

Carisbrooke Homeowners Association

Articles of Incorporation

Commonwealth of Virginia



STATE CORPORATION COMMISSION

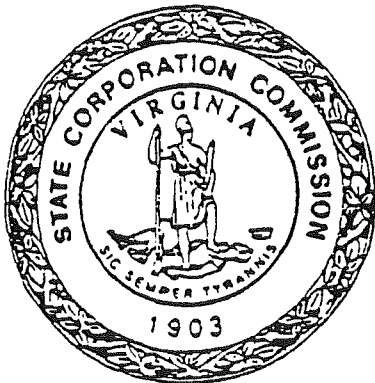
Richmond, August 9, 1995

This is to Certify that the certificate of incorporation of

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

August 9, 1995



State Corporation Commission

William J. Bridger
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
CARISBROOKE HOMEOWNERS ASSOCIATION

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

Article 1. Name. The name of the corporation (hereinafter referred to as "the Association") is and shall be

CARISBROOKE HOMEOWNERS ASSOCIATION

Article 2. Purposes and powers.

2.1. The Association shall have the following purposes and powers:

2.1.1. to promote the recreation, health, safety and welfare of that certain residential development located in Loudoun County, Virginia and commonly known as Carisbrooke ("Community") and the Association's membership;

2.1.2. to provide for the acquisition, construction, management, maintenance and care of the Association's property (including, by way of example rather than of limitation, the property referred to as "the Commons" in the provisions of the Community's Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens, the "Declaration");

2.1.3. to do and perform any and all acts and things which a nonstock corporation organized and existing under the general laws of the Virginia is empowered to do, without limitation or restriction of any kind (including, by way of example rather than of limitation, any and all acts and things which such a corporation is empowered to do by the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as from time to time amended (the "Act")); and

2.1.4. to do and perform any and all acts and things which the Association is authorized or empowered to do by the provisions of the Declaration, as from time to time amended.

2.2. Anything contained in the foregoing provisions of this Article to the contrary notwithstanding, nothing in such provisions shall be deemed to empower the Association to take any action, or to permit the Association not to take any action, if and to the extent that its taking of or failure to take such action is not permitted by the provisions of the Declaration.

Article 3. Initial registered office and resident agent.

The initial registered office of the Association is located in the County of Fairfax, at 8300 Greensboro Drive, Suite 1000, McLean, Virginia 22102, at which office is the initial registered agent of the Association, T. Patrick Dulany, who meets the requirements of Section 13.1-833 of the Act, as he is a resident of Virginia and a member of the Virginia State Bar whose business address is identical with that of the registered office.

Article 4. Lack of authority to issue stock.

4.1. The Association is not authorized or empowered to issue capital stock of any type or class.

4.2. Nothing in the foregoing provisions of this Article shall be deemed in any manner to alter or impair any right or power which the Association may have from time to time to issue such bonds, notes and other evidence of secured or unsecured debt, in such amounts, for such consideration, upon such terms and subject to such conditions as the Association may determine.

Article 5. Membership.

5.1. The Association's membership shall consist of and be limited to all of the Owners, as that term is defined by the provisions of the Declaration.

5.2. The Association's membership shall be divided into such classes of membership as are prescribed by the provisions of the Declaration, each of which classes shall exist during such times, and the respective members of which shall have such rights, as are set forth therein.

5.3. An Owner's membership in the Association shall be appurtenant to his Lot, and may not be separated from his ownership thereof.

Article 6. Directors.

6.1. The number of directors which the Association shall have shall be three (3), which number may be increased or decreased by an amendment of the Association's By-laws, but shall never be less than three (3).

6.2. The names of the directors who shall act until the first annual meeting of the Association's membership and until their successors are elected and qualified are:

Jeffrey S. Dennis
Carter M. Morrow
Donald D. Nelson

Article 11. Obtaining approval by Federal Housing Administration and Department of Veterans Affairs.

Until the Class B Membership (as that term is defined by the provisions of the Declaration) terminates pursuant to the provisions of the Declaration, the consent or approval of the Federal Housing Administration and/or the Department of Veterans Affairs shall be obtained to any of the following actions taken while a Mortgage (as that term is defined by the provisions of the Declaration) is in effect which is insured by such entity:

- 11.1. a dissolution of the Association;
- 11.2. a merger or consolidation of the Association with another entity;
- 11.3. the Association's grant of a Mortgage covering any or all of the Commons;
- 11.4. the Association's dedication of any or all of the Commons to public use; and
- 11.5. an amendment of these Articles of Incorporation.

Article 12. Complementarity of Association Documents and incorporation by reference.

These Articles, the Declaration and the By-Laws of the Association, all as may be amended from time to time ("Association Document(s)"), shall be construed together and shall be deemed to incorporate one another. Any requirements as to the content of one shall be deemed satisfied if the deficiency can be cured by reference to any of the others. Any provision of any Association Document referenced in any other Association Document with the intent to incorporate the provisions of the Association Document into the other Association Document, shall be deemed incorporated therein, as if set forth in full. If there is any conflict between the Association Documents, the Declaration shall control, except as to matters of compliance with the Act, in which case the Articles of Incorporation shall control. Particular provisions shall control general provisions, except that a construction consistent with the Act shall in all cases control over any construction inconsistent therewith. The provisions of the By-Laws shall control over any conflicting provision of any rule, regulation or other resolution adopted pursuant to any of the Association Documents.

6.3. The Association's board of directors shall exercise all of the Association's powers, except for those, if any, conferred upon or reserved to the Association's members by law, or by the provisions of these Articles of Incorporation, the Association's By-Laws or the Declaration, as from time to time amended.

Article 7. Perpetual existence. The Association's existence shall be perpetual.

Article 8. Voting rights. The voting rights of each member of the Association are as set forth in the provisions of the Declaration, as from time to time amended (which provisions are hereby incorporated herein by reference).

Article 9. Amendment of Articles of Incorporation.

9.1. These Articles of Incorporation may be amended in and only in the same manner as that set forth in the provisions of Section 13.1-886 of the Act. No amendment to these Articles may diminish or impair the rights of the Developer, as that term is defined in the Declaration, without the prior written consent of the Developer.

9.2. Without limiting the generality of the foregoing provisions of this Article, no amendment of these Articles of Incorporation shall be effective unless approved by the Association's membership by the affirmative vote of three-fourths (3/4) of all of the votes entitled to be cast thereon.

Article 10. Dissolution of the Association.

10.1. The Association may be voluntarily dissolved only in accordance with the provisions of Section 13.1-902 of the Act and Section 11.15 of the Declaration, except that such dissolution must have been approved by the Association's membership by the affirmative vote of two-thirds (2/3) of all of the votes of each Class of membership entitled to be cast thereon.

10.2. Upon any dissolution of the Association other than incident to its merger or consolidation with another entity, and except as is otherwise required by applicable law, the Association's assets shall be granted to an appropriate public agency to be used by such agency for purposes which are the same as or similar to those for which the Association has been organized; provided, that if such agency does not accept such grant, such assets shall be granted to any nonprofit corporation, association, trust or other entity, to be used by such entity for such purposes.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Incorporation and acknowledges them to be his act this ___ day of _____, 1995.

Thomas E. Helf,
Incorporator

~~art61071s.inc~~ art8071s.inc