

ARTICLES OF INCORPORATION
OF
FALLS BROOK HOMEOWNERS ASSOCIATION

WE HEREBY ASSOCIATE to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, as amended, and to that end set forth the following:

1. NAME. The name of the Corporation is FALLS BROOK HOMEOWNERS ASSOCIATION, hereinafter called the "Association".

2. PURPOSES. The purpose of the corporation is to maintain and administer community properties and facilities and administer and enforce the covenants and restrictions and collect and disburse the assessments and charges created by the Association. The purpose or purposes for which the corporation is organized which may be stated to be, or to include, the conduct of any or all lawful affairs, not required to be specifically stated in the articles of incorporation, for which corporations may be incorporated under this Act.

3. MEMBERSHIP.

A. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to by covenants of 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 of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

B. The Association shall have two classes of voting membership.

Class A. Class A members shall be all Owners with the exception of CULBERTSON CONSTRUCTION COMPANY, its successors and assigns, 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.

Class B. The Class B member(s) shall be CULBERTSON CONSTRUCTION COMPANY, its successors and assigns, and shall be entitled to three (3) votes for each Lot owned. 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 the Class A membership equal the total votes outstanding in the Class B membership, or

(b) at the expiration of three (3) years from the date of this Declaration provided that if a Supplemental Declaration is filed annexing additional land to the Properties pursuant to Article IV at any time or times prior to the expiration of said three (3) year period (as the same may have been extended by the filing of one Supplemental Declaration), such period shall be extended each such time until the expiration of three (3) years from the date of filing of the last such Supplemental Declaration.

4. REGISTERED OFFICE AND AGENT. The address of the initial Registered Office of the Corporation is 11305 Sunset Hills Road, Suite B-4, Reston, Virginia 22090. The name of the County in which the initial Registered Office is located is Fairfax County, Virginia. The name of the corporation's initial Registered Agent is Dale E. Bellovich, Esquire, who is a resident of Virginia and who is a member of the Virginia State Bar, and whose business address is the same as the address of the initial Registered Office of the Corporation.

5. INITIAL BOARD OF DIRECTORS. The number of directors constituting the initial Board of Directors is Three (3) and the name and address of the persons who are to serve as the initial directors are:

D. CECIL CULBERTSON	4719 Antioch Road, Haymarket, Virginia 22069
SAMUEL GLICK	10804 Midsummer Drive, Reston, Virginia 22091
ROBERT L. WILSON	9932 Fairfax Square, Apt. #3, Fairfax, Virginia 22031

6. PERIOD OF DURATION. The period of duration is perpetual.

7. INDEMNIFICATION OF DIRECTORS AND OFFICERS. Each person now or hereafter a director or officer of this Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by such director or officer in connection with or resulting from any action, suit, proceeding or claim to which such director or officer is or may be made a party by reason of being or having been a director or officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which such director or officer may be entitled under any by-law, agreement, or otherwise.

cfh IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this day of June, 1980.

Daniel R. Gordon
