

# Articles of Incorporation

ARTICLES OF INCORPORATION  
OF  
WALNEY ROAD HOMEOWNERS ASSOCIATION, INC

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 (21) years of age, has this day, by execution of these Articles of Incorporation, voluntarily declared himself to be an incorporator for the purpose of forming a non-stock, non-profit corporation pursuant to the general laws of Virginia, and does hereby certify

ARTICLE I  
Definitions

The words in these Articles which begin with capital letters (other than words which would be normally capitalized) shall have the following meanings assigned to them

"Association" shall mean and refer to Walney Road Homeowners Association, Inc., a Virginia nonstock corporation, its successors and assigns

"Board of Directors" shall mean and refer to the Board of Directors of the Association and any board, group or entity of the successor or assign to the Association serving in a comparable capacity to the Board of Directors of the Association

"Class A Members" shall mean and refer to all Owners except, during the Development Period, the Developer

"Class B Member" shall mean and refer to the Developer

"Common Area" or "Community Facilities" shall mean and refer to all real property and the improvements thereon from time to time owned or leased by the Association for the common use and enjoyment of the Members. Such property may (but need not) include any common areas, public, neighborhood or community buildings, community centers and plazas, day care centers, recreational or educational facilities, natural resource facilities, parks and other open space land, lakes and streams, storm water management and drainage facilities, community streets, pathway and bikeway systems, pedestrian facilities, cable

television facilities, design amenities and other buildings needed in connection with water supply, sewage disposal, gas, electric, or other utility lines, equipment or installations

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Walney Road Homeowners Association, Inc , as it may from time to time be amended or supplemented in the manner provided therein

"Developer" shall mean and refer collectively to Walney Road, L C., a Virginia limited liability company, its successors and assigns, provided, however, that no successor or assignee of the Developer shall have any rights or obligations of the Developer hereunder unless such rights and obligations are specifically set forth in an instrument of succession or assignment designating a party as the Developer hereunder or which pass by operation of law.

"Development Period" shall mean and refer to the period commencing on the date of the Declaration and terminating on the earlier of (a) December 31, 2003, or (b) four (4) years from the date on which the Developer no longer owns any part of the Property, or (c) at an earlier date as may be determined by the Declarant

"Dwelling Unit" shall mean any portion of the Property, as improved, intended for any type of independent ownership for use and occupancy as a residence by a household and shall, unless otherwise specified, include within its meaning, single family detached or single family attached homes, as may be used and defined as herein provided or as provided in subsequent Declarations covering all or part of the Property

"Exempt Property" shall mean and refer to all land and structures and community facilities owned by the Association for so long as the Association shall be the owner thereof.

"Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property which has been subjected to the Declaration and upon which a Dwelling Unit(s) could be constructed in accordance with the Fairfax County zoning ordinances

"Member" shall mean and refer to the Class A Members and the Class B Member of the Association

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of any Lot which is part of the Property but excluding in all cases any party holding an interest merely as security for the performance of an obligation

"Person" shall mean and refer to any individual, corporation, joint venture, partnership, association, joint stock company, trust, unincorporated organization or government or any agency or political subdivision thereof or any other separate legal entity

"Property" shall mean and refer to those certain lands in Fairfax County, Virginia more particularly described in Exhibit "A" to the Declaration

"Resident" shall mean and refer to (i) each individual occupying any Dwelling Unit pursuant to a lease agreement with the Owner thereof who, if requested by the Board of Directors, has delivered proof of such lease agreement to the Board of Directors; (ii) members of the immediate family of such individual or of an Owner who actually resides within the Property and in the same household with each such individual or Owner, and (iii) any person who has a fixed place of habitation at a Dwelling Unit of any such individual or Owner to which, whenever he is absent, he has the intention of returning

"Veterans Administration" ("VA") shall mean and refer to that governmental agency of the United States of America so entitled and any agency or authority of the United States of America which succeeds the Veterans Administration

## ARTICLE II

### Name of Corporation

The name of the Corporation is Walney Road Homeowners Association, Inc , hereinafter called the "Association "

## ARTICLE III

### Registered Office

The initial registered office of the Association is located at c/o KSI Services, 8081 Wolftrap Road, Suite 300, Vienna, Virginia, which is in the County of Fairfax

