

ARTICLES OF INCORPORATION  
OF  
NUMBER THREE AND FOUR CARDINAL GLEN OF LOUDOUN HOME OWNERS  
ASSOCIATION

This is to certify that we, the undersigned, do hereby associate ourselves to establish a corporation in and by virtue of the provisions of the Virginia Non-Stock Corporation Act (Chapter 2, Title 13.1, Code of Virginia 1950, and acts amendatory thereof) for the purposes and in the corporation name hereinafter set forth as follows:

ARTICLE I

The name of the corporation is NUMBER THREE AND FOUR CARDINAL GLEN OF LOUDOUN HOME OWNERS ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The registered office of the Association is located at 210 East Broad Street, Falls Church, Virginia, 22046, located in the City of Falls Church, Virginia. The name of its initial registered agent is Vincent A. Tramonte, II, who is a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as the address of the initial registered office of the Association.

ARTICLE III

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which

it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Neighborhood Common Areas within that certain tract of property located in the County of Loudoun, Virginia and described as:

LOTS ONE HUNDRED FIFTY (150) through ONE HUNDRED FIFTY-SIX (156), both inclusive, and LOTS ONE HUNDRED SIXTY-SIX (166) through ONE HUNDRED EIGHTY-FIVE (185), both inclusive, and Parcels "I", "J" and "K", SECTION FOUR, CARDINAL GLEN, as the same appear duly dedicated, platted and recorded among the land records of Loudoun County, Virginia; and,

LOTS ONE HUNDRED TWENTY (120) through ONE HUNDRED FORTY-NINE (149), both inclusive, and LOTS ONE HUNDRED FIFTY-SEVEN (157) through ONE HUNDRED SIXTY-FIVE (165), both inclusive, and Parcel "L", SECTION THREE, CARDINAL GLEN, as the same appear duly dedicated, platted and recorded among the land records of Loudoun County, Virginia.

And to promote the health, safety and welfare of the residents within the above described property, and for that purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligation of the Association as set forth in those certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and to be recorded 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) Fix, levy, collect and endorse payment by any lawful means, all charges or assessments pursuant to the 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 licenses, taxes or governmental charges levied or imposed against the property of the association;

(c) 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) Borrow money and with the assent of more than two-thirds (2/3) of each class of members to mortgage, pledge, deed in trust, or hypothecate any and or all of its real or personal property as security for money borrowed or debts incurred; and

(e) Have and to exercise any and all powers, rights and privileges which corporation organized under the Non-Profit Corporation Law of the State of Virginia by law may now or hereafter have or exercise.

#### ARTICLE IV

Every person or entity who is a record owner of a fee

or undivided fee interest in any lot which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a 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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership or any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification for membership.

#### ARTICLE V

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an 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 and no fractional votes shall be allowed.

CLASS B. The Class B member(s) shall be the Declarant. The Class B member(s) shall be entitled to three (3) votes for each Lot owned, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either

of the following events whichever occurs earlier:

(a) When the total votes outstanding in Class A membership equals the total votes outstanding in the Class B membership; or

(b) On March 1, 1991.

## ARTICLE VI

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The numbers of Directors may be changed by amendment of the By-Laws of the Association but it may not be reduced below five (5) Directors. The names and addresses of the persons who are to act in the capacity of the Directors until the selection of their successors are:

Joseph L. Alfandre  
11009 Piney Meetinghouse Rd.  
Potomac, Maryland 20854

Sue Alfandre  
11009 Piney Meetinghouse Rd.  
Potomac, Maryland 20854

Jack Alfandre, Sr.  
6928 Barrett Lane  
Bethesda, Maryland 20814

Laurene P. Alfandre  
6928 Barrett Lane  
Bethesda, Maryland 20814

Wilma M. Anastassopoulos  
18312 Queen Elizabeth Dr.  
Olmey, Maryland 20832

Robert A. Snyder  
501 Prospect Blvd. #22A  
Frederick Maryland 21701

Marianne Ledden  
15775 Haynes Road  
Laurel, Maryland 20707

Jerry Sardone  
601 Leesburg Pike  
Sterling Virginia 22170

Vincent A. Tramonte II  
2751 North Randolph St.  
Arlington, Virginia 22207

At the first annual meeting, the Directors shall be divided into three classes, as nearly equal as possible, and three (3) years. Thereafter, all Directors shall be elected for three (3) year terms.

#### ARTICLE VII

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject to any one time shall not exceed One Thousand dollars (\$1,000.00) while there is a Class B membership, and thereafter shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amount may be authorized by the assent of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the Class B membership, if any.

#### ARTICLE VIII

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporation(s) organized for the same purpose, provided that any such merger or consolidation shall have the assent of more than two-thirds (2/3) of the entire Class B membership, if any.

## ARTICLE IX

### AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common area defined in the Declaration shall have the assent of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the Class B membership, if any.

## ARTICLE X

The association shall have 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 assented to by the Members. No such dedication or transfer shall be effective unless it is approved at a meeting of the Association duly called for that purpose by Members entitled to cast more than two-thirds (2/3) of the votes of the entire Class A membership and by members entitled to cast more than two-thirds (2/3) of the votes of the Class B membership.

## ARTICLE XI

### DISSOLUTION

The Association may be dissolved by a vote of more than two-thirds (2/3) of the Class A membership and more than two-thirds (2/3) of the Class B membership, if any. 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, as nearly as practicable, to the same purpose as

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

#### ARTICLE XII

##### DURATION

The Corporation shall exist perpetually.

#### ARTICLE XIV

##### MEETINGS FOR ACTION GOVERNED BY ARTICLES VIII THROUGH XII

Any action taken under Articles VIII through XIII hereof must have the assent of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the Class B membership, if any.

#### ARTICLE XVI

Amendment of these Articles shall require the vote of more than seventy-five percent (75%) of the Lot Owners. No amendment shall be effective unless signed by at least one lot owner, if any shall exist at the time, who is a "Class A" member. Any amendment must be recorded.

ARTICLE XVII

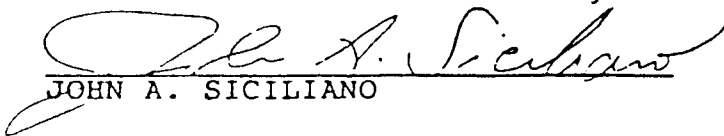
If within ten (10) years of the date of incorporation of the Association, the Declarant should develop additional lands within the vicinity of the Property, such additional lands may be annexed to the Property without the assent of the Class A members. Subsequent to this ten (10) year period, the Association may annex contiguous Common Areas and/or residential properties, provided that any annexation shall have the assent of more than two-thirds (2/3rds) of the membership of each Class.

ARTICLE XVII

So long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: mergers and consolidations, mortgaging of Common Area, dedication of Common area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Virginia, we, the undersigned, constituting the incorporation of this Association, have executed these Articles of Incorporation this 23<sup>rd</sup> day of March, 1984

  
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VINCENT A. TRAMONTE II

  
JOHN A. SICILIANO

  
GREGORY D. HAIGHT

STATE OF VIRGINIA AT LARGE:

CITY OF FALLS CHURCH

I, the undersigned Notary Public in and for the State of Virginia at Large, do hereby certify that Vincent A. Tramonte, II, John A. Siciliano and Gregory D. Haight, whose names are signed to the foregoing Articles of Incorporation, bearing date on the \_\_\_\_ of \_\_\_\_\_, have acknowledged the same before me in my jurisdiction aforesaid.

Given under my hand and seal this \_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

My commission expires: