

**ARTICLES OF INCORPORATION  
OF  
GLENKIRK ESTATES HOMEOWNERS ASSOCIATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, intending to form a non stock corporation under the provisions of the Virginia Non Stock Corporation Act states as follows:

**ARTICLE I**

The name of the corporation is GLENKIRK ESTATES HOMEOWNERS ASSOCIATION, hereafter called the "Association".

**ARTICLE II**

The principal and registered office of the Association is located at 10521 Judicial Drive, Suite 204, Virginia 22030 in the City of Fairfax.

**ARTICLE III**

Victor F. Rinaldi, a resident of Virginia and a member of the Virginia State Bar, whose address is 10521 Judicial Drive, Suite 204, Fairfax, Virginia 22030, which is in the City of Fairfax is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area as more particularly set forth in the Declaration of Covenants Conditions and Restrictions for Glenkirk Estates applicable to that

certain tract of property described as Glenkirk Estates Subdivision, Prince William County, Virginia GPIN 7396-73-8205 and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Glenkirk Estates, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Prince William County Circuit Court 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 enforce 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 two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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 agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Act of the Commonwealth of Virginia by law may now or hereafter have or exercise.

(h) to engage the services of a professional property management company to whom it may delegate the responsibility for routine property management and dues collection according to terms that the Board of Directors shall deem reasonable.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenant 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.

Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VI

### VOTING RIGHTS

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 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 the Declarant (as defined in the Declaration), 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) thirty (30) days after the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) five years from the initial recordation of the Declaration
- (c) upon the surrender of Class B memberships by the holders thereof to the Association.

However, in the event of annexation of additional properties, Class B membership shall be revived with respect to those Lots contained in the annexed property; provided, however, that

this Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur:

(a) when the total votes outstanding in the Class A membership in the annexed property equals the total votes outstanding in the Class B membership in such annexed property; or

(b) five years from the date of the recordation of the Deed of Dedication for such annexed property.

## ARTICLE VII

### BOARDS OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors initially consisting of three (3) directors whose names and addresses are hereinafter listed. Commencing with the first annual meeting of the Association, the Board shall consist of an uneven number of not less than three (3) nor more than nine (9) directors. The number of directors shall be determined by a vote of the members at the first annual meeting of members, and the number of directors may be changed by a vote of the members at any subsequent annual or special meeting of the members; provided, however, that (a) the limitations of this Article shall continue to apply and (b) no such change shall operate to curtail or extend the term of any incumbent director. The directors need not be members of the Association. The number of directors may be change by amendment of the By-Laws of the Association. The name and addresses of the persons who are to initially act in the capacity of directors until the selection of their successors are:

S. Michael Kledzik  
5510 Shawnee Road Suite 300  
Alexandria, Virginia 22312

and

William M. Yauss  
5510 Shawnee Road Suite 300  
Alexandria, Virginia 22312

and

William G. Toone, Jr.  
5510 Shawnee Road Suite 300  
Alexandria, Virginia 22312

At the first annual meeting 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 the remaining director(s) for a term of three (3) years; and at each annual meeting thereafter, the members shall elect a new director to each vacancy for a term of three (3) years.

#### ARTICLE VIII

#### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE IX

#### DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the Class A and Class B Members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, I, the undersigned constituting the incorporator of this Association, have executed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 2002

\_\_\_\_\_  
Victor F. Rinaldi, Incorporator