## ARTICLE IV

### Registered Agent

Richard W Hausler, who is a resident of the state of Virginia, a member of the Board of Directors of the Association, and whose business address is c/o KSI Services, Inc , 8081 Wolftrap Road, Suite 300, Vienna, Virginia, is hereby appointed the initial registered agent of this Association

ARTICLE V  
Powers and Purposes

The Association does not contemplate pecuniary gain or profit to the Members and no part of the net earnings of the Association shall inure to the benefit of any Member or individual except through the acquisition, construction, management, maintenance or care of Common Area or through the rebate of any excess membership dues, fees or assessments

The purpose or purposes for which the Association is organized are (i) to provide for the acquisition, construction, management, maintenance and care of the Common Area, (ii) at its option to obtain, manage and maintain services for the Property, or sections thereof, including, as necessary, refuse collection, street cleaning and snow plowing, and (iii) to take other acts or actions which would promote the health, safety or welfare of the Owners and Residents. For this purpose, the Association shall have the power and authority to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the Property and recorded or to be recorded among the Land Records 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 and made a part hereof,

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration, to pay all expenses in connection therewith, including all office expenses, licenses, taxes or governmental charges levied or imposed against the property of the Association and all other expenses incident to the conduct of the business 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 incurred,

(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 the real or personal property owned by the Association 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 all members entitled to vote. No such dedication or transfer shall be

effective unless two-thirds (2/3) of each class of the then voting members agree to such dedication, sale or transfer at any special meeting of the members duly called for such purpose

(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, unless the Declaration or Bylaws provides otherwise

(g) Have and exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the laws of the State of Virginia by law may now or hereafter have or exercise

## ARTICLE VI Classes of Members

The Association shall have the following classes of members

Class A Class A Members shall be all Owners (with the exception of the Developer) as provided in subparagraph (b) of Article VII hereof A Person shall automatically become a Class A Member upon his becoming an Owner and shall remain a Class A Member for so long as he is an Owner

Class B The Class B Member shall be the Developer

## ARTICLE VII Voting Rights of Members

(a) Each Class A Member shall be entitled to one (1) vote on each matter submitted to the members for each Lot owned by such Class A Member which is not Exempt Property If more than one Dwelling Unit is located on any Lot (which is not Exempt Property) the Class A Member owning such Lot shall be entitled to one vote on each matter submitted to the members for each Dwelling Unit located on such Lot Any Class A Member who is in violation of the Declaration, as determined by the Board of Directors in accordance with the provisions thereof and regulations established thereunder, shall not be entitled to vote during any period in which such violation continues If a Lot shall be owned by more than one owner, such owners shall be deemed to constitute a single Class A Member as to

such Lot and shall collectively be entitled to a single vote for such Lot (or for each Dwelling Unit located on such Lot) as to each matter properly submitted to the Members

(b) The Class B Member shall originally be entitled to four hundred seventy four (474) votes. This number shall be decreased by three (3) votes for each Class A vote existing at any one time. The Class B membership shall terminate and become converted to Class A membership upon the happening of the earlier of the following

(i) When the total outstanding Class "A" votes equal or exceed the total Class B votes;

(ii) December 31, 2003, or

(iii) Such earlier time as Developer in its sole discretion, determines.

(c) Notwithstanding the foregoing, in the event of annexation of any additional properties, Class B membership shall be revised with respect to all Lots owned by the Developer on the annexed property. Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, which ever occurs first

(i) When the total votes outstanding in the Class A memberships in the annexed property equal the total votes outstanding in the Class B membership in such annexed property, or

(ii) Four (4) years from the date of recordation of the final deed of dedication or any supplemental declaration for the last portion of such annexed property

(d) Any vote of the Members shall be taken without regard to class of membership except in those instances requiring the affirmative vote or approval of each class of membership in accordance with the Declaration and the Articles of Incorporation or Bylaws of the Association

(e) The Members shall have the right to vote to amend these Articles of Incorporation and the Bylaws of the Association in the manner provided in the Bylaws. Any such amendment shall require the affirmative vote of the Developer during the Development Period. In any event, these Articles of Incorporation and the Bylaws shall not be amended so as to be inconsistent with the Declaration. Notwithstanding anything to the contrary herein contained, the Class B member shall have the exclusive right to vote on any amendment of these Articles of Incorporation or the Bylaws during the Development Period if such amendment is necessary to bring the Articles of Incorporation or Bylaws into compliance

with any rule, regulation or requirement of the Federal Housing Administration, the Veterans Administration or Fairfax County, Virginia

