

**ARTICLES OF INCORPORATION
OF
KINGSTOWNE RESIDENTIAL OWNERS CORPORATION**

The undersigned, as the president of the Kingstowne Residential Owners Corporation pursuant to Section 13.1-889 of the Virginia Code, as amended, does hereby restate the Articles of Incorporation of the Kingstowne Residential Owners Corporation.

1. The name of the corporation is the Kingstowne Residential Owners Corporation.
2. The Articles of the Kingstowne Residential Owners Corporation are hereby restated to be as follows:

ARTICLE I

The name of the corporation is Kingstowne Residential Owners Corporation (the "Corporation").

**ARTICLE II
PURPOSE AND POWER OF THE CORPORATION**

2.1 The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Kingstowne Residential Community Declaration of Covenants and Restrictions, hereinafter called the "Declaration," and all Supplementary Declarations applicable to of the Clerk, Fairfax County, Virginia, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length. Unless the context requires otherwise, the term Declaration shall include all Supplementary Declarations.

(b) To provide for maintenance, preservation, and architectural control of the Lots and Common Area within that certain tract of property described as Kingstowne and any and all other properties which may be annexed thereto in accordance with the provisions of the Declaration.

(c) To promote the health, safety, and welfare of the residents within the above described property.

2.2 Without limiting the generality thereof, subject to such limitations as are set forth in the Declaration, said powers and duties of the Corporation shall be:

(a) To acquire (by gift, purchase, or otherwise), own, hold, improve, maintain, manage, lease, pledge, convey, transfer, or dedicate real or personal property for the benefit of its members in connection with the affairs of the Corporation, except that the acquisition, mortgaging or disposal of Common Area and/or improvements shall be subject to the provisions of the Declaration.

(b) To establish rules and regulations for the use of its property.

(c) To fix, levy, and collect assessments pursuant to the Declaration.

- (d) To pay all expenses incident to the conduct of business of the Corporation.
- (e) To grant and convey easements over the Common Area.
- (f) To employ, enter into contracts with, delegate authority to and supervise such persons or entities as may be appropriate to manage, conduct and perform the business obligations and duties of the Corporation.
- (g) To participate in mergers and consolidations with other corporations.
- (h) To perform such acts, as may be reasonable necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending membership rights, to enforce or effectuate any of the provisions of the Declaration, these Articles, and the Bylaws.
- (i) To regulate the external design, appearance, and locations of the property subject to the Declaration and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography.
- (j) To form subsidiary corporations.
- (k) To exercise any and all powers, rights, and privileges which a corporation organized under the Virginia Non-Stock Corporation Act by law may now or hereinafter have or exercise.

2.3 No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) and political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III MEMBERSHIP AND VOTING

3.1 Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject to the Declaration, including contract sellers, shall be Members 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.

Class A. Class A Members shall be all Owners of Lots or Living Units, except the Class B Member. Class A Members shall be entitled to one vote for each Lot or Living Unit owned, except that an Owner of a Lot on which a Multi-Family Rental Structure is constructed may exercise one vote for each Living Unit within such structure for which an occupancy or residential use permit has been issued.

Class B. The Class B Member shall be Kingstowne L.P., its successors and assigns, which shall have 8400 votes, less the number of Class A votes outstanding at the time a vote is taken. The Class B membership shall cease upon the earlier of the following events: when the total number of Class A votes equals the total number of Class B votes or December 31, 2000. Thereafter, the former Class B Member shall have Class A membership rights for each Lot which it may own.

The vote for any membership which is held by more than one person may be exercised by any one of them, unless any objection or protest by any other holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

Any person or entity qualifying as a Member of more than one voting class may exercise those votes to which he is entitled for each such class of membership.

3.2 Class A Members and Class B Members shall vote as provided in the Declaration, to approve a raise in the maximum annual assessments which is greater than is allowed by the Declaration; to approve special capital improvement assessments; to approve mergers, consolidations, or dissolution of the Corporation; to approve conveyance, dedication, or mortgaging of the Common Area; to approve amendments to the Declaration and to the Supplementary Declaration for their Neighborhood.

3.3 Except as provided otherwise by law, where a vote of the Members is required, the Board of Trustees shall determine by resolution whether the questions shall be decided by ballot vote at a meeting or by mail or at polling places designated by the Board, and shall give notice thereof as provided in the Bylaws.

