

**ARTICLES OF INCORPORATION**  
**OF**  
**COUNTRYSIDE PROPRIETARY**

We hereby associate to for a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

1. NAME: The name of the Corporation is COUNTRYSIDE PROPRIETARY, hereinafter called the "Proprietary".
  
2. PURPOSE AND POWERS: The Proprietary 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 residence lots and common areas within that- certain tract of property located In Loudoun County, Virginia, and containing approximately 1270 acres, and being more particularly described by reference to the description set forth in the Deeds recorded in Deed Book 665 at pages 741 and 747, among the land records of Loudoun County, Virginia, and any additions thereto as may hereafter be brought within the jurisdiction of this Proprietary.
  - (a) To take title to and hold, maintain, Improve and beautify, without profit to itself, and for the use in common with all the members of the Proprietary or their families, guests and invitees, such common areas within aforesaid property as may be from time to time conveyed to it in fee simple or by deed of easement; to enforce the covenants, restrictions, easements, reservations, servitudes, profits, licenses, conditions, agreements and liens provided in the Declaration of Covenants, Conditions and Restrictions, as may be from time to time recorded among the land records of Loudoun County, Virginia in connection with said property.
  
  - (b) To do any and all lawful things and acts that the Proprietary may from time to time, in Its discretion, deem to be for the benefit of the aforesaid property and the owners and inhabitants thereof, or deemed advisable, property or convenient for the promotion of the peace, health, comfort, safety or general welfare of the owners and inhabitants thereof.

(C) To exercise all the powers and privileges and to perform all the duties and obligations of the corporation as set forth in aforesaid Declaration of Covenants, Conditions and Restrictions applicable to said property.

(d) To fix, assess, levy, collect, enforce payment by any lawful means, and disburse all charges or assessments created under and pursuant to the terms of aforesaid Declaration of Covenants, Conditions and Restrictions.

(e) To acquire by gift, purchase or otherwise own, hold, improve build upon, operate, maintain, convey, sell, lease, transfer, dedicate or otherwise dispose of real or personal property in connection with the affairs of the Proprietary, provided however, that any such action shall require the assent of more than two thirds (2/3) of each class of voting membership of the Proprietary.

(f) To borrow money, pledge, mortgage, deed in trust, or hypothecate any or all of Its real or personal property as security for money borrowed or debts Incurred, provided however, that any such action shall require the assent of more than two thirds (2/3) of each class of voting membership of the Proprietary.

(g) To have and to exercise any and all powers, rights and privilege which a corporation organized under Chapter 2 of Title 13.1 of the Code of Virginia by law may now or hereafter have or exercise.

(h) To establish rules and regulations for the use of its property;

(i) To pay all expenses incidental to the conduct of business of the Proprietary;

(j) To grant and convey easements over the Common Area;

(k) To employ, enter into contracts with, delegate authority to and supervise such persons or entities as may be appropriate to manage, conduct and perform the business obligations and duties of the Proprietary;

(l) To participate in mergers and consolidations with other corporations;

(m) To perform such acts, as may be reasonably necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending membership rights, to enforce or effectuate any of the provisions of the Declaration, these Articles and the Bylaws;

(n) To regulate the external design, appearance and locations of Countryside property and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography;

(o) To form subsidiary corporations;

(p) No substantial part of the activities of the Proprietary shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The Proprietary shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. INTERNAL AFFAIRS: Provisions for the internal affairs of the Proprietary are:

(a) The Proprietary is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the Proprietary shall be distributed, upon dissolution or otherwise, to any individual or members of the Proprietary. The Proprietary shall not pay

compensation to its members, directors or officers in their capacity as such, but the fact that a person is a member, director or officer shall not disqualify that person from receiving compensation for the services actually rendered to the Proprietary at its request.

(b) The following shall be members of the Proprietary:

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or unit which is subject by covenants of record to assessments by the Proprietary including contract sellers, shall be members of the Proprietary.

The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Additionally, any person who is an occupant of a living unit in CountrySide shall be a nonvoting member of the Proprietary.

(c) Voting rights:

Class A. Class A members shall all be Owners except the Class C member and Class D members. Class A members shall be entitled to one vote for each lot or condominium unit.

Class B. Class B members shall be all occupants of living units. Class B members shall have no voting rights.

Class C. Class C members shall be FOUR THIRTY SEVEN LAND COMPANY, INC., the number of Class A and Class D votes outstanding at the time a vote is taken. The Class C membership shall cease upon the earlier of the following events: when the total number of Class A and Class D votes equals the total number of Class C votes on December 31, 1995. Thereafter, the former Class C member shall have Class A or Class D membership rights for each Lot or unit which it may own.

