

ARTICLES OF INCORPORATION

OF

CARRIAGE LAWN AT BARKLEY HOMEOWNERS ASSOCIATION, INC.

Article 1.     Name. The name of the Corporation is Carriage Lawn at Barkley Homeowners Association, Inc.

Article 2.     Duration. The Corporation shall have perpetual duration.

Article 3.     Organization. The Corporation is organized pursuant to the Virginia Nonstock Corporation Act, Va. Code Ann. § 13.1-801, et seq.

Article 4.     Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members.

(a)     In way of explanation and not of limitation, the purposes for which the Corporation is formed are:

(i)     to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Carriage Lawn at Barkley, recorded in the land records of Fairfax County, Virginia, as it may be amended from time to time (the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, in the Bylaws, and as provided by law; and

(ii)    to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or the Bylaws, may be exercised by the Board of Directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the Commonwealth of Virginia in effect from time to time, regardless of whether such powers are expressly enumerated in these Articles;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

(1) to fix and to collect assessments or other charges to be levied against the property subject to the Declaration;

(2) to manage, control, operate, maintain, repair, and improve the Common Area (as defined in the Declaration) and facilities, and property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, covenant, or contract, has a right or duty to provide such services;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or the Bylaws;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(5) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and

with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(6) to borrow money for any purpose, subject to such limitations as may be set forth in the Bylaws;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all supplemental municipal services as may be necessary or proper.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 4.

Article 5. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. The Corporation shall have three (3) classes of membership, Class "A," Class "B" and Class "C." Class "A" members shall be all "Owners" of "Lots" (as those terms are defined in the Declaration) with the exception of the Class "B" and the Class "C" members. Class "A" members, by virtue of their ownership of a Lot subject to the Declaration, are automatically members of the Association and shall be entitled to one (1) equal vote for each Lot in which they hold the interest required for membership, in accordance with the Declaration. The Class "B" and Class "C" members shall have voting rights and other rights as specified in the Declaration and the Bylaws.

Article 6. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors, who need not be members of the Corporation. The number of directors shall be established in the Bylaws, and may be changed by amendment of the Bylaws. The initial Board of Directors shall consist of three (3) directors, whose names and addresses are as follows:

Michael B. Hummel	14121 Parke Long Court Suite 201 Chantilly, Virginia 20151
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Bryon K. Reed	14121 Parke Long Court Suite 201 Chantilly, Virginia 20151
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Joseph H. Ricketts, III	14121 Parke Long Court Suite 201 Chantilly, Virginia 20151
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The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 7. Annexation of Additional Properties. The Corporation may, at any time, annex additional areas and provide for maintenance, preservation and architectural control of residence lots, as such annexation shall be authorized in the declaration.

Article 8. Dissolution. The Corporation may be dissolved only as provided in the Declaration, the Bylaws, and by the laws of the Commonwealth of Virginia.

Article 9. Amendments. These Articles may be amended as provided by the Virginia Nonstock Corporation Act, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 10. Incorporator. The name and address of the incorporator are as follows:

John C. McGranahan, Jr.  
HUNTON & WILLIAMS  
1751 Pinnacle Drive  
Suite 1700  
McLean, Virginia 22102

Article 11. Registered Agent and Office. The initial registered office of the Corporation is Hunton & Williams, 1751 Pinnacle Drive, Suite 1700, McLean, Virginia 22102, in the County of Fairfax, Virginia, and the initial registered agent at such address is John C. McGranahan, Jr. who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation.

  
JOHN C. MCGRANAHAN, JR.

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