ARTICLE IV BOARD OF TRUSTEES

4.1 The affairs of the Corporation shall be managed by a Board of Trustees. The Board shall consist of up to nine Trustees. As specified below, Trustees shall either be elected by the Class A Members ("Elected Trustees") or appointed by the Declarant ("Appointed Trustees"). The initial Board shall consist of three Trustees appointed by the Declarant. At the first annual meeting after two Neighborhoods have elected ad hoc Neighborhood Boards, or (ii) the Corporation has 600 Class A Members, whichever comes first, the Board of Trustees shall be expanded to consist of nine Trustees. As long as the Declarant has rights as Declarant, the Board of Trustees shall consist of Appointed Trustees and Elected Trustees, thereafter, all Trustees shall be elected.

4.2 Appointed Trustees shall be appointed by the Declarant and shall serve one-year terms. They may be reappointed. Appointed Trustees need not be Members of Corporation. The Declarant shall appoint three Trustees so long as there are three or five Trustees, and when there are nine Trustees, Declarant shall appoint five Trustees until such time as the Class B membership terminates. Thereafter, the Declarant, until its rights as Declarant case, shall appoint two Trustees.

4.3 Until the expiration of the terms of all Appointed Trustees, all Elected Trustees shall be elected for one-year terms. All Elected Trustees shall be Members of the Corporation. Upon the expiration of the final term of all of the Appointed Trustees, the terms of the Elected Trustees shall become staggered as follows:

(a) If the total number of Trustees is equal to either three or nine, the Trustees shall be divided into three groups with the same number of Trustees in each group. Each group of Trustees shall be elected for a one-year term, one group for a two-year term, and one group for a three-year term.

(b) If the total number of Trustees is equal to five, the Trustees shall be divided into two groups with one group having three Trustees and the other group having two Trustees. Both

groups of Trustees shall be elected for two-year terms; provided, however, that at the first annual meeting at which groups of Trustees are elected for staggered terms, the group with two Trustees shall be elected for a one-year term and the group with three Trustees shall be elected for a two-year term.

4.4 If a vacancy occurs on the Board of Trustees other than a vacancy occurred by the death, resignation, or removal of an Appointed Trustee, the Board of Trustees shall fill the vacancy until the next meeting of the Members at which Trustees are elected. If an Appointed Trustee dies, resigns, or is removed, the Developer shall fill the vacancy, so long as the Development has the authority to appoint Trustees. Thereafter, the Board of Trustees shall fill the vacancy until the next meeting of the members of which Trustees are elected.

ARTICLE V DURATION

The Corporation shall exist perpetually unless dissolved as provided in Article VI.

ARTICLE VI DISSOLUTION

The Corporation may be dissolved at a duly held meeting of the Members at which a quorum is present upon the vote of more than two-thirds (2/3) of the votes, in person or by proxy, of the Class A Members and the consent of the Class B Member if it exists. Prior to dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be offered for dedication to Fairfax County. In the event that such dedication is refused acceptance upon dissolution, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to similar purposes.

ARTICLE VII AMENDMENTS

Amendment of these Articles shall require the assent of sixty-seven percent (67%) of the votes of the voting Members.

ARTICLE VIII ANNEXATION

Additional properties may be annexed to the area subject to the Corporation as provided in the Declaration.

ARTICLE IX SEVERABILITY

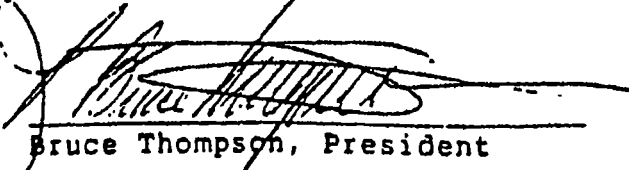
Invalidation of any of these Articles or sections of these Articles by judgment or court order shall in no way affect any other provisions, which shall remain in full force and effect.

**ARTICLE X
FEDERAL AGENCY RIGHTS**

As long as there is a Class B membership, the following actions will require the prior approval of the appropriate Federal Mortgage Agencies, as defined in the Declaration: the merger, consolidation, or dissolution of the Corporation; the amendment of these Articles; and the mortgaging or dedication of any Common Area.

IN WITNESS WHEREOF, for the purpose of restating the Articles of Incorporation of the Kingstowne Residential Owners the undersigned, as the President of the Corporation, pursuant to Section 13.1-889 of the Virginia Code, as amended, has executed these Restated Articles of Incorporation this 23rd day of April 1987.

**KINGSTOWNE RESIDENTIAL OWNERS
CORPORATION**

By: 
Bruce Thompson, President

Date: April 23 1987