

ARTICLES OF INCORPORATION
OF
BALDWIN OAKS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of §13.1-801 et seq. of the Code of Virginia, as amended, the undersigned, who is a resident of the Commonwealth of Virginia and of full age, has this day voluntarily associated himself for the purpose of forming a nonstock corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Baldwin Oaks Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal and registered office of the Association is located at 14101 Willard Road, Suite E, Chantilly, Virginia 22021, in the County of Fairfax.

ARTICLE III

A. Scott Beatty, a director of the corporation and a resident of Virginia, is hereby appointed the initial registered agent of this Association. His office address is the same as the registered office of the Association.

ARTICLE IV

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:

SEE ATTACHED EXHIBIT A

and to promote 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 obligation 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 Land Records of the Clerk of the Circuit Court for Prince William 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;

(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 government 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 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 or transfer all or any party 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 the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit 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 two-thirds (2/3) of each class of members;

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

ARTICLE V

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 not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting memberships:

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 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 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) On December 31, 1992; provided however that

(c) In the event of annexation of additional real properties, Class B membership shall be revived with respect to those Lots contained in the annexed real property, which Class B Membership shall cease and be converted to Class A Membership, on the happening of either of the following events, whichever occurs first:

- (i) When the total votes outstanding in the Class A Membership in the annexed Property equals the total votes outstanding in the Class B membership in such annexed real property, or
- (ii) Five (5) years for the date or recordation of the Deed of Dedication of Supplemental Declaration for such annexed real property.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME
John H. Heppe

A. Scott Beatty

Diane Heppe

ADDRESS
14101 Willard Rd., #E
Chantilly, VA 22021
6707 Colewood Estates Rd.
Clifton, VA 22024
14101 Willard Rd., #E
Chantilly, VA 22021

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

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 7th day of January, 1987.


Incorporator

DJS42/007

Not for resale