

**ARTICLES OF INCORPORATION
OF
LANDMARK MEWS COMMUNITY ASSOCIATION, INC.**

In compliance with the requirements of Chapter 2 of Title 13.1-201, et seq of the of the 1950 Code of Virginia, as amended, the undersigned, all of whom are of full age, have this date voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is LANDMARK MEWS COMMUNITY ASSOCIATION, INC. hereafter called the "Association".

ARTICLE II

The post office address of the initial registered office of the Association is 401 Wythe Street, City of Alexandria, Virginia, 22314. The name of the Associations' initial registered agent is John L. Fagelson, whois a resident of the State of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the Association.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract or parcel of landsituate, lying and being in the County of Fairfax, State of Virginia, more particularly described as follows, to-wit:

All of the Subdivision known as Section One-A, LANDMARK MEWS, containing Lots 1 to 9, inclusive, and parcel A (common area), as the same appears duly platted, dedicated and recorded among the land records of the County of Fairfax, Virginia.

The purposes for which this Association is formed are to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose and 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 or to be recorded among the land records of the County of Fairfax, Virginia, 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) to 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 incident in connection therewith and all office and other expenses incident to the conduct of 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 affirmative vote 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;

(e) 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. Any such dedication, sale or transfer shall require the affirmative vote of more than two-thirds (2/3) of each class of Members;

(f) to employ, enter into contract with and hire such persons or entities as may be appropriate to manage, conduct, and perform the business obligations and duties of the Association and to supervise such persons or entities subject to the requirements of Section 13.1-220 of the 1950 Code of Virginia, as amended.

(g) 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 affirmative vote of more than two-thirds (2/3) of each class of Members;

(h) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Act of the State of Virginia by law may now or hereafter have or exercise;

(i) to perform such acts, as may be reasonably necessary or appropriate, including suit, causing a lien to be foreclosed or suspending membership rights, to enforce or effectuate any of the provisions of the Declaration, these Articles of the By-Laws, provided, however, that the Association shall in no way engage in the practice of law;

(j) to regulate the external design, appearance and locations of The Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography; and

(k) no substantial part of the activities of the Association shall be devoted to attempting to influence legislation, be propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The Association shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

MEMBERSHIP AND VOTING

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, 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 which is subject to the Declaration:

(a) Class A. Class A Members shall be all owners of Assessable Units, except the Developer so

long as it has Class B voting rights. Class A Members shall be entitled to one vote for each Assessable Unit owned. Not more than one Class A vote may be exercised with respect to any lot. When more than one person holds an interest in an assessable unit all such persons shall be members of that voting class to which their interest or interests may apply. The vote for such lot shall be exercised as they among themselves determine.

(b) Class B. The Class B Member shall be the Declarant, who shall have three votes for each Lot it owns. The Class B membership shall cease and be converted to Class A membership upon the occurrence of one of the following events, whichever first occurs:

(1) When the total votes outstanding in Class A membership equals or exceeds the number of votes outstanding in Class B membership.

(2) On December 31, 1984.

The voting rights of members shall be as follows:

(a) Class A and Class B Members shall vote by class as provided in the Declaration to approve special capital improvement assessment; to approve mergers, consolidations or dissolution of the Association; to approve conveyance, dedication or mortgaging of the Common Area; to approve amendments to the Declaration and any terms in the supplementary Declarations for their Parcel, these Articles and the By-Laws.

(b) Class A and B Members shall vote by class to elect Directors and to approve amendments to the By-Laws.

(c) Class B Members shall be entitled to approve amendments to these Articles and the By-Laws.

Except as provided otherwise by law, where a vote of the members is required, the Board of Directors shall determine by resolution whether the question shall be decided by ballot vote by mail or at polling places designated by the Board, and shall give notice thereof as provided by law.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who need not be members of the Association. The number of directors constituting the initial Board is three (3) who shall serve until their successors are elected as provided below. The names and addresses of the persons who are to serve as the initial directors are as follows:

Martin Turk
4645 Mayhunt Court
Alexandria, Virginia

Edward Ross
132 Bristol Drive
Woodbury, New York 11797

William Y. Commanaki
17 Middleton Lane
Sterling, Virginia 22170

Seven (7) directors shall be elected to replace the initial Board at the first annual meeting. At said meeting two (2) directors shall be elected for three (3) year terms, two (2) directors shall be elected for (2) year terms, and three (3) directors for one (1) year terms. The directors receiving the highest number of votes shall be elected to the three (3) year terms and the directors receiving the next highest number of votes shall be elected to the two (2) year terms. Thereafter, in order to fill the vacancies of directors whose terms have expired, directors shall be elected at annual meetings of the members to serve for a term of three (3) years.

ARTICLE VI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the Class B Member if there is one, and upon the affirmative vote of more than two-thirds (2/3) of the votes of the Class A Members upon such notice as may be required by law and subsequent to issuance of a resolution by the Board of Directors. Prior to 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 VII

FEDERAL AGENCY APPROVALS

As long as there is a Class B Membership, the following actions will require the prior approval of the Federal Housing Administration and the Veterans Administration if any of the lots are covered by mortgages insured by FHA or guaranteed by the VA: dissolution of the Association, amendment of these Articles, annexation of additional properties, mergers and consolidations, mortgaging of common area and dedication of common area.

ARTICLE VIII

SEVERABILITY

Invalidation of any of these articles or sections of articles by judgment or court order shall in no way effect any other provisions which shall remain in full force and effect.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of more than two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at the annual meeting or special meeting called for such purpose.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Virginia, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 16th day of October, 1981.

John L. Fagelson