

ARTICLES OF INCORPORATION

OF

LAKE FOREST COMMUNITY ASSOCIATION, INC.

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 set forth the following:

1. NAME: The name of the Corporation is LAKE FOREST COMMUNITY ASSOCIATION, INC.

2. PURPOSE AND POWERS: This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of residence lots and common areas within that certain tract of property located in Fairfax County, Virginia, consisting of 153.1521 acres of land, more or less, and being part of that property more particularly described by reference to a metes and bounds description set forth in a Deed recorded in Deed Book 3216 at page 510, among the land records of Fairfax County, Virginia.

(a) To take title to and hold, maintain, improve and beautify, without profit to itself, and for the use in common with all the members of this corporation of their families, guests, and invitees, such common areas within aforesaid property as may be from time to time conveyed to it in fee simple or by deed of easement; to enforce the covenants, restrictions, easements, reservations, servitudes, profits, licenses, conditions, agreements and liens provided in the Declaration of Covenants, Conditions and Restrictions, as may be from time to time recorded among the land records of Fairfax County, Virginia, in connection with said property.

(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 aforesaid property and the owners

and inhabitants thereof, or deemed advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of the owners and inhabitants thereof.

(c) To exercise all the powers and privileges and to perform all the duties and obligations of the corporation as set forth in aforesaid Declaration of Covenants, Conditions and Restrictions applicable to said property.

(d) To fix, assess, levy, collect, enforce payment by any lawful means, and disburse all charges or assessments created under and pursuant to the terms of aforesaid Declaration of Covenants, Conditions and Restrictions.

(e) To acquire by gift, purchase or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate or otherwise dispose of real or personal property in connection with the affairs of the corporation.

(f) To borrow money, pledge, mortgage, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(g) To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 2 of Title 13.1 of the Code of Virginia by law may now or hereafter have or exercise.

3. INTERNAL AFFAIRS: Provisions for 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 or members of the corporation. The corporation shall not pay compensation to its members, directors or officers in their capacity as such, but the fact that a person is a member, director or officer shall

not disqualify that person from receiving compensation for the services actually rendered to the corporation at its request.

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

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 corporation including contract sellers, shall be members of the corporation, plus lot owners in Sections 3-C and 5, LAKEWOOD HILLS, Fairfax County, Virginia, who choose to become members of the corporation. 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 for each lot owned. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the corporation. Ownership of such lot or a lot in Section 3-C or 5, LAKEWOOD HILLS, shall be the sole qualification for membership.

(c) Voting rights: The corporation shall have three classes of voting membership:

Class A. Class A members shall be all those owners as defined in paragraph 3(b) with the exception of LEVITT HOMES, INCORPORATED, its successors or assigns, and lot owners in Sections 3-C and 5, LAKEWOOD HILLS. Class A Members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot may be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. Class B members shall be LEVITT HOMES, INCORPORATED, its successors and assigns; provided, however, that a certificate of membership must be executed by each Class B member and filed with the Secretary of the corporation.

The Class B Members shall be entitled to three (3) votes for each lot in which it owns the interest required for membership. The Class B membership shall terminate on the happening of either of the following events, whichever occurs earlier.

- (a) when Class B members no longer own any lots in the subdivision.
- (b) On December 31, 1982.
- (c) Upon annexation of additional properties, Class B membership shall be revived and/or extended for a period of four (4) years from the date of recordation of the Deed of Dedication and Subdivision for such annexed property.

Class C. Class C members shall be those lot owners in Sections 3-C and 5, LAKEWOOD HILLS, who choose to become members of the corporation. Class C members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot may be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

- (a) Only members of the corporation shall have the right to vote for the election of directors at the annual meeting of the corporation called for that purpose.

4. DIRECTORS: The management of the affairs of the corporation shall be vested in the directors. Only members of the corporation, and designees of LEVITT HOMES, INCORPORATED, or its successors and assigns, while it holds Class B membership in the

corporation shall be eligible to act as directors of the corporation. Except for the number of the initial Board of Directors, the number of subsequent Board of Directors shall be fixed by the By-Laws of the corporation. The first election of directors by the members of the corporation shall be held at the annual meeting of the members in Fairfax Virginia. The directors elected by the members at the first election of directors and thereafter shall be elected for a term of three (3) 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 so 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 a director, the vacancy in whose position he was elected to fill.

