

ARTICLES OF INCORPORATION
OF THE
MARSHALL TOWNHOUSE HOMEOWNERS' ASSOCIATION

This is to certify that we, the undersigned, do hereby associate ourselves to establish a corporation, not for profit, in and by virtue of the provisions of the Virginia Non-stock Corporation Act (Chapter 2, Section 13.1, Code of Virginia, 1950, and acts amendatory thereof) for the purposes and in the corporation name hereinafter set forth as follows:

ARTICLE I

NAME

The name of the corporation is Marshall Townhouse Homeowners' Association, hereafter called the "Association."

ARTICLE II

LOCATION

registered
The/XXXXXXXXX office of the Association is Route 2, Box 51, Marshall, Fauquier County, Virginia 22115.

ARTICLE III

AGENT

Samuel Shayan, a resident of Virginia and a member of the initial Board of Directors of this Association, whose business address is Route 2, Box 51, Marshall, Virginia 22115, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control as permitted by law of the Lots and Common Area within that certain tract of property located in Fauquier County described as:

ALL THAT TRACT OR PARCEL of land consisting of 3.6678 acres, more or less, situate lying and being in Marshall District, Fauquier County, Virginia, and as shown and particularly described on a plat and survey titled "Marshall Townhouses, Section A, Marshall District, Fauquier County, Virginia," which plat and

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Exd + returned
certified mail

To:
Wm. C. Young, Clerk
State Corp. Comm.

P. O. Box 1747
Richmond, Va. 23207
Jhs Dec 22, 1977
L. H. W. Barb. n.

survey dated February 11, 1977 was made by V H & D Inc., Consulting Engineers and Surveyors, Warrenton, Virginia, 22186, and signed by Richard H. Vogel, Va. C.L.S., and which plat and survey as approved by the governing body of the County of Fauquier, was recorded in Deed Book 344, Page 39, on May 11, 1977 in the office of the Clerk of the County of Fauquier.

AND ALL THAT TRACT OR PARCEL of land consisting of 3.2685 acres, more or less, situate, lying and being in Marshall District, Fauquier County, Virginia, and as shown and particularly described on a plat and survey titled "Marshall Townhouses, Section B, Marshall District, Fauquier County, Virginia," dated April 6, 1977 made by V H & D Inc., Consulting Engineers and Surveyors, Warrenton, Virginia, and signed by Richard H. Vogel, Va., C.L.S., which plat and survey is attached to a certain deed of conveyance made by George R. Thompson and Eleanor G. Thompson, husband and wife, to Frederick L. Spencer, Jr., recorded on May 11, 1977 in Deed Book 344, Page 50, in the office of the Clerk of the Circuit Court of Fauquier County.

ALL OF WHICH is hereinafter referred to as the "Property."

and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article XI herein, and for these purposes 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 that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the Office of the Clerk of the Circuit Court of Fauquier County, Virginia, in Deed Book 353, Page 436, 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;
- b) 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;
- 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, and with the assent, expressed in accordance with the provisions of Section 2, Article V hereof, of more than two-thirds (2/3) of each class of Members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

- c) 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 an instrument has been signed by the Owners of lots representing two-thirds (2/3) of the votes to be cast for each class of Members, agreeing to such dedication, sale or transfer;
- f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes 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, such assent to be expressed in accordance with the provisions of Section 2, Article V hereof;
- g) 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 V

MEMBERSHIP AND VOTING RIGHTS

Section 1. Every person or entity who is an Owner of any 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. 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 sole qualification for membership.

Section 2. The Association shall have two classes of membership, each with voting rights as follows:

Class A. Class A members shall be all those Owners as defined in Section 1 with the exception of Declarant. Each Lot owned by a Class A Member or Members shall be entitled to one vote, regardless of how many Class A Members hold ownership interests in such Lot. The vote for each such Lot shall be exercised as determined by those Class A Members having ownership interests in such Lot, but in no event shall more than one vote be cast with respect to any Lot. The vote of any Lot shall be determined by majority vote with respect thereto of the Owners of such Lot. In the event of deadlock in the determination of the vote of any Lot, no vote shall be cast for such Lot.

Class B. The Class B member shall be the Declarant. The Class B Member shall be entitled to cast three votes for each lot in which it holds the interest required for membership by Section 1 of this Article, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first: (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or (b) on July 6, 1980.

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) initial 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:

Frederick L. Spencer, Jr.
Route 1, Box 14-D
Upperville, Virginia

Samuel Shanon
Route 2, Box 51
Marshall, Virginia 22115

Dan S. Hall
117 East Main Street
Berryville, Virginia 22011

At the first annual meeting to be held in accordance with the Association By-laws, the members shall elect, in accordance with the formula and method for voting established in Section 2 of Article V hereof, one class of directors for a term of one year, one class of directors for a term of two years and one class of directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VII

DISSOLUTION

The Association may be dissolved at a duly held meeting as provided in Section 13.1 - 248 of the Code of Virginia, 1950. The Association may be dissolved with the assent given in writing and signed of more than two-thirds (2/3) of each class of members, such assent to be expressed in accordance with the formula and method for voting established in Section 2, Article V hereof and also by unanimous consent of the membership in writing in the absence of a meeting. 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.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendments of these Articles shall require the assent of seventy-five percent (75%) of the entire membership, such assent to be expressed in accordance with the formula and method for voting established in Section 2, Article V hereof.

