

ARTICLES OF INCORPORATION
OF
TRURO HOMES ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, the undersigned, two of whom are residents of the Commonwealth of Virginia, and 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 the TRURO HOMES ASSOCIATION hereafter called the "Association."

ARTICLE II

The initial registered office of the Association is located as 10409 Main Street, City of Fairfax, Virginia.

ARTICLE III

John T. Hazel, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and a Director of the Corporation, and whose business address is P. O. Box 547, 10409 Main Street, Fairfax, Virginia, 22030, is hereby appointed the initial registered agent of this 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 residential lots and to own, improve, and maintain and preserve Common Area as may be acquired by the Association within that certain area of the Annandale District, Fairfax County, Virginia, bounded by Route 236, Route 495, Braddock Road and Guinea Road, and to promote the health, safety and welfare of the residents within those portions of the above-described area as may come within the jurisdiction of the Association and any additions thereto as may hereafter be bought within the jurisdiction of this Association by annexation, as provided in Article IX herein, and for this purpose.

- (a) 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, hereinafter called the "Declaration," recorded or to be recorded from time to time 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 as length;
- (b) 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 business of the Association, including all licenses, taxes

or governmental charges levied or imposed against the property of the Association;

- (c) To acquire (by gifts, 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) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred; and
- (e) 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. No owner shall have more than one membership. 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 qualification for membership.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Class B Member. 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 shall be Truro Joint Venture which shall be entitled to four (4) votes for each lot in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and a Class A membership with (1) vote for each lot in which it holds an interest shall be issued on the happening of either of the following events, whichever occurs earlier.

- a. When the total votes outstanding in the Class A membership equals twice the total votes outstanding in the Class B membership, provided there are at least two hundred seventy-five (275) Class A memberships outstanding.
- b. on January 1, 1976.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association and such number can be changed on by amendment of the Articles of Incorporation. 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:

Name	Address
David H. Miller	7607 Shadywood road Bethesda, Maryland
Gordon V. Smith	7621 Carteret Road Bethesda, Maryland
Otis D. Coston, Jr.	1044 Clover Drive McLean, Virginia
John T., Hazel, Jr.	10409 Main Street Fairfax, Virginia
Kenneth F. Murphy	5903 Falkstone Road Bethesda, Maryland

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

ARTICLE VII
LIABILITIES

The total amount of indebtedness or liability which this Association may incur at any one time shall not exceed \$5,000 while there is a Class B membership, and thereafter shall not exceed 150 percent 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 the votes, in person or by proxy, entitled to be cast by the entire membership, and provided further that this Article shall not 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

Section 1. The Association may, at any time, annex common areas in addition to the Properties described in Article IV and provide for maintenance, preservation and architectural control of residence lots, and so add to its membership under the provisions of Article V, provided that any such annexation may be authorized at a duly held meeting at which a quorum is present by the assent of two-thirds (2/3) of the votes, in person or by proxy, entitled to be case by the entire membership.

Section 2. If within six (6) years of the date of incorporation of this Association, the Class B member should develop additional lands within Fairfax County, such additional lands may be annexed to said Properties without the assent of the Class A members.

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 two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the entire membership.

ARTICLE XI

AUTHORITY TO DEDICATE

The association shall have the power to 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 condition as may be agreed to by the members and approved by Statute, providing such dedication, sale or transfer shall be approved by an affirmative vote at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of the votes, in person or by proxy, entitled to be cast by the entire membership.

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 the votes, in person or by proxy, entitled to be cast by the entire membership. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those 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 nonprofit corporation, association, trust or other organization 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.

ARTICLE XIII

DURATION

The Corporation shall exist perpetually.

ARTICLE XIV

AMENDMENTS

Amendment of the Articles shall require the assent at a duly held meeting at which a quorum is present of seventy-five percent (75%) of the votes, in person or by proxy, entitled to be cast by the entire membership.

IN WITNESS WHEREOF, for the purpose of forming the corporation under the laws of the Commonwealth of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 15th day of May 1968.

David H. Miller

Gordon V. Smith

Otis D. Coston, Jr

John T. Hazel, Jr

Kenneth F. Murphy

STATE OF VIRGINIA

COUNTY OF FAIRFAX, to-wit:

I, M. Charlotte Garner, a Notary Public in and for the State and County aforesaid, whose commission as such will expire on the 16th day of October, 1970, do hereby certify that this day personally appeared before me in my said state and County DAVID H. MILLER, GORDON V. SMITH, OTIS D. COSTON, JR., JOHN T. HAZEL, JR. AND KENNETH F. MURPHY, whose names are signed to the foregoing and hereunto annexed Articles of Incorporation of Truro Homes Association, dated the 15th day of May, 1968, and who each then and there acknowledged the same before me

GIVEN under my hand and notarial seal this 15th day of May, 1968.

Notary Public

Retyped February 24, 2000