

ARTICLES OF INCORPORATION
OF
THE SECOND GATE POST ESTATES HOMEOWNERS ASSOCIATION

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, the undersigned, all of whom are of full age, have this day voluntarily associated themselves for the purpose of forming a non-stock corporation not for profit, and do hereby certify:

ARTICLE I

The name of the corporation is The Second Gate Post Estates Homeowners Association, hereinafter called the “Association”.

ARTICLE II

The initial registered office of the Association is located at 210 East Broad Street, Falls Church, Virginia, 22046, which is located in the City of Falls Church, Virginia.

ARTICLE III

Vincent A. Tramonte, II, who is a resident of Virginia and a member of the Virginia State Bar and whose business address is 210 East Broad Street, Falls Church, Virginia, 22046, is hereby appointed the initial registered agent of the 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 residential lots, and to own, improve, maintain and preserve the Common Area within GATE POST ESTATES Subdivision, Section Three, in Fairfax County, Virginia, and to promote the health, safety, and welfare of the residents within such area as may come within the jurisdiction of the Association and any additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation, as provided in Article IX herein, and for these purposes:

1. To 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 GATE POST ESTATES Subdivision, Section Three;

hereinafter called the Declaration,” recorded or to be recorded in the Office of the Clerk of Fairfax 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;

2. To fix, levy, collect, and enforce payment of, 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;

3. To 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, provided that any such conveyance, sale, transfer, lease, or dedication of the Common Area shall not be in conflict with its designation as open space”;

4. To borrow money;

5. To build facilities upon land owned or controlled by the Association;

6. To create subsidiary corporations; and

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

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 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. 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. A Mortgagee in possession of a Lot shall be entitled to exercise the owner’s rights in the Association with regard thereto.

ARTICLE VI VOTING RIGHTS

Section 1. The Association shall have two classes of I voting membership:

CLASS A: Class A members shall be all those members as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article V. When more than one person holds such 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 (1) vote be cast with respect to any Lot.

CLASS B: The Class B member(s) shall be Richmond American Homes of Virginia, Inc. (the "Declarant", as defined in the Declaration of Covenants, Conditions and Restrictions), and its successors and assigns, if such successors or assigns should acquire from the Declarant two (2) or more undeveloped lots for the purpose of development, and any person or entity that may dedicate, subdivide and submit to the Declaration all or any portion of the real property described in Deed Book 6579 at Page 16 and Deed Book 6238 at Page 1734 of the land records of Fairfax County, Virginia. The Class B member(s) shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V; provided that Class B membership shall cease and a Class A membership with one (1) vote for each lot in which it holds an interest shall issue on the happening of either of the following events, whichever occurs earlier:

(1) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(2) January 1, 1992.

Section 2. Upon annexation by the Declarant of additional properties pursuant to Article IX hereof, and in the event that Class B membership shall have ceased as herein above provided, Class B membership shall be revived with respect to those Lots so annexed, provided that the Class B membership in these annexed lots shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

(1) 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 property, or

(2) January 1, 1992.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this association shall be managed by a Board of Directors, who need not be members of the Association. The initial number of Directors shall be three (3), which may be increased to as many as nine (9) by amendment of the By-laws, but not decreased. The names and addresses of the persons who are to act in the capacity of the initial Board of Directors until the selection of their successors are:

MARK T. BOASTFIELD
404 Clagett Street, S.W.
Leesburg, Virginia 22075

ALVIN G. McKAY
9506 Wallingford Drive
Burke, Virginia 22015

STEVEN BENSON
13003 Aderman Court
Lake Ridge, Virginia 22192.

At the first annual meeting, the members shall select one (1) Director for a term of one year; one (1) Director for a term of two years; and one (1) Director for a term of three years; and as the terms of such Directors expire, new Directors shall be elected for terms of three years.

ARTICLE VIII LIABILITIES

The total amount of indebtedness or liability which this Association may incur at any one time shall not exceed one hundred fifty percent (150%) of its income for the previous fiscal year, provided that additional amounts may be authorized at a duly held meeting at which a quorum is present by the assent of two-thirds (2/3) of each class of the members who are voting in person or by proxy, and provided further that this Article shall not be construed to prohibit the Association from acquiring real property subject to encumbrances for the purpose of financing facilities located on the real property so acquired.

ARTICLE IX ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, for twenty-one (21) years from the date hereof, annex additional areas and provide for maintenance, preservation and architectural control of

the residential lots, and so add to its membership under the provisions of Article V; provided that any such annexation shall be authorized at a duly held meeting at which a quorum is present by the consent of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy. After twenty one (21) years, annexation shall be made with the consent of three-fourths (3/4) of all members. Provided, however, that during the seven (7) year period commencing with the date of the Declaration of Covenants, Conditions and Restrictions, no such consent is required for the annexation of all or any part of the real property described in Deed Book 6238 at Page 1734 among the land records of Fairfax County, Virginia, by the Declarant.

ARTICLE X AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy, provided that any such mortgage of the Common Area shall not be in conflict with its designation as “open space.”

ARTICLE XI AUTHORITY TO DEDICATE

The Association shall have the power to dedicate 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 and approved by statute, providing such dedication or transfer shall be approved by an affirmative vote at a duly called meeting at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy, and provided that any such dedication or transfer of the Common Area shall not be in conflict with its designation as “open space.

ARTICLE XII DISOLUTION

The Association may be dissolved with the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency 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. In the event that such dedication is refused acceptance, such assets

shall be granted, conveyed, and assigned to any non-profit corporation, trust or other organization to be devoted to similar purposes. Any such dedication or transfer of the Common Area shall not be in conflict with its designation as "open space."

ARTICLE XIII
DURATION

The Corporation shall exist perpetually.

ARTICLE XIV
AMENDMENTS

Amendment of these Articles shall require the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the Commonwealth of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 16th day of January, 1987.

s/
Vincent A. Tramonte, II

G/
John A. Siciliano

15/
Gregory D. Haight