5. REGISTERED OFFICE: The post office address of the initial registered office of the corporation is 1900 Gallows Road, Suite 700, Tysons Corner, Virginia, 22182, in the County of Fairfax. The name of the corporation's initial registered agent is Erik W. Fox, who is a resident of the State of Virginia, a member of the Virginia State Bar, and whose business office is the same as the registered office of the corporation.

6. INITIAL BOARD OF DIRECTORS: The directors constituting the initial Board of Directors, their names, terms and addresses are as follows:

Sam Packer, President – term expires 2020
7713 Maritime Lane, Springfield, VA 22153

Wesley R. Cox, Treasurer - term expires 2020
8920 Renshaw Court, Springfield, VA 22153

Nancy Thompson, Secretary - term expires 2020

7709 Cervantes Lane, Springfield, VA 22153

Alfred B. Brooks; Director - term expires 2019
9020 Octavia Court, Springfield, VA 22153

Kelley DiNenna; Director - term expires 2019
9215 Paloma Lane, Springfield, VA 22153

Rachel Gould; Director - term expires 2019
9222 Paloma Lane, Springfield, VA 22153

Dave Wilson; Director - term expires 2018
7705 Cervantes Lane, Springfield, VA 22153

Beatrix Takenaka; Director - term expires 2018
9004 Maritime Court, Springfield, VA 22153

Christopher Bing; Director - term expires 2018
9204 Paloma Lane, Springfield, VA 22153

7. LIABILITIES: The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed one hundred fifty percent (150%) of the annual assessment of the members while there is Class B membership, and thereafter shall not exceed one hundred fifty percent (150%) of the corporation's income for the previous fiscal year, provided that additional amounts may be authorized by the assent of three-fourths (3/4) of the membership,

8. AUTHORITY TO MORTGAGE: Any mortgage by the corporation of the Common Area conveyed to it in fee simple or by deed of easement for homeowner association purposes shall have the assent of more than three-fourths (3/4) of the entire Class B membership, and more than three-fourths (3/4) of the sum of the entire Class A and Class C memberships, if any.

9. AUTHORITY TO DEDICATE: The corporation shall have the power to dedicate, sell or transfer all or any part of such area so conveyed to it for community association

purposes 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 approved by members entitled to cast more than three-fourths (3/4) of the entire Class B membership, if any, and more than three-fourths (3/4) of the sum of the entire Class A and Class C memberships, agreeing to such dedication, sale or transfer.

10. DISSOLUTION: The corporation may be dissolved with the consent of more than three-fourths (3/4) of the entire Class B membership, if any, and more than three-fourths (3/4) of the sum of the entire Class A and Class C memberships. Upon dissolution of the corporation, the assets, both real and personal, of the corporation 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 corporation. 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 to be devoted to purposes and uses to which they were required to be devoted by this corporation.

11. MERGERS AND CONSOLIDATIONS: To the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of more than three-fourths (3/4) of the entire Class B membership, if any, and more than three-fourths (3/4) of the sum of the entire Class A and Class C memberships.

12. AMENDMENTS: Amendment of these Articles shall require the assent of more than three-fourths (3/4) of the entire Class A membership and more than three-fourths (3/4) of the Class B membership, if any, and more than three-fourths (3/4) of the entire Class C membership at a meeting of members duly called for that purpose.

13. 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 or the Veterans Administration, should these agencies be involved herein: annexation of additional properties, mergers and consolidations, mortgaging of Common Area designated for homeowner association purposes, dedication of such area, dissolution of the corporation and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the Commonwealth of Virginia, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 21 day of November, 2017.



Sam Packer, President
Incorporator

2042997

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, December 21, 2017

This is to certify that the certificate of incorporation of

LAKE FOREST COMMUNITY ASSOCIATION, INC.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: December 21, 2017



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission