

**ARTICLES OF INCORPORATION**  
**OF**  
**TWINBROOK OWNERS ASSOCIATION**

Pursuant to the provisions of Chapter 10 of Title 13.1 of the 1950 Code of Virginia (as amended), the undersigned hereby forms a non-stock corporation and to that end states as follows:

1. The name of the corporation is TWINBROOK OWNERS ASSOCIATION.

2. The purposes for which the corporation is formed are:

(a) To own, manage, maintain, improve, and beautify the Common Areas of TWINBROOK AT MOUNT AIR, as platted among the land records of Fairfax County, Virginia;

(b) To manage and maintain the entrance sign and related amenities, common driveways, and pipe-stem driveways in TWINBROOK AT MOUNT AIR;

(c) To promote the peace, health, comfort, safety, and general welfare of the members of the corporation and the residents of TWINBROOK AT MOUNT AIR;

(d) To collect and disburse the assessments and charges authorized by the Declaration of Covenants, Conditions, and Restrictions of TWINBROOK AT MOUNT AIR as the same may be recorded and amended from time to time, among the land records of Fairfax County, Virginia (hereinafter referred to as the "Declaration"). For purposes of these articles, the terms "Declarant," "Owners," and "lots" shall have the same meaning as set forth in the Declaration, and the use of the masculine gender shall include all genders and the singular shall include the plural.

3. Provisions for regulating 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. No part of the earnings or assets of the corporation shall be distributed, on dissolution or otherwise, to any individual. The corporation may pay compensation in reasonable amounts to its members, directors, or officers for services rendered. The corporation may establish, from funds collected by it, funded reserves for working capital and for the repair, replacement, or acquisition of Common Area facilities, capital assets, private streets, common and pipestem driveways and an entrance sign and related amenities; in furtherance of the purposes set forth above.

(b) Every person or entity who is a record owner of a fee or undivided fee interest of any Lot within TWINBROOK AT MOUNT AIR, including contract sellers, shall be a member 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Voting members shall be all Owners and shall be entitled to one vote for each Lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

No person shall be a member of the corporation with respect to any Lot after he or it ceases to be the Owner of such Lot.

Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under the Declaration with respect to the Lot he owns and for compliance by himself, his family, guests, invitees, and occupants of the Lot, with the provisions of the said Declaration and the rules and regulations adopted by the corporation.

The qualifications set forth herein for membership in the corporation shall be the only qualifications for such membership.

(c) The members of the corporation shall have the right to vote for the election and removal of directors; on amendments to these Articles, or to the By-laws of the corporation, or to the Declaration; on changes in the maximum annual assessments; on special assessments for capital improvements; and, on other matters pursuant to the Declaration.

The directors of the corporation may, after affording the member an opportunity to be heard, suspend the voting privileges of any member during any period of time when he is in violation of any of the provisions of the Declaration (including but not limited to, the failure to make any payments to the corporation when due and payable under the terms of said Declaration) with respect to the Lot he owns or when he is in violation of any rule or regulations adopted by the corporation. Such suspension of voting rights shall not relieve such member of his membership obligations.

If more than one natural person is entitled to vote with respect to any Lot, such vote may be cast by any one of them, unless any objection or protest by another holding that vote is made prior to the completion of a vote, in which case the vote for such membership shall not be counted unless all holders of that vote unanimously agree on how it shall be cast.

The Board of Directors of the corporation may make such regulations, not inconsistent with the corporation's By-laws, as it deems advisable for any meeting of members, in regard to proof of membership, evidence of the right to vote, the appointment and duties of inspectors of votes, and any other matters concerning the conduct of the meeting.

(d) Subject to the conditions and qualifications set forth in the Virginia Non-Stock Corporation Act, the corporation shall indemnify any director, officer, or committee member, or former director, officer, or committee member, and the personal representatives of any of the foregoing, against any and all expenses; including, attorney's fees, judgments, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by him in connection with the defense or settlement of any claim, action, suit, or proceeding in which he is made a party, or is a party, or which may be asserted against him by reason of his being or

having been such a director or officer, or in connection with an appeal therein, unless he shall be finally adjudged, in such action, suit, or proceeding to be liable for gross negligence or willful 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, or otherwise.

4. The number; term, and manner of Election of directors shall be as provided in the corporation's By-laws and may only be altered by a vote of the members as provided in the By-laws. The number of directors shall always be set at not less than three and in the absence of any provision to the contrary in the By-laws shall be fixed at three. Each director must be a member of the corporation (or the spouse, child or parent of a member) who maintains a principal residence (as defined for state income tax purposes) in TWINBROOK AT MOUNT AIR, provide; however, that absentee Owners shall become eligible for directorship if there are insufficient resident Owners willing to serve. At each annual meeting the members shall elect a successor director for a term of three years.

5. The corporation shall have the right to amend these Articles in the manner prescribed by statute, and all rights and powers conferred; herein, and in the By-laws on members, directors and officers are subject to this reservation.

6. The registered office of the corporation shall be P.O. Box 1256, Lorton, Virginia 22079, in the County of Fairfax. The registered agent of the corporation shall be J. Anthony Poleo, whose business address is the same as such registered office, and who is a resident of Virginia and a Officer of the corporation.

7. The initial Board of Directors of the corporation consisted of three persons, whose names and addresses are as follows:

James W. Tierney  
8501 Accotink Road  
Lorton, VA 22079

Allan H. Gasner  
8501 Accotink Road  
Lorton, VA 22079

Nina C. Eflin  
8501 Accotink Road  
Lorton, VA 22079

Dated September 19, 1997.

Elizabeth Q. Glennon, Incorporator

8. The current Board of Directors of the corporation consists of three persons, whose names and addresses are as follows:

John A. Traxler, President  
8497 Accotink Road  
Lorton, Virginia 22079

Kenny Smith, Vice President  
6703 Hanson Lane  
Lorton, Virginia 22079

Janet Carlson, Secretary  
8499 Accotink Road  
Lorton, Virginia 22079

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John A. Traxler, President

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Date

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Kenny Smith, Vice President

\_\_\_\_\_  
Date

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Janet Carlson, Secretary

\_\_\_\_\_  
Date