided further, that

In the event of annexation of additional properties, Class B and Class A Builder memberships shall continue or be revived with respect to those lots contained in the annexed property; provided, further, that these Class B and Class A Builder memberships shall cease and be converted to Class A Non-Builder membership on the happening of either of the following events, whichever occurs first:

(1) When the total votes outstanding in the Class A Non-Builder membership in the annexed property equals the total votes outstanding in the Class A Builder and Class B memberships in such annexed property, or

(2) Five (5) years from the date of recordation of the Deed of Dedication for such annexed property.

(d) Only members of the corporation shall have the right to vote for the election of Directors at the annual meeting of the corporation called for that purpose.

4. DIRECTORS: The management of the affairs of the corporation shall be vested in the Directors. Only members of the corporation, and designees of the Declarant, or of its successors and assigns, shall be eligible to act as Directors of the corporation. Except for the number of the initial Board of Directors, the number of Directors of subsequent Boards of Directors shall be determined by the members of the Association in accordance with the By-Laws of the corporation. The first election of Directors by the members of the corporation shall be held at the first annual meeting of the members. Only designees

of the Declarant shall be eligible to be elected and/or appointed as Director prior to termination of Class A Builder and Class B membership. After the Class A Builder and Class B memberships are terminated, any member of the Corporation shall be eligible to be elected and/or appointed as a Director. At the first annual meeting of members, the Board of Directors shall be divided into three (3) classes, as near equal in number as possible, with the term of office of one class expiring each year. The three (3) classes of membership of the Board of Directors shall be determined as follows:

(i) The first class of Directors shall be those eligible persons receiving the highest number of votes cast by the Members of the Association.

(ii) The second class of Directors shall be those eligible persons receiving the highest number of votes cast by the Members of the Association, after first class Directors' positions have been filled.

(iii) The third class of Directors shall be those eligible persons receiving the highest number of votes cast by the Members of the Association, after the first and second class Directors' positions have been filled.

Directors of the first class shall be elected for three (3) years; Directors of the second class shall be elected for two (2) years; and Directors of the third class shall be elected for one (1) year. Thereafter, at each annual meeting of the members, the successors to the class of Directors whose terms shall then expire shall be elected for a term of three (3) years. Any single vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors, and if not so previously filled, shall be filled at the next succeeding meeting of members of the Association. Any Director elected by the remaining Directors to fill a vacancy shall serve as such until the next members meeting at which Directors are elected. If more than one vacancy in the initial or any subsequent Board of Directors occurs at one time, the vacancies may be filled by a special election of the Members of the Association for the unexpired term of such predecessors.

5. REGISTERED OFFICE: The post office address of the initial registered office of the corporation is c/o Landmark Communities, 4609 Pinecrest Office Park Drive, Suite F, Alexandria, Virginia, 22312, in the County of Fairfax. The name of the corporation's initial registered agent is Cheryl Siskin, who is a resident of the State of Virginia and a member of the Board of Directors of the corporation, and whose business office is the same as the registered office of the corporation.

6. INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors is one (1), who shall serve until the first annual meeting of the members of the corporation. The name and address of the person who is to serve as the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cheryl Siskin	c/o Landmark Communities 4609 Pinecrest Office Park Drive Suite F Alexandria, Virginia 23212

7. LIABILITIES: The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed one-hundred-fifty percent (150%) of the annual assessment of the members while there is Class B membership, and thereafter shall not exceed one-hundred-fifty percent (150%) of the corporation's income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the votes cast by each class of membership.

8. AUTHORITY TO MORTGAGE: Any mortgage by the corporation of the common area conveyed to it in fee simple or by deed of easement for community association purposes shall have the assent of more than two-thirds (2/3) of each class of the then members of the association in accordance with the Declaration.

9. AUTHORITY TO DEDICATE: The corporation shall have the right and power to dedicate, sell or transfer all or any part of such area so conveyed to it for community association purposes 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 approved in accordance with the Declaration.

10. AUTHORITY TO GRANT EASEMENTS: The corporation shall have the right and power to grant licenses, rights of way and easements for access or for the construction, reconstruction, maintenance and repair of any utility lines or appurtenances, whether public or private, to any municipal agency, public utility, the Declarant, a Builder or any other person; provided, however, that no such licenses, rights of way or easements shall be unreasonably and permanently inconsistent with the rights of the members to the use and enjoyment of the common areas.

11. AUTHORITY TO RESUBDIVIDE: The corporation, at any time or times, consistent with the then existing zoning ordinances of Fairfax County, and pursuant to a recorded subdivision or resubdivision plat, shall have the right and power to transfer part of the common area to the Declarant or a Builder for the purpose of adjusting lot lines or otherwise in connection with the orderly resubdivision, subdivision and/or development of the Property, provided that: (1) such transfer shall not reduce the portion of the Property, and subdivided additions thereto, designated as "open space" below the minimum level of "open space" required by Fairfax County in the process of subdividing or resubdividing the Property at the time of transfer, and (2) if additional open space is required by ordinance, the Declarant or Builder, as applicable, shall transfer to the Corporation as "open space" such portion of the Property or an addition thereto as is necessary to maintain the total acreage designated as "open space" at the required level.

12. DISSOLUTION: The corporation may be dissolved with the consent of members entitled to cast more than two-thirds (2/3) of the votes of each class of membership. Upon dissolution of the corporation, the assets, both real and personal, of the corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit 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 this corporation.

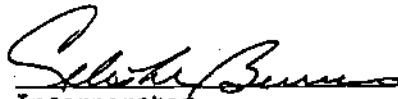
13. **MERGERS AND CONSOLIDATIONS:** To the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of more than two-thirds (2/3) of the votes of each class of member of the Association.

14. **AMENDMENTS:** Amendment of these Articles shall require the assent of more than two-thirds (2/3) of the votes of each class of membership at a meeting of members duly called for that purpose and the assent of all other parties and/or entities as required by the Declaration; provided, however, that the Class B member may amend these Articles unilaterally at any time prior to the conveyance of any property to the corporation, for any reason in accordance with the Declaration, and thereafter to correct any defects required to be corrected by the Federal Housing Administration, the Veterans Administration, or Fairfax County, Virginia.

15. **FHA/VA APPROVAL:** As long as there is a Class A Builder membership and a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, should these agencies have issued or guaranteed mortgage loans outstanding: annexation of adjacent property, mergers and consolidations, mortgaging of common area, dedication of such area, dissolution of the corporation and material amendment to these Articles.

16. **INDEMNIFICATION:** Each person now or hereafter a director or officer of the corporation (and his or her heirs, executors and administrators), shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence, willful misconduct or receipt of improper benefits in the performance of his or her duties as such director or officer. In the event of any other judgment against such director or officer the indemnification shall be made only if the corporation shall be advised by the Board or Directors that in its opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty. In the event of a settlement, if none of the persons involved is or has been a director, the indemnification shall be made only if the corporation shall be advised by the Board of Directors that in its opinion such settlement was or is in the best interest of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which said persons or other persons may be entitled under any by-laws, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the Commonwealth of Virginia, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 17th day of February, 1989.


Incorporator

LM502701.INC
2/3/89