

ARTICLES OF INCORPORATION

OF

CHURCHILL SQUARE ASSOCIATION, INC.

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, the undersigned, having this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is CHURCHILL SQUARE ASSOCIATION, hereinafter called the "Association".

ARTICLE II

REGISTERED OFFICE

The registered office of the Association is located at 6530 Fairlawn Drive, McLean, Virginia 22101. The County in which the initial registered office is located is Fairfax County, Virginia.

ARTICLE III

REGISTERED AGENT

The initial Registered Agent of the corporation is John E. Elliott, who is a resident of Virginia and an initial Director of this Corporation, and whose business address is the same as the registered office of the corporation.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

The 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 and preservation of Parcel A, within that certain tract of property to be known as:

CHURCHILL SQUARE SUBDIVISION  
Fairfax County, Virginia

and to promote the health, safety and welfare of the residents within the aforesaid Churchill Square Subdivision, and for this purpose to:

- (a) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including licenses, taxes or governmental charges levied or imposed against the property of the corporation;
- (b) 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 corporation;
- (c) borrow money, and with the assent 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;
- (d) dedicate, sell or transfer all or any part of the land owned by the corporation to any public agency, authority, or utility for such purpose and subject to such conditions as may be agreed to by the members. However, no such dedication or transfer shall be effective unless an instrument has been signed by all of the members of each class of members, agreeing to such dedication, sale or transfer;
- (e) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of more than two-thirds (2/3) of each class of members;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation 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 corporation, 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 which is subject to assessment by the corporation.

#### ARTICLE VI

##### VOTING RIGHTS

The corporation shall have two classes of voting members:

Class A. Class A members shall be all Owners, with the exception of Cyrus Katzen, or his successor in title to all the lots in the Churchill Square Subdivision. Class A members shall be entitled to one vote for each lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as the co-owners among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be Cyrus Katzen or his successor in title to all the lots in Churchill Square Subdivision, which shall be entitled to three (3) votes for each Lot owned; provided, however, that the Class B member shall be entitled to only one vote for each Lot owned upon the happening of either of the following events:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or,

(b) on January 1, 1981, whichever event occurs earlier.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board consisting of three (3) Directors, who need not be members of the Association and who shall be selected by the majority vote of the voting members at the annual membership meeting. The numbers of Directors may be changed by amendment of the By-Laws of the corporation, but at no time shall there be less than three (3) Directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Addresses:</u>
Harry L. Cohen	10134 Ashburton Lane, Bethesda, Maryland
John E. Elliott	6530 Fairlawn Drive, McLean, Virginia
Stephen M. Berlin	7012 Amy Lane, Bethesda, Maryland

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter the members shall elect directors for a term of three years.

#### ARTICLE VIII

##### DISSOLUTION

The corporation may be dissolved with the assent of the vote of more than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation 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 IX

DURATION

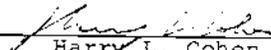
This corporation shall exist perpetually.

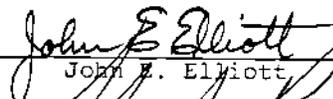
ARTICLE X

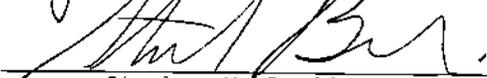
AMENDMENTS

Amendment to these Articles shall require the assent of 75 percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Virginia, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 15th day of February , 19 77.

  
\_\_\_\_\_  
Harry L. Cohen

  
\_\_\_\_\_  
John E. Elliott

  
\_\_\_\_\_  
Stephen M. Berlin