

ARTICLES OF INCORPORATION

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OF

REVISION OF
APRIL 1989

OCCOQUAN FOREST OWNERS ASSOCIATION

We, the undersigned, do hereby associate to form a Non-Stock Corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, as amended, and to that end set forth as follows:

ARTICLE I

Name

The name of the corporation is Occoquan Forest Owners Association, hereafter called the "Association".

ARTICLE II

Registered Office

The post office address of the initial Registered Office of the Association is 10839 Quail Creek Lane, Manassas, Virginia, which is in Prince William County, Virginia.

ARTICLE III

Registered Agent

The name of the initial Registered Agent of the Association is Henry Bibber, a resident of the State of Virginia and a director of the corporation whose address is 10839 Quail Creek Lane, Manassas, Virginia, 22111, which is in Prince William County, Virginia.

ARTICLE IV

Purpose and Powers

This Association does not contemplate pecuniary gain or profit to itself or to the members thereof, and the specific purposes for which this Association is formed are:

To provide for the improvement, maintenance, preservation,

and architectural control of the properties located in the Occoquan Forest Subdivision as may be permitted or authorized by law, particularly of the Common Areas therein, including the Common Areas in Section 2, fee simple title to which was covenanted to be conveyed to this Association in the Declaration of Covenants, Conditions, and Restrictions, recorded as Clerk's Instrument No. 416, and subsequently conveyed to this Association by the United Virginia Mortgage Corporation, situated in Occoquan Magisterial District, Prince William County, Virginia; to promote the recreation, health, safety, and welfare of the residents within the above described area (and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in the By-Laws of the Association); to care for the roads, and road easements, walkways, boundary fences of each Lot, if such fences bound a road right-of-way and vacant and unimproved Lots, regardless of ownership; to remove weeds or any unsightly or obnoxious things from the places stated above; and, to do any other things the Association deems necessary or desirable to maintain the development in good repair and condition or to improve the same; 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 the Declarations of Covenants, Conditions, and Restrictions for the various sections of the Occoquan Forest Subdivision, including that certain Amended Declaration of Covenants, Conditions, and Restrictions, made by BUCK HALL PROPERTIES, INC., A Virginia corporation, and DANIEL K. MACKLIN and JAMES B. THORSEN, General Partners, trading as OCCOQUAN LAND INVESTMENT, a Limited Partnership, and recorded

In the Office of the Clerk of the Circuit Court of Prince William County, Virginia, and as the same may from time to time be made applicable to portions of the property and additions thereto; and which Declarations may be from time to time amended as set forth therein;

(b) Annex any additional properties and common areas to the properties designated, in the manner provided for in the said Declarations;

(c) Fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments made or imposed pursuant to the provisions of said Declarations and 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;

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) Borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(f) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Stock Corporation Laws of the State of Virginia by law may now or hereafter have or exercise; and to have and exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the said Declarations, as the same may be amended from time to time.

ARTICLE V

MEMBERSHIP

Every person or entity who is or becomes a record owner of a fee or undivided fee interest in any Lot which is subjected to the above mentioned Declarations, as then amended, including contract sellers, shall be entitled to become a member of the Association; and all persons purchasing Property subject to these Declarations, by the acceptance of their deeds or execution of the purchase agreement, thereby are entitled to become members.

The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, nor trustees under any instrument securing such an obligation. A lot shall not have more than one membership. Membership shall be accomplished by the payment in full of the annual assessment, as such may be established by the Association. All outstanding assessments owed prior to July 1, 1989 are forgiven or considered paid.

VOTING RIGHTS

Members shall be those who are owners of lots, as described in Article V above, provided they have enrolled themselves annually through payment in full of the annual assessment. 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 an interest in any lot, 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 such lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by

a Board of Directors, who must be members of the Association. Prior to the first annual meeting of the members of the Association, there shall be five (5) members of the Board of Directors; and, thereafter, the number of Directors may be changed in accordance with the By-Laws of the Association. The names and addresses of the initial Directors are as follows:

Henry G. Bibber
10839 Quail Creek Lane
Manassas, Virginia, 22111

Patricia A. Kroger
6280 Occoquan Forest Drive
Manassas, Virginia, 22111

Alger J. Mockaitis
6041 Occoquan Forest Drive
Manassas, Virginia, 22111

Daniel B. Sobrio
6207 Possum Trot Ct.
Manassas, Virginia, 22111

Patricia H. Weeden
6277 Occoquan Forest Drive
Manassas, Virginia, 22111

At the first annual meeting, and at each annual meeting thereafter, the members shall elect such Directors for a term of one year; but the Directors may, by majority vote of the Board, elect Directors to fill an unexpired term in the event of a vacancy.