Class D. Class D members shall be all owners of multi-family residential rental units located in CountrySide. Class D members shall be entitled to one (1) vote for each four (4) such multi-family residential units owned. The Class D membership shall cease and be converted to Class A membership upon recordation of a condominium declaration, pursuant to the Virginia Condominium Act, or subsequent legislation creating and permitting the condominium form of ownership.

The vote for any membership, which is held by more than one person, may be exercised by any one of them, unless any objections or protest by any holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

Any person or entity qualifying as a member of more than one voting class, may exercise those votes to which he is entitled for each such class of membership.

(d) Only members of the Proprietary shall have the right to vote for the election of directors at the annual meeting of the corporation called for that purpose.

4. DIRECTORS: The management of the affairs of the Proprietary shall be vested in the directors. Only members of the Proprietary, and the designees of FOUR THIRTY SEVEN LAND COMPANY, INC., a Delaware corporation, or its successors and assigns, while it holds Class C membership in the Proprietary shall be eligible to act as directors of the Proprietary.

Except for the number of the initial Board of Directors, the number of Directors of subsequent Boards of Directors shall be determined by the Members of the Proprietary in accordance with the By-Laws of the Proprietary. The first election of directors by the members of the Proprietary shall be held at the annual meeting of the members in Fairfax, Virginia. All directors shall be elected for a term of one (1) year, and in accordance with the By-Laws. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, and if not so previously filled, shall be filled at the next succeeding meeting of the members of the Proprietary. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

5. REGISTERED OFFICE: the post office address of the initial registered office of the corporation is 9401 Lee Highway, Suite 403, Fairfax, Virginia, in the County of Fairfax. The name of the corporation's initial registered agent is Russell S. Rosenberger, Jr., who is a resident of the State of Virginia, a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation.

6. INITIAL BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors is three (3) who shall serve until the annual meeting of the members of the Proprietary in 1981. The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
James M. DeFrancia	4020 University Drive

Fairfax, Virginia 22030

Richard R. Ragan

114 Chestnut Street

Philadelphia, Pennsylvania 19106

Russell S. Rosenberger, Jr.

9401 Lee Highway

Suite 403

Fairfax, Virginia 22031

7. LIABILITIES: The highest amount of indebtedness or liability, direct or contingent, to which this Proprietary may be subject at any one time shall not exceed one-hundred-fifty percent (150%) of the annual assessment of the members while there is a Class C membership, and thereafter shall not exceed one-hundred-fifty percent (150%) of the Proprietary's income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the Class C membership, if any.

8. AUTHORITY TO MORTGAGE: Any mortgage by the Proprietary of the Common Area conveyed to it in fee simple or by deed of easement for homeowner association purposes shall have the assent of more than two-thirds (2/3) respectively of the Class A and Class D memberships, and more than two-thirds (2/3) of the Class C membership, if any.

9. AUTHORITY TO DEDICATE: The Proprietary shall have the power to dedicate, sell or transfer all or any part of such area so conveyed to it for community association purposes 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 approved by members entitled to cast more than two-thirds (2/3) of the entire Class C membership, if any, agreeing to such dedication, sale or transfer.

10. DISSOLUTION: The Proprietary shall exist perpetually, unless dissolved as provided herein. The Proprietary may be dissolved with the consent of more than two-thirds (2/3) respectively of the Class A and Class D memberships and more than two-thirds (2/3) of the entire Class C membership, if any. Upon dissolution of the Proprietary, the assets, both real and personal of the Proprietary shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Proprietary. 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 purposes end uses that would most nearly reflect the purposes and uses to which they were required to to be devoted by the Proprietary. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Proprietary.

11. MERGERS AND CONSOLIDATIONS: To the extent permitted by law, the Proprietary may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or, consolidation shall have the assent of more than two-thirds (2/3) respectively of the Class A and Class D memberships and more than two—thirds (2/3) of the Class C membership, If any.

12. AMENDMENTS: Amendment Of these Articles shall require the assent of more than two-thirds (2/3) respectively of the Class A and Class D memberships and more than two-thirds (2/3) of the Class C membership, if any, at a meeting of members duly called for that purpose.

13. FHA/VA APPROVAL: As long as there is a Class C membership the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, should these agencies be Involved herein: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of such area, dissolution of the Proprietary and amendment to these Articles.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the Commonwealth of Virginia, I the undersigned, constituting the incorporation of this corporation, have executed these Articles of Incorporation this 18<sup>th</sup> day of March, 1980.

