

**ARTICLES OF INCORPORATION
OF
SIGNAL HILL HOMES ASSOCIATION**

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-stock corporation not for profit and do hereby certify:

**ARTICLE I
NAME**

The name of the corporation is SIGNAL HILL HOMES ASSOCIATION, hereafter called the "Association".

**ARTICLE II
OFFICE**

The initial registered office of the Association is located at 4084 University Drive, Fairfax, Virginia 22030, which is located in the City of Fairfax.

**ARTICLE III
REGISTERED AGENT**

Daniel H. Shaner, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is 4084 University Drive, Fairfax, Virginia 22030, is hereby appointed the initial registered agent of the Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit of 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 to own, improve, maintain and preserve the Common Area within SIGNAL HILL SUBDIVISION, Fairfax County, Virginia, and to promote the health, safety and welfare of the residents within such area as may come within the jurisdiction of the Association and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article VIII herein, and for this purpose:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", recorded or to be recorded from time to time in the Office of the Clerk of the Circuit Court of Fairfax County, Virginia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
2. To fix, levy, collect and enforce payment by any lawful means 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 of the Association;
3. To 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;
4. To borrow money and with the assent of more than two-thirds (2/3) of each class of members, to mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;
5. To dedicate, sell or 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 unless assented to by more than two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
6. To participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of more than two-thirds (2/3) of each class of members; and

7. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Law of the Commonwealth of Virginia by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in a Lot, which is subject by covenants of record to assessment by the Association, including contract sellers 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. 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 VI 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 V with the exception of the Class B Member, Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. 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 Edward. R. Carr, Martin R. West, and James E. Millar, Trustees, who shall be entitled to three (3) votes for each Lot in which they hold the interest required for membership by Article V; provided that the Class B membership shall cease and a Class A membership with one (1) vote for each Lot in which they hold an interest shall be issued on the happening of either of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.
2. On January 1, 1984.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association and such number can be changed only by amendment of the Articles of Incorporation. The names and addresses of the persons who are to act in the capacity of the initial Board of Directors until the selection of their successors are:

Edward R. Carr
7620 Little River Turnpike
Annandale, Virginia 22003;

John E. Cowles
7620 Little River Turnpike
Annandale, Virginia 22003;

Frederick D. Mears
7620 Little River Turnpike
Annandale, Virginia 22003;

D. E. Wight
7620 Little River Turnpike
Annandale, Virginia 22003;

Arthur M. Christie
5530 Wisconsin Avenue
Washington, D. C. 20015

At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and as the terms of such directors expire, new directors shall be elected for terms of three years.

The total amount of indebtedness or liability which this Association may incur at any one time shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized at a duly held meeting at which a quorum is present by the assent of two-thirds (2/3), in person or by proxy, of each class of members entitled to vote and provided further that this Article shall not be construed to prohibit the Association from acquiring real property subject to encumbrances for the purpose of financing facilities located on the real property so acquired.

**ARTICLE VIII
ANNEXATION OF ADDITIONAL PROPERTIES**

Section 1. The Association may, at any time, annex additional areas and provide for maintenance, preservation and architectural control of residence Lots, and so add to its membership under the provisions of Article V, provided that any such annexation shall be authorized at a duly held meeting at which a quorum is present, by the assent of more than two-thirds (2/3) of each class of members entitled to vote.

Section 2. If within eight (8) years of the date of incorporation of this Association, the Class B member should develop and/or subdivide additional lands within that certain tract described on Exhibit A attached hereto or adjacent thereto, such additional lands may be annexed to said Properties without the assent of the Class A members.

**ARTICLE IX
AUTHORITY TO MORTGAGE**

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3) of the votes, in person or by proxy, of each class of members entitled to vote.

**ARTICLE X
AUTHORITY TO DEDICATE**

The Association shall have the power to dedicate or 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 and approved by Statute, providing such dedication or transfer shall be approved by an affirmative vote at a duly called meeting at which a quorum is present of more than two-thirds (2/3), in person or by proxy, of each class of members entitled to vote.

**ARTICLE XI
DISSOLUTION**

The Association maybe dissolved with the assent at a duly held meeting at which a quorum is present of more than two-thirds (2/3), in person or by proxy of each class of members entitled to vote. 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 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 at a duly held meeting at which a quorum is present of seventy five percent (75%) of the votes, in person or by proxy, entitled to be cast by the entire membership.

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 Association, have executed these Articles of Incorporation this 9th day of December, 1976.

