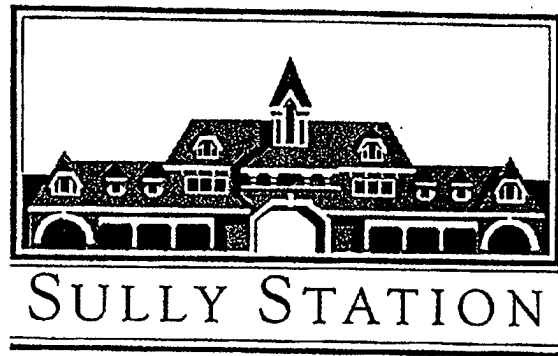


Articles of Incorporation



7.27.1

FIRST RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
SULLY STATION COMMUNITY ASSOCIATION

In compliance with the requirements of Section 13.1-889 of the Code of Virginia, the undersigned, all of whom are Trustees of the Sully Station Community Association do hereby restate the Articles of Incorporation of the Sully Station Community Association.

ARTICLE I

The name of the corporation is SULLY STATION COMMUNITY ASSOCIATION, hereinafter called the "Association."

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

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

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

(b) 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 Association shall be:

(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 the Sully Station Declaration of Covenants and Restrictions, hereinafter called the "Declaration," and all Supplementary Declarations applicable to all or any part of Sully Station property and recorded in the Office 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 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 Association, except that the acquisition, mortgaging, or disposal of Common Area and/or improvements shall be subject to the provisions of the Declaration.

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

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

(e) To pay all expenses incident to the conduct of business of the Association.

(f) To grant and convey easements over the Common Area.

(g) 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 Association.

(h) To participate in mergers and consolidations with other corporations.

(i) To perform such acts, as may be reasonably 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 of the Association.

(j) To regulate the external design, appearance, and locations of 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.

(k) To form subsidiary corporations.

(l) 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 hereafter have or exercise.

2.3 No substantial part of the activities of the Association 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 Association shall not directly

or indirectly participate in, or intervene in (including the publishing or distributing of statements) any 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 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.

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 only for each Living Unit within such structure which is occupied.

Class B. The Class B Member shall be Sully Station Associates, a Virginia general partnership, its successors and assigns, which shall have 1800 votes, less the number of Class A votes outstanding at the time a vote is taken.

The Class B membership shall terminate upon the earlier of the following events: when the total number of Class A votes held by Owners other than Builder equals the total number of Class B votes; or on February 28, 1992. 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 both a Class A and Class B member may exercise those votes to which he is entitled for each such class of membership.

3.2 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 this Corporation shall be managed by a Board of Trustees. The Board shall consist of up to seven Trustees. As discussed below, Trustees shall either be elected by the Class A Members ("Elected Trustees") or appointed by the Developer ("Appointed Trustees"). The initial Board shall consist of four Trustees appointed by the Developer. At the first annual meeting following the expansion of the Association to include 150 Class A members, the Board shall be expanded to consist of five Trustees. At the first annual meeting following the expansion of the Association to include 300 Class A Members, the Board shall be expanded to consist of seven Trustees. As long as the Developer has rights as Developer, 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 Developer and shall serve one-year terms and may be reappointed. Appointed Trustees need not be Members of the Corporation. The Developer shall appoint four Trustees until the Class B membership terminates. Thereafter, the Developer, until its rights as Developer cease, shall appoint two Trustees.

4.3 Until the expiration of the terms of all Appointed Trustees, Elected Trustees shall be elected for one-year terms. All Elected Trustees shall be members of the Association. Upon the expiration of the final term of the Appointed Trustees after Developer loses its rights as Developer, the terms of the Elected Trustees shall become staggered as follows.

The Trustees shall be divided into two groups: two groups of two Trustees, if there are a total of four Trustees; a group of two Trustees and a group of three Trustees if there are five Trustees; and a group of three Trustees and a group of four Trustees if there are seven 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, one of the two groups shall be elected for a one-year term and the other group shall be elected for a two-year term. Should the Board of Trustees have either five or seven Trustees, then the larger group (the group with three or four Trustees respectively) shall be the group that is elected for an initial two-year term.

ARTICLE V

DURATION

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

ARTICLE VI

DISSOLUTION

The Association may be dissolved at a duly held meeting 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 and Class B Members and with the consent of the first Mortgagees, as required by the Declaration. Prior to dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association 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

SEVERABILITY

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

ARTICLE VIII

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 Association; the amendment of these Articles; or the mortgaging or dedication of any Common Area.

ARTICLE IX

ANNEXATION

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

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of the voting Members.

The undersigned incorporators of the Association have signed these Articles this 10th day of February, 1986.

Trustee

Trustee

Trustee

Trustee

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, February 13, 1986

The accompanying articles having been delivered to the State Corporation Commission on behalf of

SULLY STATION COMMUNITY ASSOCIATION

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law, effective February 13, 1986 .

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Fairfax County .

STATE CORPORATION COMMISSION

BY 
Commissioner

27335

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
March 16, 1994

ORDER OF REINSTATEMENT

SULLY STATION COMMUNITY ASSOCIATION , a domestic corporation, was automatically terminated on September 01, 1992. The corporation has filed an application for reinstatement, submitted an annual report, and remitted all past and current fees, taxes and penalties due as required by law. Therefore, it is ORDERED that

the corporation is reinstated,

and that an attested copy of this order be mailed to the corporation at its registered office.

The reinstatement is effective on March 16, 1994.

STATE CORPORATION COMMISSION

By

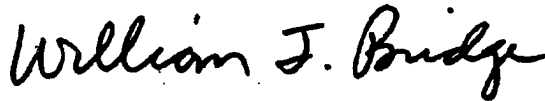


Commissioner

CC: REES, BROOME & DIAZ, P.C.
8133 LEESBURG PIKE, 9TH FL.

VIENNA,VA 22182

A TRUE COPY
TESTE:



William J. Bridge
Clerk of the Commission

REINACPT
CIS20306
94-03-16-1506

HULLIHEN WILLIAMS MOORE
CHAIRMAN

PRESTON C. SHANNON
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA



RECEIVED
3/18/94

WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23209-1197

STATE CORPORATION COMMISSION

March 16, 1994

REES, BROOME & DIAZ, P.C.
8133 LEESBURG PIKE, 9TH FL.
VIENNA, VA 22182

RE: SULLY STATION COMMUNITY ASSOCIATION
ID: 0282384 - 7
DCN: 94-03-16-1506

This is your receipt for \$70.00 covering the fees for filing an application for reinstatement with this office.

The effective date of the application is March 16, 1994.

Sincerely yours,

A handwritten signature in cursive script that reads "William J. Bridge".

William J. Bridge
Clerk of the Commission

REINACPT
CIS20306