ARTICLE X

LIABILITY

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed five thousand dollars (\$5,000) while there is a Class B membership, and thereafter shall not exceed 150 per cent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of more than two-thirds (2/3) of the membership, such assent to be expressed in accordance with the formula and method for voting established in Section 2, Article V hereof.

ARTICLE XI

ANNEXATION OF ADDITIONAL PROPERTIES AND INCREASE IN MEMBERSHIP OF THE ASSOCIATION

Section 1. If within five years of the date of incorporation of the Association the Declarant shall develop additional properties within the area described as:

THAT CERTAIN PARCEL OF LAND shown and described on a survey and description consisting of two sheets entitled "Marshall Townhouses, Section C, Marshall District, Fauquier Co., Va.," dated 3 Oct. 1977, prepared by Richard H. Vogel, C.L.S., of V H & D, Inc., Consulting Engineers and Surveyors, which survey and description is attached hereto and made a part hereof;

AND THAT CERTAIN PARCEL OF LAND shown and described on a survey and description consisting of three sheets entitled "Marshall Townhouses, Section D, Marshall District, Fauquier Co., Va.," dated 3 Oct. 1977, prepared by Richard H. Vogel, C.L.S., of V H & D, Inc., Consulting Engineers and Surveyors, which survey and description is attached hereto and made a part hereof;

such properties shall become part of the Property and subject to the provisions of this Declaration without the consent of the Class A Members of the Association; provided, however, that the development of the additional properties shall be in accordance with the general plan submitted to the Federal Housing Administration, or the Veterans' Administration or any other construction lender or permanent lender intending to provide long-term purchase money financing for more than 60% of the lots to be sold from such Section C and D.

Section 2. Annexation of properties other than those referred to in Section 1 of this Article shall require the assent of more than two-thirds of the votes of the Class A Members and more than two-thirds of the votes of the Class B Members, if any, such votes being cast in accordance with the formula and method established in Section 2, Article V hereof, of the Association, at a meeting called only for this purpose, written notice of which shall be sent to all Members not less than ten days nor more than fifty days in advance of the meeting, which notice shall set forth the purpose of the meeting. The presence of members or of proxies entitled to cast 67% of the votes of each class of membership shall constitute a quorum. If such assent is given, such properties shall become part of the Property and subject to the provisions of this Declaration.

Section 3. If and when any additional properties become part of the Property, pursuant to the conditions set forth in Sections 1 or 2 of this Article, such annexation automatically entitles Owners of lots within the additional properties to membership in the Association.

ARTICLE XII

VHDA/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, the Veterans Administration or the Virginia Housing Development Authority: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XIII

In order to take action under Article IV (d), (e), (f); Article VII; Article IX; and Article XI, there must be a duly held meeting. Written notice setting forth the purpose of the meeting shall be given to all Members not less than ten nor more than 50 days in advance of the meeting. The presence of Members or of proxies entitled to cast more than two-thirds (2/3) of the votes of each class of membership shall constitute a quorum.

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 28 day of October, 1977.

Howard
Samuel Shayan
David S. Hall

STATE OF VIRGINIA

County of Clarke to-wit:

I, Nijetta Youtzy, a Notary Public in and for the County and State aforesaid do certify that FREDERICK L. SPENCER, Samuel Shayan, David S. Hall

whose names are signed to the foregoing Articles of Incorporation, bearing date of the 23rd day of October, 1977, have acknowledged the same before me in my County and State aforesaid.

Given under my hand this 28th day of October, 1977.

My commission expires: 3/13/81

Nijetta Youtzy
Notary Public

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSIONAT RICHMOND,
November 21, 1977

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

Marshall Townhouse Homeowners' 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 Fauquier County

STATE CORPORATION COMMISSION

By

Thomas P. Hammett
Commissioner

VIRGINIA:

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

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 2nd
day of December 1977 and is now returned to the State Corporation Commission by certified mail.

H. L. PEARSON, CLERK

BY:

Gail H. Barb

DEPUTY Clerk

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, November 18, 1977

To the Clerk of the Circuit Court of Fauquier Co.

I enclose check for \$1.00, pursuant to the provisions of § 13.1-10 or § 13.1-209, to pay the cost of recording in your charter book that

Hunting Horn, Inc.

has its registered office at

375 W. Shirley Ave., Warrenton, VA 22186 (Fauquier Co.)

and that the name of its registered agent at that address is

Deirdre M. Payne, President

Respectfully,

William C. Young

William C. Young
Clerk

Clerk's Office of Recorder Circuit Court, Dec. 5, 1977

This instrument was this day received in said Office
and all exhibits admitted to record at 11:15 A.M.

Witness: H. L. PEARSON Clerk

By: *Darl H. Barb, Dep. Clerk*