

**ARTICLES OF INCORPORATION**  
**OF**  
**SOAPSTONE CLUSTER ASSOCIATION**

*Approved March 24, 1981*

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

(a) To take title to, hold, maintain, improve, and beautify, without profit to itself; for the use in common of all the members and associate members thereof; their families, guest, 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 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 1, 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.

(b) There shall be two classes of membership in the corporation:  
1. Members and  
2. Associate Members

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(1) Subject to the provisions of paragraph (d) of this Article, Members of the Corporation shall include all persons owning of record any dwelling unit on the Property.

(2) Subject to the provisions of paragraph (d) of this Article, Associate Members of the Corporation shall include all persons who, not owning of record any dwelling unit on the Property, occupy any dwelling unit as their residence pursuant to a valid lease with the owner of record.

(c) The qualifications for membership in the Corporation set forth herein shall be the only qualifications for such membership.

(d) No person shall be a Member of the Corporation after he/she ceases to be the owner of record of any dwelling unit on the Property. No person shall be an Associate Member of the Corporation after he/she ceases to reside in any dwelling unit on the Property pursuant to a valid lease with the owner of record,

(e) Each Member of the Corporation, by becoming such, agrees that he/she 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/she owns. Each Member and Associate Member of the Corporation, by becoming such, agrees that he/she shall be personally responsible for compliance by himself or herself; his or her family, guest, and invitees with the provisions of the said Deed and the rules and regulations adopted by the Corporation with respect to the Property.

(f) The Directors of the Corporation, by unanimous vote, may, after affording the Members or Associate Members concerned an opportunity to be heard, suspend the membership rights, including voting rights, and privileges of any Member or Associate Member of the Corporation during any period of time when there exists a violation of any of the provisions of the Deed of Resubdivision and Rededication (**which violation may, in the case of Members, include 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/she owns, or the dwelling unit in which he/she resides; or when he/she is in violation of any rule or regulation adopted by the Corporation with respect to the Property. No Director shall be eligible to vote with regard to the suspension of his/her own membership rights. In addition, the Corporation is empowered to take whatever legal action it deems necessary to remedy effectively any such violations, including the power to sue, defend, or compromise any disputes or claims.

(g) Each Member and each Associate Member of the Corporation shall have the right to vote, in person or by proxy, for the election and removal of Directors and on such other matters as a vote of Members is required under these Articles. Each Member of the Corporation (**but not Associate Members**) shall also have the right to vote on the approval of the annual budget of the Corporation, on any proposal to adjust the amount of

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assessment for Association dues and on amendments to the Bylaws; provided that non-resident Members shall be entitled to vote on budget matters only.

(h) The number of votes which any Member or Associate Member shall be entitled to cast in any meeting where he/she is entitled to vote shall be established as follows:

(1) Each Member of the Corporation shall have one vote, except that 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/she the sole owner of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the owners of record of such dwelling unit who are entitled to vote with respect thereto.

(2) Each Associate Member of the Corporation shall have one vote, except that when any dwelling unit on the Property is leased by more than one person, such leasees shall collectively be entitled to only that number of votes to which one person would be entitled were he/she the sole leasee of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the leasees of such dwelling unit who are entitled to vote with respect thereto.

(3) In the presence (in person or by proxy) of the owner of record of such dwelling unit, that Member's vote takes precedence over that of the Associate Member.

(i) The Board of Directors may make such regulations as it deems advisable for the conduct of any meeting of Members or Associate Members, including requirements as to proof of membership, evidence of the right to vote, appointment and supervision of inspectors of votes, and any other matters. Such regulations shall be binding upon the Corporation and upon its Members and Associate Members.

(j) The Corporation may contract with any person for the performance, as its agent, of any of the powers, duties, or functions of the Corporation which may be lawfully delegated to it.

(k) Subject to the conditions and qualifications set forth in the Virginia Non-stock Corporation Act, Chapter 2 of Title 13.1 of the Code of Virginia, the Corporation shall indemnify any Director or Officer, or Former Director or Officer, or any person who may have served at its request as a Director or Officer of another Corporation in which it owns or owned shares of capital stock or of which it is or was a creditor, and the personal representatives of any of the foregoing, against any and all expenses, including attorney fees, judgments, and amounts paid in settlement (**before or after suit is commenced**), actually or necessarily incurred by him/her in connection with the defense or settlement of any claim, action, suit, or proceeding in which he/she is made a party, or is a party, or which may be asserted against his/her by reason of his/her being or having been such a

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Director or Officer, or in connection with an appeal therein, unless he/she, or his/her testator, or interstate shall be finally adjudged, in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of Members and Associate Members, or otherwise.

(l) The Corporation shall exist perpetually.

(m) The Corporation may impose an annual charge on each Lot or other parcel of Property owned by the Members of the Corporation in an amount fixed by the Board of Directors in proportion to the assessed value of each said Lot or other parcel of Property as finally fixed for each calendar year by the Department of Assessments of the County of Fairfax, Virginia, or its governmental successor, or by any other measure deemed by the Board of Directors to be fair and equitable. The Board of Directors may establish different rates from year to year and may from year to year establish different rates for various general classifications of property as it may determine to be fit and equitable; provided, however, that the charge imposed by the Corporation with respect to any Lot or parcel of Property owned by each Member of the Corporation may not exceed one half of one percent (0.05%) of such assessed valuation (including improvements thereon), without the prior approval by two-thirds (2/3) of the Members of the Corporation present (in person or by proxy) and voting at an annual or special meeting of said Members called for such purpose.

4. The management of the affairs of the Corporation shall be vested in the Directors.

(a) Only Members and Associate Members shall be eligible to serve as Directors of the Corporation, except that, at all times at least eighty percent (80%) of those eligible persons so serving shall be Members of the Corporation.

(b) All Directors shall be elected by a majority vote of Members and Associate Members who are present (**in person or by proxy**) and eligible to vote at the annual meeting of Members and Associate Members. All elections shall be by secret ballot.

(c) At the annual meeting of the Members and Associate Members, said persons shall elect a minimum of three and a maximum of five Directors for a term of two years. At each annual meeting thereafter the Members and Associate Members shall elect, for a term of two years, the number of Directors whose terms are then expiring.

(d) Any vacancy occurring in the Board of Directors shall be filled by the majority vote of the remaining Director or Directors; provided, however, that a vacancy or vacancies occurring by reason of an increase in the number of Directors shall be filled by a vote of the Members and Associate Members at the next annual meeting or at a special meeting called for that purpose. A Director elected to fill a vacancy shall serve

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for the unexpired term of his/her predecessor, provided that the term of any Director elected to fill a new seat arising from an increase in the membership of the Board of Directors shall expire at the time specified by the Members and Associate Members electing them, not to exceed a term of two years.

(e) A Director may be removed from office with or without cause at a special meeting of Members and Associate Members called expressly for that purpose, by such vote as would suffice for his/her election under paragraph (b) of this Article. In addition, the Board of Directors may declare the office of any Director to be vacant if such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors.

5. The post office address of the initial registered office of the Corporation is 11440 Isaac Newton Square, Reston, Virginia. The name of the Corporation's initial registered agent is Robert M. Peruse who is a resident of the Commonwealth of Virginia an initial Member of the Board of Directors, Member of the Virginia State Bar, resident of the Commonwealth of Virginia and whose business office is the same as the registered office of the Corporation.