

ARTICLES OF INCORPORATION AMENDMENT AND RESTATEMENT

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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:

I, the undersigned President of Countryside Proprietary, a nonstock corporation organized and existing under the laws of the Commonwealth of Virginia, pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended (the "Code"), do hereby submit the following Articles of Amendment and Restatement pursuant to §13.1-886, §13.1-888, and §13.1-889 of the Code:

1. **NAME:** The name of the Corporation is COUNTRYSIDE PROPRIETARY, hereinafter called the "Proprietary".

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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 residential ~~lots~~ and ~~common areas~~ that are subject to the Amended Declaration recorded in the Clerk's Office of the Circuit Court of Loudoun County, Virginia on November 7, 1980 in Book 773, at Page 116, as amended and as may be further amended (the "Declaration") 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.

Specific purposes and powers granted to the Proprietary include the following:

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(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~~ Members of the Proprietary or their families, guests and invitees, such ~~common areas~~ 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 ~~Amended 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.

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(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, properly 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 related to real property shall require the assent of more than two thirds (2/3) of each class of voting membership of the Proprietary~~ the Members.

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~~(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 any action to pledge, mortgage, deed in trust, or hypothecate any or all of Its real property shall~~ property shall require the assent of a majority of those members voting in person or by proxy at a meeting of the membership ~~more than two thirds (2/3) of each class of voting membership of the Proprietary~~ the Members. Any action to borrow money may be done by the Board of Directors following approval by the membership.

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(g) To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 210 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;

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(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;

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

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(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 located on property within Countryside 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;

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(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.

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~~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 ~~m~~Members of the Proprietary. The Proprietary shall not pay compensation to its ~~m~~Members, ~~d~~Directors or ~~e~~Officers in their capacity as such, but the fact that a person is a ~~m~~Member, ~~d~~Director or ~~e~~Officer shall not disqualify that person from receiving compensation for the services actually rendered to the Proprietary at its request or for reimbursement of expenses.

(b) The following shall be ~~m~~Members of the Proprietary:

Every person or entity who is a record owner of a fee or undivided fee interest in any ~~l~~Lot ~~or unit~~ which is subject by covenants of record to assessments by the Proprietary ~~i~~ncluding contract sellers, shall be ~~m~~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. 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 Proprietary. Ownership of such Lot shall be the sole qualification for membership.~~

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~~(c) Voting rights: The Proprietary shall have four (4) classes of membership:~~

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~~Class A. Class A members shall~~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 Proprietary including contract sellers ~~all be Owners except the Class C member and Class D members shall be a Member and .Class A members shall~~entitled to one vote for each ~~l~~Lot ~~they own or condominium unit.~~

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~~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., its successors or assigns, who shall have four thousand (4,000) votes, less 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 in good standing (defined as current in the payment of assessments and not to have been found by the Proprietary to be in violation of its Declaration, Bylaws, policies rules and regulations)~~ of the Proprietary shall have the right to vote for the election of ~~D~~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 ~~D~~Directors. Only ~~Members~~ of the Proprietary ~~who meet the qualifications to serve as dictated by the Bylaws, and the designees of FOUR THIRTY SEVEN LAND COMPANY, INC., a Delaware corporation, or its successors and assigns, while it holds Class C~~

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~~membership in the Proprietary~~ shall be eligible to act as ~~d~~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 ~~d~~Directors shall be elected for a term of one (1) year, and in accordance with the By L~~aws~~. 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 ~~d~~Directors, and if not so previously filled, shall be filled at the next succeeding meeting of the ~~m~~Members of the Proprietary. Any ~~D~~irector elected to fill a vacancy shall serve as such until the expiration of the term of the ~~d~~Director, the vacancy in whose position ~~he was~~they were 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. The address of the registered agent/office and principal office is on file with the Virginia State Corporation Commission.~~

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 shall be comprised of seven (7) directors with one director being elected from each of the seven (7) Neighborhood Districts as set forth in the Bylaws.~~

<u>NAME</u>	<u>ADDRESSES</u>
James M. DeFrancia	4020 University Drive Fairfax, Virginia 22030
Richard R. Ragan	114 Chestnut Street Philadelphia, Pennsylvania 19106

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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 each class of the voting membership the Members.

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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, of the Members.

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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) respectively of the votes of the Class A Members and Class D memberships and more than two thirds (2/3) of the entire Class C membership, if any, and the consent of institutional holders of all first mortgages of record before selling or transferring the common areas as provided in the Declaration, agreeing to such dedication, sale or transfer.

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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 of the Members. 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

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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 and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Proprietary.

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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 of the Members.~~

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12. AMENDMENTS: ~~Amendment of these~~ These Articles may be amended by the majority of all votes entitled to be cast by the Members at a meeting in which quorum is present or through an electronic vote. For the purposes of voting on an amendment to these Articles, quorum will be at least a majority of the members of the Association present in person or by proxy or voting electronically. The Board of Directors, by two-thirds (2/3) vote, may unilaterally amend these Articles of Incorporation and file a corrective amendment or supplement to correct a mathematical mistake, an inconsistency, or a scrivener's error or to clarify an ambiguity with respect to an objectively verifiable fact. ~~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 of the Members at a meeting of members duly called for that purpose.~~

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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.~~

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IN WITNESS WHEREOF, for the purposes of adopting these Articles of Amendment and Restatement, I, the undersigned, constituting the President of the Association, have executed these Articles of Amendment and Restatement

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on this _____ day of _____, 20____, forming this Corporation under the laws of the Commonwealth of Virginia, I the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 18th day of March, 1980.

COUNTRYSIDE PROPRIETARY

_____. President

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