

ARTICLES OF INCORPORATION
OF
THE HAMLETS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned hereby forms a non-stock corporation, not for profit, and certifies:

ARTICLE I

The name of the corporation is The Hamlets Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 11208 Waples Mill Road, Suite 106, Fairfax, Virginia, 22030, which is located in Fairfax County.

ARTICLE III

The initial registered office is located at 8221 Old Courthouse Road, Suite 300, Vienna, Virginia 22182, in Fairfax County, Virginia. Alexander H. Intermaggio, who is a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as the registered office, is the initial registered agent of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members, 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 Areas within THE HAMLETS Subdivision in Prince William 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 be brought within the jurisdiction of the Association by annexation, as provided in Article IX, and for these purposes:

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 for the Association, hereinafter called the "Declaration", recorded or to be recorded in the Office of the Clerk of the Circuit Court of Prince William County, Virginia, and as the same may be amended from time to time, said Declaration being incorporated herein as if set forth at length;

2. To fix, levy, collect, and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of

the Declaration; to pay all expenses 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, provided that any such conveyance, sale, transfer, lease, or dedication of the Common Area shall not be in conflict with its designation as "open space";

4. To borrow money;

5. To build facilities upon land owned or controlled by the Association;

6. To create subsidiary corporations; 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 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot as defined in the Declaration which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership. A Mortgagee in possession of a Lot shall be entitled to exercise the Owner's rights in the Association with regard thereto. No owner shall have more than one (1) membership for one (1) Lot in the Association.

ARTICLE VI VOTING RIGHTS

Section 1. The Association shall have two (2) classes of voting membership:

Class A: Class A Member(s) shall be all those members as defined in Article V with the exception of the Declarant. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Article V. When more than one (1) 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 (1) vote be cast with respect to any Lot.

Class B: The Class B Member(s) shall be the "Declarant", as defined in the Declaration. A 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 Class B membership shall cease and a Class A membership with one (1) vote for each Lot in which it holds an interest shall issue on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) January 1, 1998.

Section 2. Upon annexation by the Declarant of additional properties pursuant to Article IX hereof, and in the event that Class B membership shall have ceased as hereinabove provided, Class B membership shall be revived with respect to those Lots so annexed, provided that the Class B membership in these annexed Lots shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership in the annexed property equal the total votes outstanding in the Class B membership in such property, or

(b) January 1, 1998.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The initial number of Directors shall be three (3), which may be increased to as many as nine (9) by amendment of the By-Laws. 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:

Al Policicchio
11208 Waples Mill Road, Suite 106
Fairfax, Virginia 22030

David Denny
11208 Waples Mill Road, Suite 106
Fairfax, Virginia 22030

Soussan Bagheri
11208 Waples Mill Road, Suite 106
Fairfax, Virginia 22030

At the first annual meeting, the members shall select one (1) Director for a term of one (1) year; one (1) Director for a term of two (2) years; and one (1) Director for a term of three (3) years; and as the terms of such Directors expire, new Directors shall be elected for terms of three (3) years.

ARTICLE VIII
LIABILITIES

The total amount of indebtedness or liability which this Association may incur at any one time shall not exceed one hundred fifty percent (150%) 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) of each class of the Members who are voting in person or by proxy, 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 IX
ANNEXATION OF ADDITIONAL PROPERTIES

The Association may annex additional areas and provide for maintenance, preservation and architectural control of the residential lots and common area, 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 consent of more than two-thirds (2/3) of each class of the members who are voting in person or by proxy. Provided, however, that during the seven (7) year period commencing with the date of recordation of the Declaration, no such consent is required for the annexation by the Declarant of all or any part of the real property, if any, described in Article XIII of the Declaration.

ARTICLE X
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 each class of the Members who are voting in person or by proxy, provided that any such mortgage of the Common Area shall not be in conflict with its designation as "open space".

ARTICLE XI
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) of each class of the Members who are voting in person or by proxy, and provided that any such dedication or transfer of the Common Area shall not be in conflict with its designation as "open space". Neither the granting of easements nor the execution of deeds of resubdivision and/or boundary line adjustment of Common Area with any adjacent Lot by the Association shall require such Member consent.

ARTICLE XII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, trust or other organization to be devoted to similar purposes. Any such dedication or transfer of the Common Area shall not be in conflict with its designation as "open space".

ARTICLE XIII
DURATION

The Association shall exist perpetually.

ARTICLE XIV
AMENDMENTS

Amendment of these Articles shall require the assent of Members representing at least seventy-five percent (75%) of the voting interest.

ARTICLE XV
SPECIAL AMENDMENTS

For a period of one (1) year after the incorporation of the Association, the Declarant may make any amendment required by any

