

ARTICLES OF INCORPORATION
OF
MIRROR RIDGE 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 full age, have this day voluntarily associated them 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 Mirror Ridge Homeowners Association, hereinafter called the "Association".

ARTICLE II

The initial registrar office of the Association is located at 262-M Cedar Lane, Vienna, Virginia 22180.

ARTICLE III

Sydney E. Albrittain, who is, a resident of Virginia, and whose business address is 262-M Cedar Lane, Vienna , Virginia 22180, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSES 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, maintain and preserve Common Area as may be acquired by the Association within Mirror Ridge Magisterial District, Loudoun 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 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 Loudoun 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. To fix, levy, collect and enforce payment by 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 licensees, taxes, or governmental charges levied or imposed against the property of the Association;
- c. 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;
- 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 covenant of record to assessment by the Association, including contract sellers, shall be a member of the Association, including contrast sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that 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 b 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 thy 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 Sydney E. Albrittain, Trustee, who shall be entitled to four (4) votes for each lot in which he 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 he holds an interest shall be issued on the happening of either of following events whichever occurred earlier.

- a. When the total votes outstanding in the Class A membership equals twice the total votes outstanding in the Class B membership.
- b. On December 31, 1988.

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 only 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:

<u>Name</u>	<u>Address</u>
Thomas J Offutt, Sr.	5550 Columbia Pike Arlington, Virginia 22204
Sydney E. Albrittain	3655 N. Monroe Street Arlington, Virginia 22207
Hugh Carmichael	6133 Beech Tree Drive Alexandria, Virginia 22310
Carol S. Bailey	4009 David Lane Alexandria, Virginia 22311
Frances B. Jeffrey	2826 Linden Lane Falls Church, Virginia 22042

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

ARTICLE VIII

LIABILITIES

The total amount of indebtedness of liability which this Association may incur at any one time shall not exceed \$2,000.00 while there is a Class B membership (except with express written consent of the Class B member), 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 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

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 X

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 conditions 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 XI

STAGED DEVELOPMENT

So long as there is Class B membership in the Association additional real property that is contiguous to the property may be annexed by the Declarant without the consent of the Class A members of the Association. Declarant retains the exclusive right to bring that property within the scope of this Declaration.

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 and uses that would most nearly reflect the purpose and uses to which they were required to be devoted by the Association.

ARTICLE XIII

DURATION

The Corporation shall exist perpetually.