By:

/s/ Edward R. Carr
Edward R. Carr

/s/ John E. Cowles
John E. Cowles

/s/ Frederick D. Mears
Frederick D. Mears

/s/ D. E. Wight
D. E. Wight

/s/ Arthur M. Christie
Arthur M. Christie

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
SIGNAL HILL HOMES ASSOCIATION**

WHEREAS, the SIGNAL HILL HOMES ASSOCIATION, a Virginia non-stock corporation created under and by virtue of Chapter 2 of Title 13.1 of the 1950 Code of Virginia, desires to amend its Articles of Incorporation so as to make said Articles consistent with the By-Laws and the Declaration of Covenants, Conditions and Restrictions of the Signal Hill Homes Association,

NOW, THEREFORE, to that end; we, D. E. Wight and John E. Cowles, President and Secretary-Treasurer, respectively, of the Board of Directors of said corporation, do certify as follows:

1. There are no Class A members.
2. The sole Class B members are Edward R. Carr, Trustee; Martin R West, Trustee; and James E. Millar, Trustee.
3. That on March 15, 1977, after due notice to all the directors of the said corporation, there was held a meeting of the Board of Directors, at which meeting four of the five directors were present in person, and by unanimous vote of those directors present at said meeting the Resolution set forth below was endorsed as being in the best interests of the corporation and was directed to be submitted to a vote of the members at a special meeting of the corporation to be held immediately after the adjournment of the meeting of the Board of Directors.
4. That pursuant to a written waiver of notice signed by all three Class B members of the Signal Hill Homes Association dated March 15, 1977, and attached hereto, a special meeting of the Association was held on March 15, 1977, for the purpose of amending the Articles of Incorporation of the Association. All three (3) Class B members were present, in person, and by unanimous vote of said Class B members the following Amendment to the Articles of Incorporation of the said Association was authorized and approved:

RESOLVED: that Article VI of the Articles of Incorporation of the SIGNAL HILL HOMES ASSOCIATION be amended by deleting the existing provision as to "Class B" membership and substituting therefore:

Class B: The Class B member shall be Edward R. Carr, Martin R. West, and James E. Millar, Trustees, their successors or assigns, in the event Edward R Carr, Martin R. West, and James E Millar, Trustees, their successors or assigns, dedicate and subdivide all or a portion of the real property hereinafter described in Section IX into lots and open space and subject to the lots and open space to that certain Declaration of Covenants, Conditions and Restrictions recorded or to be recorded from time to time in the Office of the Clerk of the Circuit Court of Fairfax County, Virginia. The Class B member

shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V; provided that the Class B membership shall cease and a Class A membership with one (1) vote for each Lot in which they hold an interest shall be issued on the happening of either of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.
2. On January 1, 1984.

Executed in the name of the corporation by the President and Secretary of its' Board of Directors, who declare that the facts stated therein are true this 15th day of March, 1977.

SIGNAL HILL HOMES ASSOCIATION

By:

/s/ D. E. Wight
D. E. Wight, President

/s/ John E. Cowles
John E. Cowles, Secretary / Treasurer

At a duly called meeting of the Board of Directors of the SIGNAL HILL HOMES ASSOCIATION held at the offices of Edward R Carr & Associates, Inc., Annandale, Virginia, at 2 p.m., on the 15th day of March, 1977, the resolution was adopted in accordance with the Articles of Incorporation and the By-Laws of SIGNAL HILL HOMES ASSOCIATION

RESOLVED: that Article VI of the Articles of Incorporation of the SIGNAL HILL HOMES ASSOCIATION be amended by deleting the existing provision as to "Class B" membership and substituting therefore:

Class B: The Class B member shall be Edward R Carr, Martin R. West, and James E. Millar, Trustees, their successors or assigns, in the event Edward R. Carr, Martin R. West, and James E. Millar, Trustees, their successors or assignees, dedicate and subdivide all or a portion of the real property hereinafter described in Section IX into Lots and open space and subject to the lots and open space to that certain Declaration of Covenants, Conditions and Restrictions recorded or to be recorded from time to time in the office of the Clerk of the Circuit Court of Fairfax County, Virginia. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V; provided that the Class B membership shall cease and a Class A membership with one (1) vote for each Lot in which they hold an interest shall be issued on the happening of either of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.
2. On January 1, 1984.

Executed in the name of the corporation by the President and Secretary of its Board of Directors, who declare that the facts stated therein are true this 15th day of March, 1977.

SIGNAL HILL HOMES ASSOCIATION

By:

/s/ D. E. Wight
D. E. Wight, President

ATTEST:

By:

/s/ John E. Cowles
John E. Cowles, Secretary / Treasurer