

ARTICLES OF AMENDMENT

Whereas, Newington Community Association, a non-stock corporation, created under and by virtue of the laws of the Commonwealth of Virginia desires to have its charter amended as hereinafter set out; now, therefore, to that end, I, Siegmur Koller, President of said corporation, under the seal of the corporation, attested by the Secretary/Treasurer thereof, do hereby certify as follows:

FIRST: That on the 27th day of July, 1972, after due notice to all the directors of the corporation, there was held at Arlington, Virginia, a meeting of the Board of Directors of the aforesaid corporation at which meeting at least two-thirds of the directors were present and the following resolution was adopted declaring such amendment advisable:

"Be it resolved that the charter of this corporation be amended as follows:

(a) Amend ARTICLE II(a) to add the following language to line three...."areas, grant and create easements, parks,....."

(b) Delete ARTICLE IV, in its entirety, and replace it with the following:

ARTICLE IV

The Association shall have three classes of voting membership:

Class A: Class A members shall be all those owners as defined in ARTICLE III with the exception of Class B members and Class C members. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership in ARTICLE 'II. When more than one person holds such interest or interests in any lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot.

Class B: Class B members shall be The Yeonas Company, a Virginia corporation, and any successor to all or substantially all of the business of developing the subdivision of the hereinbefore

described property in Springfield District, Fairfax County, Virginia. The Class B members shall be entitled to five votes for each lot in which it holds the interest required for membership under ARTICLE III, provided that the Class B membership shall cease and determine on the happening of either of the following events, which ever occurs first:

- (a) when the total votes outstanding in the Class A and C membership equals or exceeds the total votes outstanding in the Class B membership; or
- (b) on January 1, 1975.

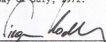
Class C: Class C members shall be all those fee owners of lots within Sections 2-T and 1-F, Newington Station, Fairfax County, Virginia, being a portion of the land contained in the original charter. This Class shall vote as Class A members."

Class A

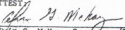
There are no memberships in this corporation.

SECOND: That on the 27th day of July, 1972, the foregoing amendment was presented in person to each ^{member} ~~director~~ of the corporation entitled to vote and that said amendment was approved unanimously by each voting ^{member} ~~director~~ signing his name to a written consent to the adoption of said amendment.

Therefore, this certificate is now signed by Siegmar Koller, President of Newington Community Association, aforesaid, with its corporate seal thereto affixed, attested by Alvin G. McKay, its Secretary/Treasurer this 27th day of July, 1972.


Siegmar Koller, President
Newington Community Association

ATTEST


Alvin G. McKay, Secretary/Treasurer

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

October 27, 1972

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Newington Community Association

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, Arlington County

STATE CORPORATION COMMISSION

By Swick Bradshaw
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court, Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 1st
day of November 1972 and is now returned to the State Corporation Commission by certified mail.

W. B. Doe
Clerk

ARTICLES OF AMENDMENT
OF
NEWINGTON COMMUNITY ASSOCIATION

KNOW ALL MEN BY THESE PRESENT that Fred Ball, as President, and Paul E. Sutherland, Jr., as Secretary of Newington Community Association, a non-profit non-stock Virginia Corporation, do hereby certify that, at a meeting of its members which meeting was duly called upon notice of the specific purposes, the following amendment to the Articles of Incorporation of the Association was adopted:

ARTICLE XV

INDEMNITY

"The Association shall indemnify and hold harmless the directors, officers, employees and agents of the Association with respect to performance of all duties as directors, officers, employees and agents of the Association to the maximum extent permitted under applicable law, to-wit: Code of Virginia §13.1-205.1, except such indemnity shall not include the provisions of §13.1-205.1(f); provided however that the Association may indemnify and hold harmless its directors, officers, employees and agents for expenses incurred in defending criminal proceedings as provided by applicable law, as long as a majority of the disinterested directors of the Board agrees that the persons seeking indemnity acted in good faith in the transaction and in a manner he reasonably believed to be in the best interest of the Association."

The undersigned certify that at a meeting of the Board of Directors held on April 18, 1977, the foregoing amendment was found to be in the best interests of the Corporation and was directed to be submitted to a vote at a meeting of the members, to be held on May 16, 1977; that notice was mailed, postage prepaid, to each member entitled to vote on said amendment on April 18, 1977, which was not less than 25 nor more than 50 days before the date of the meeting; that such notice was accompanied by a copy of the proposed amendment; that a quorum was present at said

meeting; and that the amendment received more than two-thirds of the votes entitled to be cast by members present or represented by proxy at said meeting.

IN WITNESS WHEREOF, we have this date executed the Articles of Amendment above.

DATED THIS 11 DAY OF JUNE, 1977.

Fred Ball
FRED BALL, PRESIDENT

Paul E. Sutherland, Jr.
PAUL E. SUTHERLAND, JR., SECRETARY

STATE OF ILLINOIS

COUNTY OF CHICAGO to-wit:

I, the undersigned Notary Public in and for the State and County aforesaid, do hereby certify that Fred Ball and Paul E. Sutherland, Jr., whose names are signed to the foregoing Articles of Amendment of Newington Community Association, bearing date on the 11 day of JUNE, 1977, have this day personally acknowledged the same before me in my County and State.

