

Articles Of Incorporation Of Hunters Ridge Homeowners Association

INTRODUCTION

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned, who is of full age, has this day voluntarily acted for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

1.1 The name of the corporation is HUNTERS RIDGE HOMEOWNERS ASSOCIATION, hereinafter called the "Association".

1.2 The initial registered office of the Association is located at 4117 Chain Bridge Road, Suits 301, Fairfax, Virginia 22030, located in the City of Fairfax.

1.3 George F. Trowbridge, Jr., who is a resident of Virginia and a member of the Virginia State Bar and a resident of the Commonwealth of Virginia, and whose business address is 4117 Chain Bridge Road, Suits 301, Fairfax, Virginia 22030 is hereby appointed the initial registered agent of the Association.

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

2.1 The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are:

- a. to provide for maintenance, preservation and architectural control of the Lots and the Common Area within that certain tract of property described as Hunters Ridge and Two and any and all other properties which may be annexed thereto in accordance with the provisions of the Declaration.
- b. to promote the health, safety and welfare of the residents within the above described property.

2.2 Without limiting the generality thereof, subject to such limitations as are set forth in the Declaration, said powers and duties of the Association shall be:

- a. to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Hunters Ridge Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", and all Supplementary Declarations applicable to all or any Part of the Hunters Ridge Property located in Prince William County and recorded in the Office of the Clerk, Prince William County, Virginia, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length. Unless the context requires otherwise the term Declaration shall include all Supplementary Declarations.
- b. to acquire (by gift, purchase or otherwise), Own, hold, improve, maintain, manage, lease, pledge, convey, transfer or dedicate real or personal property for the benefit of its members in connection with the affairs of the Association, except that the acquisition, mortgaging or disposal of the Common Area and/or improvements shall be subject to the provisions of the Declaration.

- c. to establish rules and regulations for the use of the Common Area and other property of the Association;
- d. to fix, levy and collect assessments pursuant to the Declaration;
- e. to pay all expenses incident to the conduct Of business of the Association;
- f. to grant and convey easements over any Common Area;
- g. to employ, enter into contracts with,, delegate authority to and supervise such persons or entities as may be appropriate to manage, conduct and perform the business obligations and duties of the Association.
- h. to participate in mergers and consolidation with other corporations;
- i. to perform such acts as may be reasonably necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending membership rights, to enforce or effectuate any of the provisions of the Declaration, these Articles,, and the Bylaws;
- j. to regulate the external design, appearance and locations of the Hunters Ridge property and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography;
- k. to form subsidiary corporations;
- l. to exercise any and all powers, rights and privileges which a corporation organized under the Virginia Non-Stock corporation Act by law may now or hereafter have or exercise.

2.3 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 prescriptive 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.

ARTICLE III

MEMERSHIP AND VOTING

3.1 Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject to the Declaration, including contract sellers, shall be members of that Association. The foregoing is not intended to include Persons or entities who hold an interest merely as security for the performance of an obligation.

Class A Class A members shall be all owners of Lots, except 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. In the event that more than one person, group of Persons or entity is the record owner of a fee interest in any Lot, then the vote for membership appurtenant to 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. The vote for any membership which is held by more than one person may be exercised by any one of them, unless any objection or protest by any other holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

Class B The Class B member shall be the Hunters Ridge L.L.C. (the "Developer"), or any builder to whom the Developer has conveyed finished lots designed for construction of residences, as applicable, and each shall be entitled to three votes for each Lot in which it holds the interest otherwise required for Class A membership; provided, however, that Class B membership shall lapse and become a nullity upon the earlier of the following events:

- i. At such time as the total number of Class A votes equals the total number of Class B votes; or
- ii. December 31, 1999.

Thereafter, the former Class B member shall have Class A membership rights for each Lot which it may own.

The vote for any membership which is held by more than one person may be exercised by any one of them, unless any objection or protest by any other holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

Any person or entity qualifying as a member of more than one voting class may exercise those votes to which he is entitled for each such class of membership.

3.2 The voting rights of members shall be as follows:

- a. Class A members and Class B Members shall vote as provided in the Declaration, to approve a raise in the maximum annual assessments which is greater than allowed by the Declaration; to approve special capital improvement assessments; to approve mergers, consolidations or dissolution of the Association; to approve conveyance, dedication or mortgaging of the Common area; and to approve amendments to the Declaration;
- b. Class A and Class B members shall vote as a single class to approve amendments to these Articles and the Bylaws and to elect Directors.

3.3 Except as provided otherwise by law, where a vote of the members is required, the Board of Directors shall determine by resolution whether the questions shall be decided by ballot vote at a meeting or by mail or at polling places designated by the Board, and shall give notice thereof as provided in the Bylaws.

ARTICLE IV

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The number and method of selection shall be as provided in the Bylaws of the Association. The initial Board of Directors shall consist of three (3) Directors. 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

Gerald J. Fitzgerald
13007 Vint Hill Road,
Nokesville, Va. 22123

George F. Trowbridge, Jr.
11104 Kings Cavalier Court
Oakton, Va. 22124

Oyton Tertemiz
11100 Sweetwood Lane
Oakton, Va. 22124

ARTICLE V

DURATION

The corporation shall exist perpetually unless dissolved as provided in Article VI.

ARTICLE VI

DISSOLUTION

The Association may be dissolved at a duly held meeting at which a quorum is present upon the vote of more than two-thirds (2/3) of the votes, in person or by proxy, of the Class A and Class B members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association may be offered to the County of Prince William, Virginia or, to any nonprofit corporation, association trust or other organization to be devoted to similar purposes. Such conveyance shall require a vote of more than two-thirds (2/3) of the votes, in person or by proxy, of the Class A and Class B members.

ARTICLE VII

SEVERABILITY

Invalidation of any of these articles or sections of articles by Judgment or court order shall in no way effect any other provisions which shall remain in full force and effect.

ARTICLE VIII

ANNEXATION

Additional properties may be annexed to the area subject to the Association as provided in the Declaration.

ARTICLE IX

AMENDMENTS

Except as otherwise specifically provided herein amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of the voting members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 19th day of April, 1994.

George F. Trowbridge, Jr.

George F. Trowbridge, Jr.