

RIVER FARMS CONSERVANCY, INC.

ARTICLES OF INCORPORATION

DECLARATION OF FORMATION OF ASSOCIATION

&

DEED OF DECLARATION

ARTICLES OF INCORPORATION

OF

RIVER FARMS CONSERVANCY, INC.

The undersigned hereby forms a non-stock corporation, under the provisions of Chapter 2 of Title 13.1 of the 1950 Code of Virginia, as amended, and to that end sets forth the following:

1. The name of the corporation is RIVER FARMS CONSERVANCY, INC.
2. The purpose or purposes for which the corporation is organized is not for profit, but to provide for the maintenance and preservation, and the control of environmental design and use, of the residence lots and common area described as:

(i) All the lots and parcels of land known as Lots 1 through 46, both inclusive, and Parcel A, BRIARY FARMS, as the same is duly dedicated, platted and recorded among the land records of Fairfax County in Deed Book 4228 at page 702;

(ii) All the lots and parcels of land known as Lots 1 through 28, 29-A, 30 through 32, 33-A through 39-A, and 40 through 61, all inclusive, and Parcels A-1, B-1, B-2, C, D and 12, Section One, HUNTINGTON AT MOUNT VERNON, as the same is duly dedicated, platted and recorded among the land records of Fairfax County in Deed Book 4490 at page 238, and amended and replatted in part in Deed Book 4704 at page 466; and Lots 62 through 69, both inclusive, and Parcel E, First Addition to Section One, HUNTINGTON AT MOUNT VERNON, as the same is duly dedicated, platted and recorded among the land records of Fairfax County in Deed Book 4704 at page 466; and

(iii) All the parcels and tracts of land known as Parcel 13A in the subdivision of a tract of the land of Harrelson, as the same is duly dedicated, platted and recorded among the land records of Fairfax County in Deed Book 4487 at page 271,

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 corporation, and in furtherance of these purposes the corporation shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain Declaration applicable to the property and recorded among the land records of Fairfax County, Virginia in Deed Book 3995 at page 4, and amended in Deed Book 4390 at page 481, and as the same may be amended from time to time as therein provided (hereinafter collectively referred to as "the Declaration"), and as set forth in the By-Laws of the corporation, attached as an Exhibit to and incorporated by reference in a certain "Declaration of Formation of Association" recorded or to be recorded among the land records of Fairfax County, Virginia, and as the same may be amended from time to time as therein provided (hereinafter referred to as "the By-Laws");

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the

conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(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 corporation;

(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) with the assent of more than two-thirds (2/3) of each class of members, participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

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

3. Every person or entity who is a record owner of a fee or undivided fee interest of any presently platted or subsequently platted lot within the above-described property, and any additions thereto as may hereafter be brought within the jurisdiction of this corporation, including contract sellers, shall be a member of the corporation. 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. The corporation shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Developer (as defined in the By-Laws), and shall be entitled to one (1) 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 (1) vote be cast with respect to the lot.

Class B. The Class B member shall be the Developer (as defined in the By-Laws) 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, 1982.

4. The affairs of the corporation shall be managed by a board of three (3) directors, who need not be members of the corporation, until the first annual meeting of the members of the corporation, which shall be held not later than July 31,

1978, and thereafter by a board of directors, who need not be members of the corporation. At the first annual meeting of the members of the corporation, the members shall elect one class of directors for a term of one year, one class of directors for a term of two years and one class of directors for a term of three years; and at each annual meeting thereafter the members shall elect one class of directors for a term of three years. The number of directors of each class may be changed from time to time by amendment of the By-Laws, provided that the term of any sitting director may not be shortened by such amendment.

5. The corporation may be dissolved, other than incident to a merger or consolidation, with the assent of more than two-thirds of the members of each class of members. Upon such dissolution of the corporation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation 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 devoted to such similar purposes. In the event of such dissolution, each lot shall continue to be subject to the annual assessment specified in the Declaration and the By-Laws, and each Owner thereof shall continue to be personally obligated

for such assessment, to the extent that such assessments are required to enable the grantee of the real property owned by the corporation to properly maintain it, so long as such assets are maintained for the exclusive use and benefit of the owners of the residence lots described herein. In no event, however, shall the assessment exceed the amount that would otherwise be payable to the corporation in accordance with the Declaration and the By-Laws.

6. Amendment of these Articles of Incorporation and annexation of additional residential properties and common areas shall require the assent of seventy-five percent (75%) of the voting power of the entire membership. In addition, 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, should such agencies be involved: annexation of additional properties and mergers or consolidations, mortgaging of common area, dedication of common area, dissolution of the corporation and amendment of these Articles of Incorporation.

7. The initial registered office of the corporation shall be Suite 1100, 11800 Sunrise Valley Drive, Reston, Virginia 22091 in the County of Fairfax. The initial registered agent of the corporation shall be Thomas S. Kenny, whose business address is the same as such registered office, and who is a resident of Virginia and a member of the Virginia State Bar.

8. The initial Board of Directors of the corporation shall consist of three persons. Their names and addresses are as follows:

Anthony C. Kooner
5036 Dana Place, N.W.
Washington, D.C.

Daniel B. Shuffle
4644 South 30th Road
Arlington, Virginia 22206

Carol Janni
5454 Wisconsin Avenue
Chevy Chase, Maryland

Dated this 10th day of February, 1978.

Thomas S. Kenny
Thomas S. Kenny