The initial Board of Directors of the Association will have the right to establish By-Laws for the governing of the affairs of the Association.

Said By-Laws shall provide for an annual meeting of the membership of the Association and shall fix the quorum for such meeting.

Said By-Laws may be amended or repealed by the majority vote of the members present and voting at any annual membership meeting of the Association or at a duly called special

meeting for that purpose.

ARTICLE VIII

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed 150 percent of its gross 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 total membership.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other Non-Stock and Non-profit Corporations organized for the same purposes, provided, that any such merger or consolidation shall have the assent of the votes of more than two-thirds (2/3) of the Association's then total membership.

ARTICLE X

AUTHORITY TO MORTGAGE

A mortgage or other encumbrance by the Association of the Common Areas then subject to the Declarations or any part thereof shall require the assent of more than two-thirds (2/3) of the total membership.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have the power to dedicate, sell, or transfer all or any part of the Common Areas to any other association, individual, individuals, corporation, corporations, or to any public agency, authority, or utility, for such purposes and subject to such conditions as may be required by any afore-

said public agency, authority, or utility in order but not limited to, plat approval by appropriate county authorities; provided, that any such dedication shall have the assent of more than two-thirds (2/3) of the total membership.

ARTICLE XII

DISSOLUTION

The Association may be voluntarily dissolved as provided in Article 6, Chapter 2, Title 13.1 of the Code of Virginia as amended. 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, as nearly as practicable, the same as those to which they were required to be devoted by the Association. Any such conveyance or transfer pursuant to this Article shall be subject to plat approval by the appropriate county authorities. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization 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.

Notwithstanding the foregoing, before such dedication, grant, conveyance, or assignment, every lot owner shall have an option to purchase from the Association, at a reasonable price to be determined by the Board of Directors, that portion of the Common Areas adjacent to his lot as determined by the Board of Directors, subject, however, to approval by Prince William County Authorities.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of the votes of more than two-thirds, (2/3) of the total membership.

ARTICLE XIV

MEETINGS

In order to take action under Articles VII through XIII, there must be a duly held meeting. Written notice, setting forth the purposes of the meeting shall be given to all members, as prescribed by law. The presence of members or of proxies entitled to cast sixty percent (60%) of the total votes of the Association shall constitute a quorum. If the required quorum is not forthcoming at such meeting, another meeting may be called, subject to the notice requirements set forth above, and the required quorum of the preceding meeting if such subsequent meeting shall be held not more than fifty (50) days following the preceding meeting.

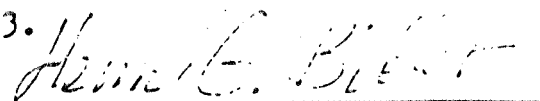
Notwithstanding the above provision requiring notice in writing to members, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XV

DURATION

The corporation shall exist perpetually, unless dissolved by operation of law otherwise:

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 _____ day of _____ 1983.



Henry G. Bibber

Patricia A. Kroger
Patricia A. Kroger

Alger J. Mockaitis
Alger J. Mockaitis

Daniel B. Sobrio
Daniel B. Sobrio

Patricia W. Weeden
Patricia W. Weeden

STATE OF VIRGINIA

COUNTY OF PRINCE WILLIAM, TO-WIT:

I, James H. Tamm, a Notary Public in and for the State and County aforesaid, whose commission expires on the 21 day of September, 1983, do hereby certify that on this day personally appeared before me in my County aforesaid, Henry G. Bibber, Patricia A. Kroger, Alger J. Mockaitis, Daniel B. Sobrio, and Patricia W. Weeden, initial members of the Board of Directors and incorporators of the Occoquan Forest Owners Association whose names are signed to the foregoing Articles of Incorporation dated the 21 day of September, 1983, and acknowledged the same before me.

James H. Tamm
Notary Public