

# Pinecrest 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 end set forth the following:

1. The name of the corporation is to be PINECREST CLUSTER ASSOCIATION.

2. The purpose or purposes for which the corporation is organized are:

(a) To take title, hold, maintain, improve, and beautify, without profit to itself, for the use in common of all the members thereof, their families, guests, and invitees, such parking areas, streets, open spaces, paths and other facilities, as from time to time may be conveyed to it pursuant to a Deed of Resubdivision and Rededication to be recorded in the Clerk's Office of Fairfax County, Virginia, or pursuant to any subsequent deed resubdividing the land dedicated as aforesaid; to enforce the covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements, and liens provided in the Deed of Resubdivision and Rededication or any subsequent deed to be enforced by the corporation; and to assess, collect, and disburse the charges created under said Deed or subsequent deed, all in the manner set forth in, and subject to the provisions of, the said Deed or subsequent deed.

(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 property shown within Block 4, Section 36 on the plat attached to the Deed of Resubdivision and Rededication to be recorded among the land records of Fairfax County, Virginia, or on any subsequent plat filed pursuant to the provisions of said Deed (hereinafter referred to as the "Property") and the owners and inhabitants thereof or advisable, proper, or convenient for the promotion of the peace, health, comfort, safety, or general welfare of the owners and inhabitants thereof.

3. Provisions for the regulations of 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. The corporation may reimburse its members, directors, or officers, for out-of-pocket expenses incurred in the performance of their duties on behalf of the corporation.

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

(1) Gulf Reston, Inc., a Delaware corporation (which, together with any successor to all or substantially all its business of developing the community of Reston, is referred to herein as the "Developer of Reston"), and

(2) All persons owning of record any dwelling unit on the property (except a person taking title as security for the payment of money or the performance of an obligation).

No person (other than the Developer of Reston) shall be a member of the corporation after he ceases to be the owner of record of any dwelling unit on the Property.

(c) The directors of the corporation may, after affording the member an opportunity to be heard, suspend any person from membership in the corporation during any period of time when there exists a violation of any of the provisions of the Deed of Resubdivision and Rededication (including but not limited to, the failure to make any payment to the corporation when due and payable under the terms of the said Deed) with respect to the dwelling unit he owns or when he is violation of any rule or regulation adopted by the corporation with respect to the Property.

Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under the Deed of Resubdivision and Rededication with respect to the dwelling unit he owns and for compliance by himself, his family, guests, and invitees, with the provisions of the said Deed and the rules and regulations adopted by the corporation with respect to the Property.

The qualifications set forth herein for membership in the corporation shall be the only qualifications for such membership.

(d) The members of the corporation shall have the right to vote for the election and removal of directors. Each member of the corporation shall have one vote, except that:

(1) The Developer owning a multi-family dwelling and/or more than one dwelling unit shall have the number of votes equal to the number of dwelling units (including any contained in such a multi-family dwelling) owned.

(2) When any dwelling unit on the Property is owned of record in joint tenancy or tenancy-in-common, or in any manner of joint or common ownership, such owners shall collectively be entitled to only that number of votes to which one person would be entitled were he the owner of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the owners or record of such dwelling unit who are entitled to vote with respect thereto.

(3) Only a member of the corporation (other than the Developer of Reston) residing in the dwelling unit with respect to which he is entitled to vote, shall have the right to vote.

(e) The directors may make such regulations as they deem advisable for any meeting of members, in regard to proof of membership in the corporation, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit.

(f) The corporation may contract with the Developer or with any other person for the performance, as its agent, of any of the powers, duties, or functions of the corporation which may be lawfully delegated by it.

(g) [as amended on 27 June 1977]

(1) The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the corporation to procure a judgment in its favor) by reason of the fact that he is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against judgment, fines, amounts paid in settlement, and expenses (including attorneys' fees) actually and reasonably incurred by him in connection with such action, suit or proceeding except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his gross negligence or willful misconduct. Each such indemnity shall inure to the

benefit of the heirs, executors and administrators of such person.

(2) Any indemnity under subsection (1) above shall (unless authorized by a court) be made by the Association only as authorized in the specific case upon a determination that the director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty and, in case of a settlement, that such settlement was, or if still be made is, consistent with such indemnity and the best interests of the Association. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

(3) Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by vote of the persons provided in subsection (2) of this section, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall be determined that he is entitled to be indemnified by the Association as authorized in this section.

(4) The right of indemnification provided by this section shall not be exclusive or any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Association or others even as to claims, issues or matters in relation to which the Association would not have the powers to indemnify such director or officer under the provisions of this section.

(5) The Association may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequence of the indemnification provided for in this section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

4. The management of the affairs of the corporation shall be vested in the directors. Only members of the corporation, their spouses, and designees of Gulf Reston, Inc. shall be eligible to act as directors of the corporation. The length of the initial term of each of the directors constituting the initial Board of Directors is set forth in paragraph 6 below. The first election of directors by the members of the corporation shall

be held at the first annual meeting of the members. The directors elected by the members at the first election of directors and thereafter, shall be elected for a term of three 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 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. The post office address of the initial registered office of the corporation is 11440 Isaac Newton Square, Reston, Virginia. The name of the City or County in which the initial registered office is located is the County of Fairfax, Virginia. The name of the corporation's initial registered agent is Robert M. Perce who is a resident of the State of Virginia, an initial member of the Board of Directors, member of the Virginia State Bar, Resident of the State of Virginia and whose business office is the same as the registered office of the corporation.

6. The number of directors constituting the initial Board of Directors is five and the names, addresses, and length of the initial term of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>	<u>Initial Term</u> (until the annual meeting of members held in:)
John W. Guinee, Jr.	Reston, Va.	1973
William C. Cox	Reston, Va.	1973
Donald L. Cummings	Falls Church, Va.	1974
Elmer C. Burch	Reston, Va.	1974
Robert M. Perce, Jr.	Reston, Va.	1975

**DISSOLUTION**

7. The Association may be dissolved with the assent of more than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

**DURATION**

8. The corporation shall exist perpetually.

**AMENDMENTS**

9. Amendment of these Articles shall require assent of 75 percent (75%) of the votes entitled to be cast by the entire membership.

**FHA/VA APPROVAL**

10. As long as the Developer of Reston owns a majority of the lots shown on the plat attached to the aforesaid Deed or any subsequent deed, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and 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 and under the laws of the State of Virginia, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 9th day of March, 1972.

By: John J. Guilfoyle, Jr.

By: Margaret R. Hulit

By: Celaine K. Wellman

STATE OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

I, Patricia M. Roundtree, the undersigned Notary Public in and for the County aforesaid, do certify that John J. Guilfoyle, Jr, Margaret R. Hulit, and Celaine K. Wellman, whose names are signed to the aforesaid Articles of Incorporation, bearing date on the 9th day of March, 1972, have acknowledged the same before me in my County and State aforesaid.

GIVEN under by hand this 9th day of March, 1972.

Patricia M. Roundtree  
Notary Public