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ARTICLES OF INCORPORATION
OF
RIVER VIEW AT ROLLING BROOK HOMEOWNERS' ASSOCIATION

ARTICLE I

NAME

The name of this corporation is River View at Rolling Brook Homeowners' Association, which is hereby incorporated as a nonstock corporation pursuant to Chapter 10 of Title 13.1 (Sections 13.1-801 et seq.) of the Code of Virginia.

ARTICLE II

DEFINITIONS

The following words, when used in these Articles of Incorporation, shall have the following meanings:

2.1 "Articles of Incorporation" shall mean and refer to these Articles of Incorporation of River View at Rolling Brook Homeowners' Association.

2.2 "Association" shall mean and refer to River View at Rolling Brook Homeowners' Association, the entity created by these Articles of Incorporation, and its successors and assigns.

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2.3 "Board of Directors" or "Board" shall mean and refer to the Board of Directors of River View at Rolling Brook Homeowners' Association.

2.4 "By-Laws" shall mean and refer to the By-Laws adopted by the Board of Directors of River View at Rolling Brook Homeowners' Association.

2.5 "Common Area" shall mean and refer to all real property, including any improvements thereon or thereto, owned by the Association (or designated on any recorded subdivision plat of the Property as intended to be conveyed to the Association) for the common use and enjoyment of the Members of the Association.

2.6 "Declarant" shall mean and refer to Winchester Homes Inc., a Delaware corporation, any assignee of Winchester Homes Inc. (if an appropriate document is executed and recorded assigning to such assignee all rights reserved to Declarant in the Declaration with respect to all or any portion of the Property and/or Lots), or any entity succeeding to any of Declarant's rights under the Declaration by foreclosure, by acceptance of a deed in lieu of foreclosure, or by any similar proceeding.

2.7 "Declaration" shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for River View at Rolling Brook, which is to be recorded in the land records of Prince William County,

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Virginia, and any amendments thereto duly recorded in the land records of Prince William County, Virginia; said Declaration being incorporated herein as if set forth in these Articles of Incorporation.

2.8 "Director" shall mean and refer to a member of the Board of Directors.

2.9 "Lot" shall mean and refer to a portion of the Property designated as a numbered lot or a lettered outlot on any plat of subdivision of the Property recorded in the land records of Prince William County, Virginia, and all improvements on such land.

2.10 "Member" shall mean and refer to every person or entity who holds membership in the Association.

2.11 "Mortgagee" shall mean and refer to any person or entity holding a first mortgage or first deed of trust on any Lot or any Common Area, if the Association has been notified in writing of the existence of such mortgage or deed of trust.

2.12 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property and subject to the terms of the Declaration, but shall exclude those having such interest merely as security for the performance of an obligation, such as any Mortgagee, until such Mortgagee has acquired record title pursuant to foreclosure or any procedure in lieu of foreclosure.

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2.13 "Parcel" shall mean and refer to a portion of the Property designated as a lettered parcel on any plat of subdivision recorded in the land records of Prince William County, Virginia.

2.14 "Property" shall mean and refer to all of the real property with improvements thereon or thereto, described on Exhibit A to the Declaration, and all other real property (including the improvements thereto) that may later be subjected to the provisions of the Declaration.

2.15 "River View" shall mean and refer to the property that is from time to time subject to the Declaration. Initially, River View shall consist of Section Three (3), Rolling Brook, which is described on Exhibit A to the Declaration. Future Sections Four, Five, Six, and 2A, Rolling Brook, can be added to River View in accordance with the terms of the Declaration.

ARTICLE III

PURPOSES

The purposes for which the Association is organized are:

3.1 To exercise all of the powers and rights, and to perform all of the duties and obligations, of the Association set forth in the Declaration, or in any amendments

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thereto duly filed in the land records of Prince William County, Virginia; and

3.2 To exercise the purposes and powers contemplated by Sections 13.1-825 and 13.1-826 of the Code of Virginia and any other powers now or hereafter conferred by law on nonstock corporations created pursuant to the laws of the Commonwealth of Virginia.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

4.1 Membership. Every person or entity who is an Owner of a Lot that is subject to the terms of the Declaration shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Ownership of such Lot shall be the sole qualification for membership. A Mortgagee in possession of a Lot shall be entitled to exercise the Owner's rights in the Association with regard to such Lot.

4.2 Voting Rights. The Association shall have two classes of voting membership:

4.2(1) Class A: Class A Members shall be all Owners 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 ownership interest required for membership by

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Section 4.1 above. When more than one person holds such ownership interest in any one Lot, all such persons shall be Members. The vote for such Lot shall be exercised as such persons determine among themselves, but in no event shall more than one vote be cast with respect to any Lot, except as provided in Section 4.2(2) below.

