

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
ASHBROOK HOMEOWNERS ASSOCIATION

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned, who is a resident of the Commonwealth of Virginia and who is of full age, has this day acted for the purpose of forming a nonstock corporation and does hereby certify:

ARTICLE I

The name of the corporation is Ashbrook Homeowners Association, hereinafter called the "Association".

ARTICLE II

The principal business office of the Association is located at 8618 Westwood Center Drive, Suite 100, Vienna, Fairfax County, Virginia 22182.

ARTICLE III

T. Patrick Dulany, whose address is c/o Bracewell & Patterson, L.L.P., 12355 Sunrise Valley Drive, Suite 500, Reston, Fairfax County, Virginia 20191, and who is a resident of Virginia and a member of the Virginia State Bar, is hereby appointed the initial registered agent of this Association. The initial registered office of the Association is c/o Bracewell & Patterson, L.L.P., 12355 Sunrise Valley Drive, Suite 500, Reston, Fairfax County, Virginia 20191.

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 the maintenance, preservation and architectural control of the Association's property ("Property"), and to promote the health,

safety and welfare of the residents within the Property, and any additions thereto as may

hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions Restrictions, Easements, Charges and Liens applicable to the Property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Loudoun County, Virginia, as the same may be amended from time to time as therein provided (collectively, "Declaration"), said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means of 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;

(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, in accordance with the terms of the Declaration of the Bylaws, 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 (as defined in the Declaration) to any public agency, authority, or utility for such purposes and subject

to such conditions as may be agreed to by the Association's members.

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, all in accordance with the terms and conditions set forth in the Declaration, if any;

(g) indemnify any director or officer to the full extent permitted by law as more fully set forth in Article VIII;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonstock Corporation Act of the Code of Virginia by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

The classes, qualifications and rights of Members shall be set forth and governed by the Declaration.

ARTICLE VI

VOTING RIGHTS

The voting rights of Members shall be set forth and governed by the Declaration.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Melanie Connelly 8618 Westwood Center Drive
Suite 100
Vienna, Virginia 22182

Tracy Davis 8618 Westwood Center Drive
Suite 100
Vienna, Virginia 22182

Skip Causey 8618 Westwood Center Drive
Suite 100
Vienna, Virginia 22182

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 one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE VIII

INDEMNIFICATION

The Association shall indemnify any director or officer to the full extent provided by Sections 13.1-875 *et. seq.* of the Code of Virginia, as amended. Nothing herein shall be construed to limit such indemnification.

ARTICLE IX

DISSOLUTION

The Association may be dissolved in accordance with the terms of the Declaration. 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 X

DURATION

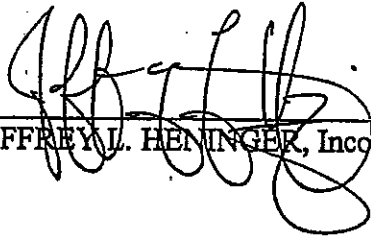
The Association shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purposes of forming this Association under the laws of the Commonwealth of Virginia, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 5TH day of OCTOBER, 2001.



JEFFREY L. HEMINGER, Incorporator

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, October 10, 2001

This is to Certify that the certificate of incorporation of

Ashbrook Homeowners Association

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: October 10, 2001



State Corporation Commission

Attest:

Joel H. Peck
Clerk of the Commission