



Commonwealth of Virginia



State Corporation Commission

I, George M. Bryant, Jr., Clerk of the State Corporation Commission, do hereby certify that

the foregoing is a true copy of all documents constituting as of this date the charter of HAMPTON FOREST HOMEOWNERS ASSOCIATION.

Nothing more is hereby certified.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 5th day of June A. D. 19 26



George M. Bryant, Jr.
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
HAMPTON FOREST
HOMEOWNERS ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-stock corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is HAMPTON FOREST HOMEOWNERS ASSOCIATION, hereafter called the "Association."

ARTICLE II

The initial registered office of the Association is located at 4084 University Drive, Fairfax, Virginia 22030, which is located in the City of Fairfax.

ARTICLE III

Grayson P. Hanes, who is a resident of Virginia, and a member of the Virginia State Bar, and whose business address is 4084 University Drive, Fairfax, Virginia 22030, is hereby appointed the initial registered agent 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

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which it is formed are to provide for maintenance, preservation and architectural control of residential lots, and to own, improve, maintain, and preserve the Common Area within Hampton Forest Subdivision, Fairfax County, Virginia, and to promote the health, safety, and welfare of the residents within such area as may come within the jurisdiction of the Association and any additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation, as provided in Article IX herein, and for these purposes:

1. To 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 for Hampton Forest Subdivision, hereinafter called the "Declaration," recorded or to be recorded in the Office of the Clerk of the Circuit Court of Fairfax 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;

2. To 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;

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3. To 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, provided that any such conveyance, sale, transfer, lease or dedication of the Common Area shall not be in conflict with its designation as "open space";

4. To borrow money;

5. To build facilities upon land owned or controlled by the Association;

6. To create subsidiary corporations; and

7. To 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 by law 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. Ownership of such lot shall be the sole

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qualification for membership. A Mortgagee in possession of a Lot shall be entitled to exercise the Owner's rights in the Association with regard thereto.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those members as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article V. When more than one person holds such 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 vote be cast with respect to any lot.

Class B. The Class B member(s) shall be Alrock Joint Venture, (the "Declarant," as defined in the Declaration of Covenants, Conditions and Restrictions), and its successors and assigns, if such successors or assigns should acquire from the Declarant two (2) or more undeveloped lots for the purpose of development, and any person or entity that may dedicate, subdivide, and submit to the Declaration all or any portion of the real property described in Deed Book 5890, at page 942, in Deed Book 5813, at page 1257, and in Deed Book 2116, at page 77, of the land records of Fairfax County, Virginia. The Class B

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member(s) shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V; provided that Class B membership shall cease and a Class A membership with one (1) vote for each lot in which it holds an interest shall issue on the happening of either of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
2. On January 1, 1991.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The initial and minimum number of Directors shall be five (5), which may be increased to as many as nine (9) by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of the initial Board of Directors until the selection of their successors are:

- (1) William B. Hungerford
6804 Poplar Place
Suite 300
McLean, Virginia 22101
- (2) Thomas G. Martin
6804 Poplar Place
Suite 300
McLean, Virginia 22101
- (3) Nicholas P.H. Rocks
6804 Poplar Place
Suite 300
McLean, Virginia 22101

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(4) Jack Alfandre, Jr.
932 Hungerford Drive, Suite 31-B
Rockville, Maryland 20850

(5) Jane Alfandre
932 Hungerford Drive, Suite 31-B
Rockville, Maryland 20850

At the first annual meeting the members shall elect two Directors for terms of one year, two Directors for terms of two years and one Director for a term of three years; and as the terms of such Directors expire new Directors shall be elected for terms of three years.

ARTICLE VIII

LIABILITIES

The total amount of indebtedness or liability which this Association may incur at any one time shall not exceed one hundred fifty percent (150%) of its income for the previous fiscal year, provided that additional amounts may be authorized at a duly held meeting at which a quorum is present by the assent of two-thirds (2/3) of each class of the members who are voting in person or by proxy, and provided further that this Article shall not be construed to prohibit the Association from acquiring real property subject to encumbrances for the purpose of financing facilities located on the real property so acquired.

ARTICLE IX

ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, for twenty-one (21) years from the date hereof, annex additional areas and provide for maintenance,

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preservation, and architectural control of residential lots, and so add to its membership under the provisions of Article V, provided that any such annexation shall be authorized at a duly held meeting at which a quorum is present by the consent of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy. After twenty-one (21) years annexation shall be made with the consent of all members. Provided, however, that during the seven (7) year period commencing with the date hereof, no such consent is required for the annexation of all or any part of the real property described in Deed Book 5890, at page 942, in Deed Book 5813, at page 1257, and in Deed Book 2116, at page 77, of the land records of Fairfax County, Virginia, by the Declarant.

ARTICLE X

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy, provided that any such mortgage of the Common Area shall not be in conflict with its designation as "open space".

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have the power to dedicate or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to

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such conditions as may be agreed to by the members and approved by Statute, providing such dedication or transfer shall be approved by an affirmative vote at a duly called meeting at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy, and provided that any such dedication or transfer of the Common Area shall not be in conflict with its designation as "open space."

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, trust or other organization to be devoted to similar purposes. Any such dedication or transfer of the Common Area shall not be in conflict with its designation as "open space."

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ARTICLE XIII

VA - FHA 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 if either such agency has previously approved Hampton Forest subdivision: annexation of additional properties, mergers, and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XIV

DURATION

The Corporation shall exist perpetually.

ARTICLE XV

AMENDMENTS

Amendment of these Articles shall require the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy.

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 27th day of March, 1984.

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P. O. Box 547
Fayette, Virginia 22030

Linda C. Stokely (SEAL)
LINDA C. STOKELY

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, April 2, 1984

The accompanying articles having been delivered to the State Corporation Commission on behalf of

HAMPTON FOREST HOMEOWNERS ASSOCIATION

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Fairfax County .

STATE CORPORATION COMMISSION

By Thomas P. Harman, Jr.
Commissioner

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