

corrected version
Submitted 1/27/71

ARTICLES OF INCORPORATION

OF

CARLYN SQUARE ASSOCIATION

This is to certify that we, the undersigned incorporators, hereby associate to establish a nonstock corporation under the provisions and subject to the Virginia Nonstock Corporation Act, Chapter 2, Title 13.1, Code of Virginia, (1950), as amended, and to that end we set forth the following:

1. The name of the corporation is to be CARLYN SQUARE ASSOCIATION.
2. The purposes for which the corporation is organized are:
 - a) 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 and to promote the health, safety and welfare of the residents within the property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.
 - b) 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 "Declaration", applicable to the property and 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.

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c) 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 and governmental charges levied or imposed against the property of the Association.

d) 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.

e) To 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.

f) 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 more than two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.

g) To 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, consolidations or annexation shall have the assent of more than two-thirds (2/3) of each class of members.

h) to 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.

3. 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.

4. The Association shall have two classes of voting membership:

a) CLASS A: Class A members shall be all Owners with the exception of the Declarant 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

b) 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:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

2. January 1, 1972.

5. There shall be five (5) directors who shall be elected by a majority vote of the membership and who shall serve a term of one (1) year, any change in the number of directors shall be made only by amendment to these Articles of Incorporation. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. There shall be no ex officio directors, except the President.

6. The officers of the corporation shall consist of a President, Vice-President, and a Secretary-Treasurer who shall serve for a one (1) year term and who shall be elected by the Board of Directors at their annual meeting.

7. The Association shall be operated on a non-profit basis. In the event of dissolution of the Association, the assets shall not be distributed to the members, but shall be transferred to another organization having the same purposes as the Association. No part of the net earnings of the Association shall inure to the benefit of any member or individual. No substantial part of the activities of the Association shall consist of the carrying on or propoganda or otherwise attempting to influence legislation. The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

8. The Association may be dissolved with the assent given ~~in writing and signed by~~ ^{by vote of} more 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 w created. In the event t such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organizations to be devoted to such similar purposes.

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

10. 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, morganing of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

11. The address of the initial registered office of the corporation is 2014 N. 16th Street, Arlington County, Virginia, and the name of the initial Registered Agent of the corporation is LeRoy E. Berg, a resident of the State of Virginia and a member of the Virginia State Bar, whose business address is 2014 N. 16th Street, Arlington, Virginia.

12. The number of directors constituting the initial Board of Directors is five (5). The names of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Sidney E. Albrittain	3655 N. Monroe Street Arlington, Virginia
C. Thomas DuFief	4712 Yuma, N. W. Washington, D. C.
James H. Ballard	3550 N. 36th Street Arlington, Virginia
Thomas J. Offutt, Jr.	4911 N. 30th Street Arlington, Virginia
Thomas J. Offutt, Sr.	3544 N. 36th Road Arlington, Virginia

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GIVEN under our hands this 22nd day of January, 1971

Sidney E. Albrittain
Sidney E. Albrittain

C. Thomas DeFief
C. Thomas DeFief

James H. Ballard
James H. Ballard

Thomas J. Offutt, Jr.
Thomas J. Offutt, Jr.

Thomas J. Offutt, Sr.
Thomas J. Offutt, Sr.

STATE OF VIRGINIA,
COUNTY OF ARLINGTON-to-wit:

I, E.C. Hiles, a Notary Public in and for the County and State aforesaid, whose commission expires on the 24th day of November, 1972, do hereby certify that Sidney E. Albrittain, C. Thomas DeFief, James H. Ballard, Thomas J. Offutt, Jr., and Thomas J. Offutt, Sr., whose names are signed to the foregoing bearing date the 22nd day of January, 1971, have acknowledged the same before me in my State and County aforesaid.

GIVEN under my hand this 22nd day of January, 1971.

E.C. Hiles
Notary Public

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