

LAKWOOD HILLS NO. 1 COMMUNITY ASSOCIATION

ARTICLES OF INCORPORATION

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

1. **NAME:** The name of the Corporation is LAKEWOOD HILLS NO. 1 COMMUNITY ASSOCIATION.
2. **PURPOSE AND POWERS:** This corporation 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 Fairfax County, Virginia, consisting of 12.8733 acres of land, more or less, and being part of that property more particularly described by reference to a metes and bounds description set forth in a Deed recorded in Deed Book 3216 at page 510, among the land records of Fairfax County, Virginia.
 - 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 this corporation 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 Fairfax County, Virginia, in connection with said property.
 - b. To do any and all lawful things and acts that the corporation 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, proper 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, Donditions 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 other wise dispose of real or personal property in connection with the affairs of the Corporation.
 - f. To borrow money, pledge, mortgage, deed in trust, or hypthecate any or all of its real or personal property as security for money borrowed or debts incurred.
 - g. To have and to exercise any and all powers, rights and privileges 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.

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

- a. The corporation 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 corporation shall be distributed, upon dissolution or otherwise, to any individual or members of the corporation. The corporation 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 corporation at its request.
- b. The following shall be members of the corporation: 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 Corporation including contract sellers, shall be members of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as a security for the performance of an obligation. No owner shall have more than one membership for each lot owned. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the corporation. Ownership of such lot shall be the sole qualification for membership.
- c. Voting rights: The corporation shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in paragraph 3 (b) with the exception of LEVITT LAND, INCORPORATED, its successors or assigns. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot may 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. Class B members shall be LEVITT LAND, INCORPORATED, or its successors or assigns. The Class B member shall be entitled to three (3) votes for each lot in which it holds the interest required for membership; provided, however, that Class B membership shall cease and be converted to Class A on the happening of either of the following events, whichever occurs first:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
2. December 31, 1979, or
3. 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 occurs first:
 - i. 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

ii. Four (4) years from the date of recordation of the Deed of Dedication for such annexed property.

d. Only members of the corporation 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 corporation shall be vested in the directors. Only members of the corporation, and designers of LEVITT LAND, INCORPORATED, or its successors and assigns, while it holds Class B membership in the corporation shall be eligible to act as directors of the corporation. Except for the number of the initial Board of Directors, the number of subsequent Board of Directors shall be fixed by the By-Laws of the corporation. The first election of directors by the members of the corporation shall be held at the annual meeting of the members in Fairfax, Virginia. The Directors elected by the members at the first election of directors and thereafter shall be elected for a term of three (3) years and until their respective successors are elected. 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, though less than a quorum of the Board of Directors, or by a sole remaining director, and if not so previously filled, shall be filled at the next succeeding meeting of members of the corporation. 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 405, 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 who shall serve until the annual meeting of the members of the corporation in 1977. The names and addressees of the persons who are to serve as the initial directors are as follows:

NAME

ADDRESS

Michael Belknap

51 Weaver Street
Building #5
Greenwich, Connecticut 06830

Diana Hobeck

51 Weaver Street
Building #5
Greenwich, Connecticut 06830

Dan Wald

51 Weaver Street
Building #5
Greenwich, Connecticut 06830

7. **LIABILITIES:** The highest amount of indebtedness or liability, direct or contingent, to which this corporation 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 Class B membership, and thereafter shall not exceed one-hundred-fifty percent (150%) of the corporation's income

for the previous fiscal year, provided that additional amounts may be authorized by the assent of three-fourths (3/4) of the membership.

8. **AUTHORITY TO MORTGAGE:** Any mortgage by the corporation 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 three-fourths (3/4) of the entire Class A membership, and more than three-fourths (3/4) of the Class B membership, if any.
9. **AUTHORITY TO DEDICATE:** The corporation 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 three-fourths (3/4) of the votes of the entire Class A membership and more than three-fourths (3/4) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.
10. **DISSOLUTION:** The corporation may be dissolved with the consent of more than three-fourths (3/4) of the entire Class A membership and more than three-fourths (3/4) of the entire Class B membership, if any. Upon dissolution of the corporation, the assets, both real and personal, of the corporation 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 corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit 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 this corporation.
11. **MERGERS AND CONSOLIDATIONS:** To the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of more than three-fourths (3/4) of the entire Class A membership and more than three-fourths (3/4) of the Class B membership, if any.
12. **AMENDMENTS:** Amendments of these Articles shall require the assent of more than three fourths (3/4) of the entire Class A membership and more than three-fourths (3/4) of the Class B membership, if any, at a meeting of members duly called for that purpose.
13. **FHA/VA APPROVAL:** As long as there is a Class B 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 designated for homeowner association purposes, dedication of such area, dissolution of the corporation and amendment of these Articles.

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 corporation, have executed these Articles of Incorporation This 18th day of January 1977.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JANUARY 19, 1977

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Lakewood Hills No. 1 Community Association

And the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

Be issued, and that this order, together with the articles be admitted to record in the office of the Commission, and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Fairfax County.

STATE CORPORATION COMMISSION

**By _____
Commissioner**

Virginia:

In the Clerk's Office of the Circuit Court of Fairfax County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 4th day of February 1977 and is now returned to the State Corporation Commission by certified mail.

Clerk

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LAKEWOOD HILLS NO. 1 COMMUNITY ASSOCIATION**

- 1. The name of the Corporation is Lakewood Hills No. 1 Community Association.**
- 2. The amendment adopted is to change the definition and voting rights of Class B members by deleting all the language following "Class B" in Article III © and substituting in its place the following language:**

"Class B" members shall be LEVITT HOMES, INCORPORATED, its successors and assigns; provided, however, that a certificate of membership, must be executed by each Class B member and filed with the Secretary of the corporation.

The Class B members shall be entitled to three (3) votes for each lot in which it owns the interest required for membership. The Class B membership shall terminate on the happening of either of the following events, whichever occurs earlier.

- (a) When Class B members no longer own any lots in the subdivision.**
- (b) On December 31, 1982.**
- (c) Upon annexation of additional properties, Class B membership shall be revived and/or extended for a period of four (4) years from the date of recordation of the Deed of Dedication and Subdivision for such annexed property.**

- 3. The Board of Directors by consent resolution dated March 30, 1978, found the above specified amendments to be in the best interests of the corporation and directed that they be submitted to the members for approval. By consent resolution dated March 30, 1978, the sole member of Lakewood Hills No. 1 Community Association specifically waived notice and approved the above-specified amendments.**
- 4. The number of members entitled to vote on said amendment was one (1).**
- 5. The number of members voting for such amendment was one (1). The number of members voting against such amendment was 0.**

WITNESS the following signatures this 30th day of March, 1978.

**LAKEWOOD HILLS NO. 1
COMMUNITY ASSOCIATION**

ATTEST: Secretary

**BY: _____
President**

