

ARTICLES OF INCORPORATION
OF THE
DEER RUN CROSSING HOMEOWNERS ASSOCIATION

[As amended through December 1, 1989]

This is to certify that we, the undersigned, do hereby associate ourselves to establish a corporation in and by virtue of the provisions of the Virginia Non-Stock Corporation Act (Chapter 2, 13.1, Code of Virginia 1950, and acts amendatory thereof) for the purposes and in the corporation name hereinafter set forth as follows:

ARTICLE I

The name of the corporation is DEER RUN CROSSING HOMEOWNERS ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The registered office of the Association is located at 4121 Chatelain Road in the County of Fairfax, Virginia.

ARTICLE III

Ronald L. Walutes, a resident of Virginia and a member of the Virginia State Bar, whose business address is 4121 Chatelain Road, Annandale, Virginia, 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 the residence Lots and Common Area within that certain tract of property located in Fairfax County, Virginia, and described as:

"BEGINNING at a point on the southerly side of South Kings Highway (15 feet from the centerline of paving thereof) , said point being a corner to the land of the Fairfax County Park Authority; thence departing said Park Authority and running with the outline of said side of South Kings Highway N. 74 56' 26" E.-200.50 feet to a point; thence departing said side of South Kings Highway and running with the outline of the land of Keller, the outline of a subdivision entitled South Kings Forest, Section Three, the outline of the land of Brown et al, the outline of a subdivision entitled South Kings Forest, Section One and the end of a public street all respectively S. 16 52' 04" E.

-2712.84 feet to a point; thence running through the land of Douglass S. Mackall, III, Trustee, S. 07 03' 01" W. 49.27 feet to a point; thence departing said Mackall and running with the outline of the land of the Fairfax County Park Authority the following three (3) courses and distances: N. 83 53' 47" W. 195.97 feet to a point; thence N. 16 52' 04" W. 1575.51 feet to a point; thence S. 83 02' 18" W. 993.32 feet to a point; thence departing said Park Authority and running through the land of Douglass S. Mackall, III, Trustee N. 01 57' 42" W. 200.33 feet to a point; thence departing said Mackall and running with the outline of the land of the Fairfax County Park Authority N. 88 02' 18" E. 940.00 feet to a point; thence N. 16 52' 04" W. 904.92 feet to the place of beginning and containing 16.97925 acres of land."

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 by annexation, as provided in Article IX herein, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and 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;

(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 governmental 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, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State 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

Members shall be all those Owners as defined in Article V. 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.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be elected from members of the Association. The number of Directors and their term of office shall be fixed by the By-Laws of the Association.

ARTICLE VIII(*)

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds [2/3] of the membership.

ARTICLE IX(*)

ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, at any time, annex additional residential properties and common areas to the Properties described in Article IV and so add to its membership under provisions of Article V, provided that any such annexation shall have the assent of two-thirds [2/3] of the membership.

ARTICLE X(*)

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of more than two-thirds [2/3] of the membership.

ARTICLE XI(*)

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of more than two-thirds [2/3] of the membership.

ARTICLE XII(*)

AUTHORITY TO DEDICATE

The Association shall have 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 conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast more than two-thirds [2/3] of the votes of the membership.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved at a duly held meeting as provided in 13.1-248 of the Code of Virginia. Upon dissolution of the Association, the assets, both real and personal of the Association shall be dedicated to any 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, provided that such public agency shall expressly accept such dedication. 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 to be devoted to purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIV

DURATION

The corporation shall exist perpetually.

ARTICLE XV

MEETINGS FOR ACTIONS GOVERNED BY ARTICLE VIII THROUGH XIII

In order to take action under Article VIII through XIII, there must be a duly held meeting. Written notice, setting forth the purposes of the meeting shall be given to all members not less than twenty-five (25) days nor more than fifty (50) days in advance of the meetings. The presence of members or of proxies entitled to cast sixty-seven percent (67%) of the votes of the membership shall constitute a quorum.

ARTICLE XVI

AMENDMENTS

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

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Virginia, we, the undersigned constituting the incorporators or this Association, have executed these Articles of Incorporation this day of , 1978.

SIGNED ORIGINAL BY:

Charles P. Jaeger

Robert L. Hagel

James L. Brehony

NOTE: In accordance with the original Article VI, Class A and B membership has been merged into a single class called, "the membership". The Declarant, as defined in the

Declaration is no longer in existence, and any reference to Class B members and the Declarant has been deleted. The above Articles of Incorporation have been annotated with this administrative change. Articles so affected are marked with an (*).

CERTIFIED TO BE A TRUE COPY OF THE ORIGINALLY SIGNED INSTRUMENT,
AS AMENDED, EXCEPTING THE ADMINISTRATIVE CHANGES MADE IN
ACCORDANCE WITH THE NOTE ABOVE.

Peter Y. Stanton
President
December 1, 1989