

ARTICLES OF INCORPORATION
OF
HALLCREST HEIGHTS ASSOCIATES, INCORPORATED

This is to certify that I, the undersigned, do hereby establish a corporation in and by virtue of the provisions of Chapter 9, Title 13.1, Code of Virginia 1950, and acts amendatory thereof, for the purpose of and in the corporate name hereinafter mentioned, and to that end, do by these Articles of Incorporation set forth as follows: to-wit:

ARTICLE I

The name of the corporation is HALLCREST HEIGHTS ASSOCIATES, INCORPORATED.

ARTICLE II

The address of the initial registered office of the corporation shall be 8133 Leesburg Pike, Vienna, Fairfax County, Virginia 22182; and the name of the initial registered agent for the said corporation shall be Rees, Broome & Diaz, P.C., which is a professional corporation registered under the provisions of §54.1-3902 of the Code of Virginia, as amended, and whose business office is the same as the registered office herein.

ARTICLE III

The purpose for which this corporation is formed and the powers to be executed by this corporation are as follows:

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(a) To promote the health, safety, and welfare of the owners of properties within that certain tract of property to be known as Hallcrest Heights area, located in Dranesville District, Fairfax County, Virginia, described by metes and bounds as follows:

BEGINNING at a point on the Northwesterly line of Old Chain Bridge Road (Route 3457) at its intersection with the Northeasterly line of the Dulles Airport Access Road; thence with the said Northeasterly line of the Access Road N 51°55'16" W, 343.48 feet to a point; thence departing the Access Road and running through the property of Hallcrest Heights the following courses: N 41°37'34" E, 70.54 feet; N 10°26'50" E, 47.88 feet; with a curve to the left, whose radius is 136.00 feet and whose chord is N 55°54'08" W, 0.42 feet an arc distance of 0.42 feet; N 34°00'34" E, 54.00 feet; with a curve to the right, whose radius is 190.00 feet and whose chord is S 53°09'00" E, 18.83 feet, an arc distance of 18.84 feet; with a curve to the left, whose radius is 14.00 feet, and whose chord is N 85°38'32" E, 19.47 feet, an arc distance of 21.53 feet; N 41°35'40" E, 62.35 feet; N 55°20'17" W, 85.47 feet; N 35°11'25" E, 51.78 feet; N 42°50'30" E, 53.20 feet; N 61°52'23" E, 108.67 feet to a corner of Samuel R. Pearson; then with Pearson's Southwesterly

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line S 48°40'06" E, 394.84 feet to the aforementioned Northwesterly line of Old Chain Bridge Road; thence with Old Chain Bridge Road S 41°37'34" W, 419.90 feet to the point of beginning, containing 3.8000 acres of land.

hereinafter referred to as "The Properties," and for this purpose.

(b) To own, acquire, build, hold, improve, sell, convey, lease, dedicate to public use, operate, and maintain recreation areas, parks, playgrounds, swimming pools, common streets and parking areas including buildings, structures and personal property incident thereto, hereinafter referred to as "The Common Properties and Facilities";

(c) To fix, levy, collect, and enforce payment by any lawful means of charges and assessments against The Properties;

(d) To enforce any and all covenants running with the land and restrictions applicable to The Properties in any lawful manner, and to perform all of the duties and obligations of the Corporation set forth in any Deed of Dedication and Declaration of Covenants, Conditions and Restrictions recorded, or to be recorded in the Clerk's Office of the Circuit Court of Fairfax County, Virginia;

(e) To pay taxes, if any, on the Common Properties and Facilities and to pay all office and other expenses incident to the conduct of the business of the corporation, including all

licenses, taxes, or governmental charges levied or imposed against the properties of the corporation;

(f) To have perpetual use of its corporate name.

(g) To sue and be sued, complain and defend, in its corporate name.

(h) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(i) To purchase, take by gift, devise or bequest, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(j) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(k) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, stock, securities or other interests in, or obligations of, other domestic or foreign corporations organized for any purpose, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality

thereof; and to guarantee the payment of any bonds or other obligations of any other domestic or foreign corporation for any purpose.

(l) To make contracts and incur liabilities, borrow money at such rates as the corporation may determine, issue its bonds, notes and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(m) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payments of funds so loaned and invested.

(n) To conduct its business, carry on its operations, hold property, have offices and exercise the powers granted by this Act in any part of the world.

(o) To elect or appoint officers and agents of the corporation, define their duties and fix their compensation.