Given under my hand this 11 day of JUNE, 1977.

Robert H. Lee
NOTARY PUBLIC

MY COMMISSION EXPIRES 16 MARCH 1980

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

July 5, 1977

The accompanying articles having been delivered to the State Corporation Commission on behalf of
Newington Community Association

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County

STATE CORPORATION COMMISSION

By

[Signature]
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 11-17-77 day of July 1977 and is now returned to the State Corporation Commission by certified mail.

[Signature]
Clerk

ARTICLES OF INCORPORATION

OF

NEWINGTON COMMUNITY ASSOCIATION

In compliance with the requirements of Title 13.1, Chapter 2, of the 1950 Code of Virginia, as amended, the undersigned hereby associate to form a non-stock Association, not for profit, and to that end set forth the following:

ARTICLE I

The name of the Association is Newington Community Association.

ARTICLE II

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the interests of the owners of properties within that certain tract of property hereinafter described, located in Springfield District, Fairfax County, Virginia:

BEGINNING at a point at the Northeast corner of Harold O. Logan, said point also being on the Westerly side of Rolling Road (Route #638); thence departing from Rolling Road and running with the Northerly line of Logan S 63°27'44" W, 1392.95 feet to a point; thence departing Logan and running with the Northerly line of Edwin Lynch S 63°27'44" W, 249.68 feet to a point in the center of Pohick Creek; thence with the center of Pohick Creek and Edwin Lynch, Tr. the average courses of which are as follows: S 33°23'50" W, 26.16 feet; N 12°51'51" W, 97.63 feet; N 10°17'36" W, 101.20 feet; N 10°57'42" W, 98.93 feet; N 02°42'54" W, 296.02 feet; N 11°59'11" W, 91.05 feet; N 12°30'57" W, 89.38 feet; N 13°52'38" W, 95.11 feet; N 21°08'04" W, 93.10 feet; N 32°28'26" W, 92.75 feet; N 23°20'56" W, 87.98 feet; N 22°38'24" W, 98.08 feet; N 17°50'47" W, 90.13 feet; N 24°56'15" W, 92.73 feet; N 31°37'45" W, 87.38 feet; N 29°40'14" W, 100.63 feet N 07°59'55" W, 97.50 feet; N 16°01'07" W, 94.78 feet; N 36°33'19" W, 88.05 feet; N 36°28'14" W, 98.33 feet; thence, with the land of Lynch and continuing with Edna H. Metzinger along the center of Pohick Creek

N 38°30'41" W, 90.95 feet; N 42°28'59" W, 95.91 feet; N 39°00'08" W, 90.19 feet; N 22°03'52" W, 103.01 feet; N 30°07'38" W, 86.41 feet; N 55°28'46" W, 93.94 feet; N 45°38'19" W, 91.59 feet; N 27°30'52" W, 95.09 feet; N 24°01'00" W, 101.85 feet; N 15°45'53" W, 86.21 feet; N 18°48'15" W, 99.09 feet; N 31°10'35" W, 95.16 feet; N 52°17'46" W, 85.93 feet; N 62°04'39" W, 100.31 feet; N 55°52'19" W, 107.56 feet and N 38°09'05" W, 99.64 feet; thence departing from Edna H. Metzinger and running with Stanley Makowski, N 35°04'03" W, 101.22 feet; N 42°56'11" W, 96.29 feet; N 27°18'58" W, 98.05 feet; N 07°41'36" W, 109.07 feet; N 00°51'19" E, 96.43 feet; N 08°27'31" E, 101.77 feet; N 05°16'33" W, 71.56 feet and N 33°43'01" W, 21.45 feet; thence departing from Makowski and the center of Pohick Creek and running with the Southerly line of Wills & Van Metre, Inc., and the Southerly line of Section 2, Saratoga, N 80°13'29" E, 1509.67 feet and N 77°48'00" E, 187.46 feet to a point at the Southeasterly terminus of Northumberland Road, said point also marking the Northwesterly corner of Carl R. Pullen; thence with the Westerly line of Pullen, S 12°12'00" E, 162.10 feet to a point marking the Southwesterly corner of Pullen; thence with the Southerly line of Pullen, N 87°32'03" E, 1899.13 feet to a point on the aforementioned line of Rolling Road; thence departing from Pullen and running with the center of Rolling Road the following courses: S 18°07'34" E, 120.05 feet; S 11°16'34" E, 97.05 feet; S 02°49'26" W, 97.05 feet; S 11°23'26" W, 700.22 feet; S 14°04'56" W, 743.30 feet; S 04°36'17" W, 149.47 feet; S 04°29'10" W, 344.99 feet; S 09°22'59" W, 70.06 feet; S 16°42'14" W, 138.15 feet; S 19°45'24" W, 136.34 feet; S 18°23'04" W, 136.98 feet; S 13°17'40" W, 70.93 feet; S 05°37'18" W, 141.93 feet; S 01°02'44" E, 70.09 feet and S 16°25'41" E, 230.03 feet; thence departing from the center of Rolling Road and running S 63°27'44" W, 21.57 feet to the point of beginning. Containing 201.75406 acres of land.

