

ARTICLES OF INCORPORATION
OF
WINDING RIDGE HOMEOWNERS 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 of 1950, as amended, and to that end set forth the following:

ARTICLE I
NAME

The name of the corporation is WINDING RIDGE HOMEOWNERS ASSOCIATION.

ARTICLE II
REGISTERED OFFICE AND AGENT

The post office address of the initial registered office and agent is 10505 Judicial Drive, Fairfax, Virginia 22030, in the City of Fairfax, Commonwealth of Virginia. The initial registered agent is James B. Pittleman, who is a resident of Fairfax County, Virginia, and is a member of the Virginia State Bar, and whose business address is the same as that of the registered office.

ARTICLE III
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 that certain tract of property described as:

Winding Ridge Subdivision, as the same is duly dedicated, platted and recorded among the land records of Fairfax County, Virginia.

and to provide 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 Court, Fairfax County, Virginia, and as the same may be amended from time to time as, therein provided, said Declaration being incorporated herein as 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, transfer or mortgage all or any part of the Common Area to any public agency, authority, utility or other entity for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, transfer or mortgage shall be effective unless an instrument has been ratified by vote of two-thirds (2/3) of each class of members agreeing to such dedication, sale, transfer or mortgage; subject, however, to the provisions of Article II, Section 3 of the Declaration.

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of more than two-third (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 Commonwealth of Virginia by law may now or hereafter have or exercise.

ARTICLE IV 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 be separated from ownership of any Lot which is subject to assessment by the Association.

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

Class B. The Class B members 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) At the expiration of five (5) years after the date of the Declaration of Covenants, Conditions and Restrictions, provided that if a Tract Declaration is filed annexing additional land pursuant to the Declaration at any time or times prior to expiration of said five (5) year period (as same may have been extended by the filing of any Tract Declaration), such period shall be extended each time until the expiration of three (3) years from the date of filing of the last such Supplemental Declaration.

ARTICLE VI BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of one (1) initial Director, who need not be a member of the Association. The name and address of the person who is to act in the capacity of director until the selection of his successor is:

NAME

ADDRESS

ARTICLE VII DISSOLUTION

The Association may be dissolved with the assent given by a vote of more than seventy-five percent (75%) 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
DURATION

The corporation shall exist perpetually.

ARTICLE IX
AMENDMENTS

Amendment of these Articles shall require the assent of more than seventy-five percent (75%) of the entire membership.

ARTICLE X
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, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this _____ day of _____, 1987.

JOHN W. FARRELL