(p) To make and alter By-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of its affairs of the corporation.

(q) To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of

which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any claim, action, suit or proceeding against him by reason of being or having been such director or officer, as more fully set forth in Article XII.

(r) To cease its corporate activities and surrender its corporate franchise.

(s) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(t) To engage in any and all other acts authorized under the laws of the Commonwealth of Virginia or under the general laws governing corporations.

ARTICLE IV

The corporation is a non-stock not for profit corporation.

ARTICLE V

Every person or entity who is a record owner of a fee, or undivided fee, interest of any lot included within The Properties shall be a Member of the corporation; provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Ownership of the requisite property interests shall be the sole qualification for membership. The Board of Directors shall select the membership, and upon evidence being presented to said Board by the applicant of its ownership of a Lot

embraced within the aforementioned tract of ground, said applicant shall be admitted to membership.

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors which shall consist of not less than five (5) Members who shall hold office until the election of their successor or successors. The initial Board of Directors of the Corporation shall consist of the following individuals:

Ellen Todres
7379 Hallcrest Drive
McLean, Virginia 22102

James Morrison
7348 Eldorado Street
McLean, Virginia 22102

Milton Miller
7441 Hallcrest Drive
McLean, Virginia 22102

John Donahue
7436 Hallcrest Drive
McLean, Virginia 22102

Daniel Weitzenfeld
7340 Eldorado Street
McLean, Virginia 22102

Jennifer Lee
7460 Eldorado Street
McLean, Virginia 22102

Marcy Kelly
7424 Hallcrest Drive
McLean, Virginia 22102

The Board of Directors may, from time to time, by amendment to the By-Laws, decrease (as long as there are at least five (5) Directors) or increase the number of Directors and upon such increase, the Board shall appoint successors to serve

until the next annual meeting of the members of the corporation. At the next annual meeting, the Board of Directors shall be elected by the members casting votes.

ARTICLE VII

The period for the duration of the corporation is unlimited.

ARTICLE VIII

The corporation may be dissolved only with the assent given in writing and signed by two-thirds of the Members entitled to vote. Written notice of a proposal to dissolve setting forth the reasons therefor and the disposition to be made of the assets, shall be mailed to every Member not less than ten (10) days nor more than fifty (50) days in advance of any action.

ARTICLE IX

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. 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 as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of association properties shall be effective to divest or diminish any right or title of any Member vested in

him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE X

These Articles may be amended in accordance with the law, provided that the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties namely, voting rights, membership and use of Common Properties, which are part of the property interest created thereby, provided said exemptions from amendment shall not be contrary to the laws of the Commonwealth of Virginia.

ARTICLE XI

No director of the corporation shall have personal liability to the corporation for damages for any breach of duty in such capacity, provided that the foregoing shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her actions or omissions involve willful misconduct or a knowing violation of the criminal law. No amendment to or repeal of this Article shall apply to, or have any effect on, the liability or alleged liability of any director of the

corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.


ARTICLE XII

(a) The corporation shall indemnify any person who was or is a party or a witness in or is threatened to be made a party to any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding, and any appeal therein or any inquiry or investigation which could lead to such action, suit or proceeding ("proceeding") by reason of the fact that such person is or was a director or officer of the corporation or, while a director or officer of the corporation, is serving or was serving at the request of the corporation as director, officer, trustee, employee or agent of another foreign or domestic corporation, or of any partnership, joint venture, sole proprietorship, employee benefit plan, trust, or other enterprise, whether or not for profit, to the fullest extent permitted by the Virginia Non-Stock Corporation Act.

(b) Any determination as to the right of any person to indemnification shall be by a vote of the Board of Directors of the corporation, regardless of whether the persons voting thereon are parties to or threatened to be made parties to the proceeding or otherwise interested in the outcome of the proceeding.

(c) The corporation shall pay for or reimburse reasonable expenses incurred in advance of a final disposition of a proceeding if an indemnified person furnishes to the corporation a written statement that he or she believes in good faith that his or her conduct was not willful nor a knowing violation of the criminal law and he or she furnishes to the corporation a written undertaking to repay the advance if his or her conduct is found to have been willful or knowing violation of the criminal law. The undertaking shall be an unlimited general obligation of the indemnified person, need not be secured and may be accepted by the corporation without reference to the financial ability to make repayment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of June, 1989.



Ellen Todres, President and
Incorporator

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