

ARTICLES OF INCORPORATION

OF

ASHGROVE PLANTATION 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

NAME OF CORPORATION

The name of the Corporation is Ashgrove Plantation Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II

REGISTERED OFFICE

The initial registered office of the Association is located c/o Dittmar Company, 262 M Cedar Lane, Suite 1, Vienna, Virginia 22180, which is in the County of Fairfax.

ARTICLE III

REGISTERED AGENT

Carol S. Bailey, who is a resident of Virginia, a member of the Board of Directors and whose business address is c/o Dittmar Company, 262 M Cedar Lane, Suite 1, Vienna, Virginia 22180, in Fairfax County, (being the same address at the registered office) is hereby appointed the initial registered agent of this Association.

ARTICLE IV

POWERS AND PURPOSES

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for or assure maintenance, preservation and architectural control of the Lots and Common Area within the Property known or to be known as Ashgrove Plantation, County of Fairfax, Virginia ("The Property"), including such additions thereto as may be hereafter brought within the jurisdiction of the Association, and any additions thereto as may hereafter be brought within the jurisdiction of this Association. 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 the County of Fairfax, 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 here-after have or exercise.

ARTICLE V

NO CAPITAL STOCK

This Association is not authorized to issue any capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its members. No member shall have any personal liability for the debts or obligations of the Association.

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot forming a part of the Property including contract sellers, shall be a member of the Association; provided that any such person or entity who or which holds such interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

The Association shall have two (2) classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Declarant (with respect to any Lot for which the Declarant holds a Class B membership,) and Class A members shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an 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 (1) vote be cast by a Class A member with respect to any Lot.

Class B: The Class B member(s) 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 a Class A membership upon the happening of any of the following events, whichever occurs earliest:

(i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(ii) December 31, 1997.

The members of the Association shall have no preemptive rights, as such members, to acquire any memberships of this Association that may at any time be issued by the Association except as may be specifically provided in these Articles of Incorporation or the Bylaws of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board initially consisting of three (3) Directors. Commencing with the first annual meeting of the Association, the Board shall consist of not less than three (3) nor more than five (5) Directors. The numbers of Directors shall be determined by a vote of the members at the first annual meeting of members and the number of Directors may be changed by a vote of the members at any subsequent annual or special meeting of the members; provided, however, that (a) the limitations of this Article VIII shall continue to apply; and (b) no such change shall operate to curtail or extend the term of any incumbent Director. The Directors need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association.

The initial Board of Directors are:

Sydney E. Albrittain
c/o Dittmar Company
262 M Cedar Lane
Vienna, Virginia 22180

Anthony J. Offutt
c/o Dittmar Company
262 M Cedar Lane
Vienna, Virginia 22180

Carol S. Bailey
c/o Dittmar Company
262 M Cedar Lane
Vienna, Virginia 22180

ARTICLE VIII

DISSOLUTION

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

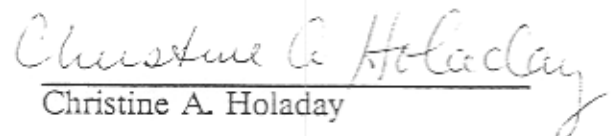
The Association may be dissolved at an Annual or Special Meeting by the vote of more than two-thirds (2/3) of the Members of each Class as provided in Section 13.1-902, Code of Virginia, 1950, as amended. Written notice of such proposed action shall be sent to all Members not less than twenty-five (25) nor more than fifty (50) days prior to a meeting called for such purpose. Upon dissolution of the Association, 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 by such a public agency, such assets shall be granted, conveyed and assigned to any non-profit association, trust or other organization to be devoted to such similar purposes in accordance with the wishes of more than two-thirds (2/3) of Members of each Class of Members.

ARTICLE IX

AMENDMENTS

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

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 16th day of April, 1992.


Christine A. Holaday

STATE OF VIRGINIA :
COUNTY OF ARLINGTON : to-wit:

On April 16, 1992, before me, a Notary Public in and for the above County and State, personally appeared CHRISTINE A. HOLADAY, and acknowledged that he signed the foregoing Articles of Incorporation for the purposes therein stated.

WITNESS my hand and notarial seal.


Notary Public

My Commission Expires: June 20, 1993

"I was commissioned as
Sandra L. Villarreal."

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1/10/92

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 17, 1992

This is to Certify that the certificate of incorporation of
ASHGROVE PLANTATION 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 the laws of the State applicable to the
corporation and its business. Effective date:* April 17, 1992



State Corporation Commission

William J. Bridge

Clerk of the Commission