hereinafter referred to as the "Properties", and for this purpose:

(a) To own, acquire, build, hold, improve, sell, convey, lease, dedicate to public use, operate and maintain recreation areas, parks, swimming pool, playgrounds, common streets, parking areas, including buildings, structures and personal property incident thereto, hereinafter referred to as "The Common Properties and Facilities";

(b) To fix, levy, collect, and enforce payment by any lawful means of charges and assessments against The Properties;

(c) To enforce any and all covenants running with the land and restrictions applicable to The Properties in any lawful manner, and to perform all of the duties and obligations of the Association set forth in any Deed of Dedication and Declaration of Covenants, Conditions and Restrictions recorded, or to be recorded in the Clerk's Office of the Circuit Court of Fairfax County, Virginia;

(d) To pay taxes, if any, on the Common Properties and Facilities and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the properties or the Association.

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

(f) Insofar as permitted by law, to do any other thing that in the opinion of the Board of Directors will promote the common benefit and enjoyment of the residents of The Properties.

ARTICLE III

Every person or entity who is a record owner of a fee, or undivided fee interest of any lot included within The Properties shall be a member of the Association; provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member. Ownership of the requisite property interest shall be the sole qualification for membership. Upon evidence being presented to the Board of Directors by the applicant of its ownership of a lot embraced within the aforementioned tract of ground, said applicant shall be admitted to membership.

ARTICLE IV

The Association shall have two classes of voting membership:

Class A: Class A members shall be all those owners as defined in ARTICLE III with the exception of Class B members. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership in ARTICLE III. When more than one person holds such interest or interests in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot.

Class B. Class B members shall be The Yeonas Company, a Virginia corporation, and any successor to all or substantially all of the business of developing the subdivision of the hereinbefore described property, in Springfield District, Fairfax County, Virginia. The Class B members shall be entitled to five votes for each lot in which it holds the interest required for membership under ARTICLE III, provided that the Class B membership shall cease and determine on the happening of either of the following events, whichever occurs first:

- (a) when the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B membership; or
- (b) on January 1st, 1975.

ARTICLE V

✓ The affairs of the Association shall be managed by a Board of Directors who shall hold office until the election of their successor or successors.

The Board of Directors may, from time to time by amendments to the By-Laws, increase the number of Directors and upon such increase the Board shall appoint successors to serve until the next annual meeting of the members of the Association. At the next annual meeting the Board of Directors shall be elected by the

members casting votes in the proportion to which they are entitled as set forth in ARTICLE IV.

ARTICLE VI

The post office address of the initial registered office of the Association is 1415 North Court House Road, Arlington, Virginia. The name of the initial registered agent is Charles M. Radigan, who is a member of the Virginia State Bar and a resident of Virginia, whose business office is 1415 North Court House Road, Arlington, Virginia, located in the County of Arlington, Virginia.

ARTICLE VII

The Association shall exist perpetually.

ARTICLE VIII

The Association may be dissolved only in accordance with Title 13.1, Section 248, Code of Virginia. The disposition to be made of the assets shall be consonant with Article IX hereof.

ARTICLE IX

Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those 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, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE X

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit Associations organized for the same purpose, provided that any such mergers or consolidations shall require the assenting votes cast at a duly held meeting of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the entire Class B membership, if any, and more than two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at the meeting.

ARTICLE XI

Any mortgage by the Association of the Common Properties and Facilities shall have the assenting votes at a duly held meeting of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the entire Class B membership, if any, and shall be in accordance with 13.1-246 of the Code of Virginia.

ARTICLE XII

These Articles may be amended in accordance with the law, provided that the voting and quorum requirement specified for any action under any provision of these Articles shall apply also to any amendment of such provision, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties, which are part of the property interest created thereby, provided said exemptions from amendment shall not be contrary to the laws of the State of Virginia.

ARTICLE XIII

The name and address of each incorporator is:

Name

Address

Constantine G. Yeonas

2711 North Fillmore Street
Arlington, Virginia

Charles R. Sheffield

8705 Southern Pines Court
Vienna, Virginia

Walter R. Frazier

4203 Elizabeth Lane
Annandale, Virginia

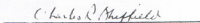
ARTICLE XIV

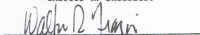
The names and addresses of those persons who are to act as the three initial Directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Constantine G. Yeonas	2711 North Fillmore Street Arlington, Virginia
Charles R. Sheffield	8705 Southern Pines Court Vienna, Virginia
Walter R. Frazier	4203 Elizabeth Lane Annandale, Virginia

WITNESS our hands and seals this 14th day of January 1972.


Constantine G. Yeonas


Charles R. Sheffield


Walter R. Frazier

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
January 24, 1972

The accompanying articles having been delivered to the State Corporation Commission on behalf of
Newington Community Association

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County

STATE CORPORATION COMMISSION

By Ralph L. Catlett
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 24
day of January 1972 and is now returned to the State Corporation Commission by certified mail.

H. B. Dye
Clerk