

18 OCT 1973

7992

ARTICLES OF INCORPORATION

OF

FOREST HILLS COMMUNITY ASSOCIATION

This is to certify that we, the undersigned, do hereby associate ourselves to establish a Virginia nonstock corporation in and by virtue of the provisions of the Virginia Nonstock Corporation Act, Chapter 2, Title 13.1, Code of Virginia, 1950, and acts amendatory thereof, for the purposes of and in the corporate name hereinafter named and to that end, we do by these Articles of Incorporation set forth as follows, to wit:

ARTICLE I

The name of the corporation shall be Forest Hills Community Association, hereafter called the "Association."

ARTICLE II

The name of the initial registered agent for the corporation shall be E. French Strother, a resident of Virginia and a member of the Virginia State Bar and whose business office is the same as the registered office herein; the address of the initial registered office of the corporation shall be 2009 North Fourteenth Street, Arlington, Virginia, which is in Arlington County.

ARTICLE III

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 Areas within those certain tracts of property described as:

All that certain land situate in Arlington County, Virginia, to be dedicated as Section One (1), FOREST HILLS, and which is to be subjected to the Declaration of Covenants, Conditions and Restrictions referred to in sub paragraph (a) below, TOGETHER WITH such other parcels zoned for a use of greater density than single family homes which the Declarant (as defined in said Declaration) may subject to said Declaration of Covenants, Conditions and Restrictions, and which make up all or a portion of those parcels acquired by Declarant by deed from Army-Navy Company, a Limited Partnership, recorded in Deed Book 1800 at page 570, among the land records of Arlington County, Virginia,

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 as this Association by annexation as provided in Article VII herein, and 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 those certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declarations," applicable to the property and recorded or to be recorded among the land records of Arlington County, Virginia, and as the same may be amended from time to time as therein provided;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; 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, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Virginia by law may now or hereafter have or exercise. ✓

ARTICLE IV 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 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. No owner shall have more than one membership. 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.

ARTICLE V
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article IV with the exception of the Declarant, the owner of that part of the realty dedicated to the Association not owned by Class A members. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article IV. 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 vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined above). The Class B member shall be entitled to five (5) votes for each Lot in which it holds the interest required for membership by Article IV, provided that the Class B membership shall cease and be converted to Class A membership when the total authorized votes of the Class A membership equals or exceeds the total authorized votes of the Class B membership.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by an initial Board of four (4) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws 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:

Albert G. Van Metre 7102 Colgate Drive, Alexandria, Virginia 22307
Albert G. Van Metre, Jr. 5819 Broadmoor Street, Alexandria, Virginia 22310
John L. Rhodes 1115 North George Mason Drive, Arlington, Virginia
22201
Edward G. Fuehrer 5115 Saratoga Avenue, N.W., Washington, D.C. 20016

ARTICLE VII
ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, at any time, annex additional residential properties and common areas to the Properties described in Article III, and so add to its membership under the provisions of Article IV, provided that any such annexation shall have the assent of the membership authorized to vote more than two-thirds of the total authorized votes of the Class A membership, and more than two-thirds of the authorized votes of the Class B membership, if any.

ARTICLE VIII
MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purpose, provided that any such merger or consolidation shall have the assent of more than two-thirds of all votes entitled to be cast by the entire Class A membership and more than two-thirds of all votes entitled to be cast by the Class B membership, if any.

ARTICLE IX
AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declarations shall have the assent of more than two-thirds of all votes entitled to be cast by the entire Class A membership and more than two-thirds of all votes entitled to be cast by the Class B membership, if any.

ARTICLE X
AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell, 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 without the affirmative vote of more than two-thirds entitled to be cast by the entire

Class A membership and more than two-thirds of the entire Class B membership, if any.

ARTICLE XI
DISSOLUTION

The Association may be dissolved at a duly held meeting as provided in Section 13.1-248 of the Code of Virginia. Upon dissolution of the Association, the assets, both real and personal of the Association 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 Association.

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 the Association.

ARTICLE XII
DURATION

The corporation shall exist perpetually.

ARTICLE XIII
AMENDMENTS

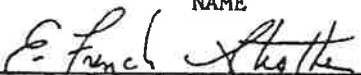
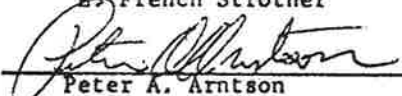

Amendment of these Articles shall require the assent of members entitled to cast more than two-thirds of all votes entitled to be cast by the entire membership. In the event it becomes necessary to amend these Articles to satisfy the requirements of HUD, Federal Housing Administration or the Veterans Administration or similar governmental agency in connection with the development of any of the properties set forth in Article III, then the amendment of these Articles may be made by the assent of the entire Class B membership without the vote of any of the Class A membership.

ARTICLE XIV

As long as there is a Class B membership and if any of the properties described in Article III have been developed in accordance with a general plan submitted to the Federal Housing Administration and the Veterans Administration

or similar governmental agency, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties (other than those described in Article III), mergers or consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 18th day of October, 1973.

NAME	ADDRESS
 E. French Strother	2009 North 14th Street, Arlington, Virginia 22201
 Peter A. Arntson	2009 North 14th Street, Arlington, Virginia 22201
 Ernest T. Gearheart, Jr.	2009 North 14th Street, Arlington, Virginia 22201

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
October 19, 1973

The accompanying articles having been delivered to the State Corporation Commission on behalf of
Forest Hills 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 the 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 Arlington County

STATE CORPORATION COMMISSION

By Thomas P. Harwood
Commissioner

VIRGINIA:

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

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 15th day of November 1973 and is now returned to the State Corporation Commission by certified mail.

[Signature]
Clerk