ARTICLE VIII  
Board of Directors

The affairs of this Association shall be managed by the Board of Directors consisting of not fewer than three (3) Directors and not more than five (5) Directors. The initial Board shall consist of three (3) Directors appointed by the Developer. At the first Annual Meeting after Class B membership terminates the Board of Directors shall be expanded to consist of no more than five (5) Directors. Until the Class B membership and the Class B voting rights expire, the Board shall consist of appointed Directors. Thereafter, all Directors shall be elected.

The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are

Richard W. Hausler  
c/o KSI Services, Inc  
8081 Wolftrap Road Suite 300  
Vienna, VA 22182

Susan Scott  
c/o KSI Services, Inc  
8081 Wolftrap Road Suite 300  
Vienna, VA 22182

Jeffrey Harris  
c/o KSI Services, Inc  
8081 Wolftrap Road Suite 300  
Vienna, VA 22182

ARTICLE IX  
Dissolution

The Association shall exist in perpetuity unless dissolved as provided herein.



The Association may be dissolved at an Annual or Special Meeting by the vote of two-thirds percent (2/3%) of the Members of each Class as provided in Section 13.1-902, Code of Virginia, 1950, as amended. Written notice of such proposed action shall be sent to all Members not less than twenty-five (25) nor more than fifty (50) days prior to a meeting called for such purpose. Upon dissolution of the Association, the assets both real and personal of the Association shall be (i) granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization engaged in activities substantially similar to those of the Association and which are qualified as exempt organizations under the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law, or (ii) 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 Association; provided, however, that any such dedication shall require the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the votes then held by all Class A Members.

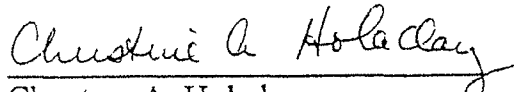
ARTICLE X  
Amendments

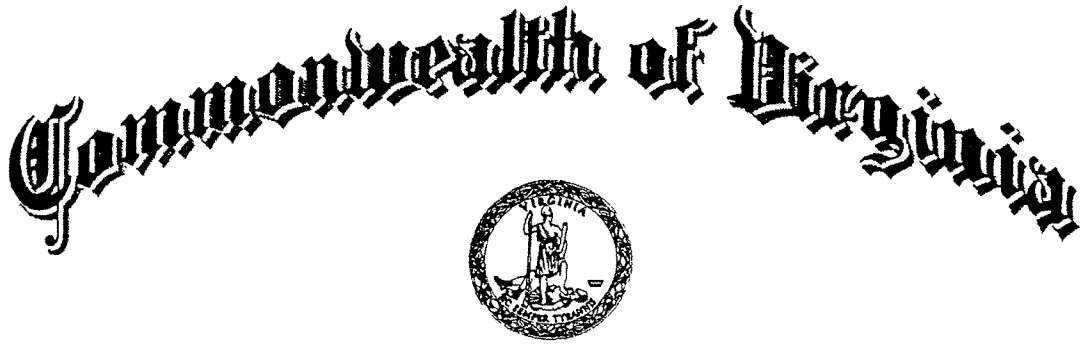
Amendment of these Articles shall require the affirmative vote of seventy-five percent (75%) of the entire membership.

ARTICLE XI  
VA Approval

As long as there is a Class B membership the following actions will require the prior approval of the Veterans Administration and the Federal Housing Administration: annexation of additional properties, mergers and consolidations, mortgaging of Community Facilities, dedication of Community Facilities, dissolution, and material amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation, under the laws of the State of Virginia, the undersigned, incorporator of this Association, has executed these Articles of Incorporation this 20 day of September, 1976.

  
Christine A. Holaday



## STATE CORPORATION COMMISSION

*Richmond,* September 25, 1996

*This is to Certify that the certificate of incorporation of*

WALNEY ROAD HOMEOWNERS ASSOCIATION, INC.

*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 Virginia laws applicable to the corporation and its  
business. Effective date:*

September 25, 1996



*State Corporation Commission*

*William J. Bridge*  
Clerk of the Commission