4.2(2) Class B: Declarant shall be the sole Class B Member. The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the ownership interest required for membership by Section 4.1 above. The Class B membership shall cease and be converted to a Class A membership with one (1) vote for each Lot owned on the happening of the earlier to occur of either of the following events:

(a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership [provided, however, that Declarant's Class B membership for each Lot owned by it shall be automatically revived if it subjects an additional piece of land to the provisions of the Declaration pursuant to the provisions thereof; provided further, that such revived Class B membership shall be subject to later termination as provided in this Section 4.2(2)], or

(b) On that date which is seven (7) years following the date of recordation of the Declaration; provided, however, that such seven (7) year period shall be ex-

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tended to three (3) years following the date an additional piece of land is submitted to the provisions of the Declaration if such a submission occurs within or after the three final (3) years of such seven (7) year period.

4.3 Required Majority. Unless otherwise set forth in the Declaration, Articles of Incorporation, By-Laws, or Code of Virginia, a majority of the votes cast by each class of the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon.

ARTICLE V

BOARD OF DIRECTORS

5.1 Initial Board of Directors. The affairs of the Association initially shall be managed by a Board of three (3) Directors, who need not be Members. The Board of Directors shall initially comprise the three (3) persons whose names and addresses are listed below:

5.1(1) Thomas E. Jordan
Winchester Homes Inc.
Suite 100
12500 Fair Lakes Circle
Fairfax, Virginia 22033

5.1(2) Brandi F. Sowers
Winchester Homes Inc.
Suite 100
12500 Fair Lakes Circle
Fairfax, Virginia 22033

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5.1(3) David M. Sims
Winchester Homes Inc.
Suite 100
12500 Fair Lakes Circle
Fairfax, Virginia 22033

5.2 Selection of Directors. The initial Board of Directors shall serve at the pleasure of the Class B Member, who shall appoint, remove, and replace them at will, until the first annual meeting of the Association. Beginning with the first annual meeting of the Association, the affairs of the Association shall be managed by a Board of either three (3) or five (5) Directors, as determined by vote of the Members at each such annual meeting. The Directors need not be Members of the Association.

5.2(1) If the Members determine to have a Board of three (3) Directors, then at the first annual meeting of the Association the Members shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years, and one (1) Director for a term of three (3) years. At each annual meeting thereafter, the Members shall elect a Director for a term of three (3) years to fill the vacancy created by the expiration of the term of the previous Director.

5.2(2) If the Members determine to have a Board of five (5) Directors, then at the first annual meeting of the Association the Members shall elect one (1) Director for a term of one (1) year, two (2) Directors for a term of

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two (2) years, and two (2) Directors for a term of three (3) years. At each annual meeting thereafter, the Members shall elect, in alternate years, either one or two Directors for terms of three (3) years to fill the vacancies created by the expiration of the terms of the previous Directors.

5.2(3) The range for the size of the Board (i.e., between three (3) and five (5) Directors) cannot be changed except by amendment of these Articles of Incorporation. Any decrease in the number of Directors by a vote of the Members pursuant to the terms of this Section 5.2 shall not shorten any incumbent Director's term.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association is located in Fairfax County, Virginia, c/o Winchester Homes Inc., Suite 100, 12500 Fair Lakes Circle, Fairfax, Virginia 22033. The initial registered agent of the Association at such address is Brandi F. Sowers, a resident of Virginia and a Director of the Association.

ARTICLE VII

DURATION

The Association shall have perpetual existence.

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ARTICLE VIII

DISSOLUTION

The Association may be dissolved only in accordance with the laws of Virginia and with the prior approval of either (i) more than two-thirds (2/3) of the votes of each class of Members at a meeting of the Members at which a quorum exists, or (ii) all of the Members, if by written consent. Upon dissolution of the Association, other than a dissolution incident to a merger or consolidation, the liquid assets of the Association shall be distributed to the Members in equal shares. All other assets of the Association (after satisfaction of all liabilities and obligations of the Association) shall be dedicated to a public authority, or granted and conveyed to a nonprofit association, trust, or similar organization, to be devoted to purposes similar to the purposes for which the assets were held prior to such dissolution.

ARTICLE IX

AMENDMENTS

Amendment of these Articles of Incorporation shall be accomplished in accordance with the laws of Virginia and shall require the approval of either (i) more than two-thirds (2/3) of the votes of each class of Members at a meeting of

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the Members at which a quorum exists, or (ii) all of the Members, if by written consent.

ARTICLE X

OTHER REQUIRED APPROVAL

As long as there is a Class B membership, the following actions require the prior approval of the Federal Housing Administration or the Veterans Administration:

- 10.1 Annexation of additional property to River View, other than in accordance with the provisions of Section 10.6(2) of the Declaration;
- 10.2 Mergers, consolidations, or dissolution of the Association;
- 10.3 Mortgaging or dedication of any Common Area; and
- 10.4 Amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporator of the Association has executed these Articles of Incorporation on this 16 day of July, 1987.

RIVER VIEW AT ROLLING BROOK
HOMEOWNERS' ASSOCIATION

By: Andrew G. Wachtel
Andrew G. Wachtel,
Incorporator