

ARTICLES OF INCORPORATION
OF
SUGARLAND RUN TOWNHOUSE OWNERS ASSOCIATION, INC.

We, the undersigned, being natural persons acting as incorporators of a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, adopt the following Articles of Incorporation for such corporation:

(a) The name of the corporation is SUGARLAND RUN TOWNHOUSE OWNERS ASSOCIATION, INC: (hereinafter referred to as the "Corporation").

(b) The purposes for which the Corporation is organized are:

(1) To maintain, operate and administer the common areas and community facilities designated for townhouse use located on certain property situated in Broad Run Magisterial District, Loudoun County, Virginia, and more particularly described in Exhibit "A" attached to a Declaration made by Boise Cascade Building Company (hereinafter referred to as the "Developer"), dated October 21, 1971, and recorded among the Land Records of Loudoun County (such Declaration, as the same may be amended from time to time, being hereinafter referred to as the "Declaration"), and such property which may from time to time be annexed in accordance with the Declaration (all of such property being hereinafter referred to as the "Property"); to enforce the covenants, restrictions, easements, charges and liens provided in the Declaration to be enforced by the Corporation; to assess, collect, and disburse the charges created under the Declaration, all in the manner set forth in, and subject to the provisions of, the Declaration; and to exercise all powers and privileges and to perform all duties and obligations of the Corporation under the Declaration.

(2) To acquire (by gift, purchase or otherwise), to own, hold, improve, build upon, operate, maintain, sell, lease, transfer, mortgage, encumber, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

(3) To do any and all lawful things and acts that the Corporation, from time to time, in its discretion, may deem to be for the benefit of the Property and the owners and inhabitants thereof or advisable, proper, or convenient for the promotion of the

peace, health, comfort, safety, or general welfare of the owners and inhabitants thereof.

(c) Provisions relating to the members of the Corporation are:

(1) The members of the Corporation shall be every Owner of a Lot (as such terms are defined in the Declaration) which is subject to assessment, provided, however, that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.

(2) There shall be the following two classes of membership in the Corporation:

(A) The Class A members shall be all Lot Owners (with the exception of the Developer) and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all persons shall be members. The votes for such Lot shall be exercised by such persons as they themselves determine, but in no event shall more than one (1) vote be allowed with respect to any such Lot.

(B) The Class B member shall be the Developer, its successors and assigns, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or (ii) at the expiration of three (3) years after the date of the Declaration, provided that if a Supplemental Declaration is filed annexing additional land pursuant to Article III of the Declaration at any time or times prior to the expiration of said three (3) year period (as the same may have been extended by the filing of any Supplemental Declaration), such period shall be extended each such time until the expiration of three (3) years from the date of filing of the last such Supplemental Declaration.

(3) The Board of Directors of the Corporation may suspend any person from membership in the Corporation during any period of time when such person is in default of any of his obligations under the Declaration (including, without limitation, the failure to pay any assessment), provided that such default has continued uncured for a period of ten (10) days after written notice thereof to such member.

(4) The members of the Corporation shall have the right to vote for the election and removal of directors and upon such other matters with respect to which a vote of members is required under the Declaration or under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia.

(d) Provisions for the regulation of the internal affairs of the Corporation are:

(1) The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the Corporation shall be distributed, upon dissolution or otherwise, to any member of the Corporation. No compensation may be paid to any officer or director of the Corporation other than reimbursement for expenses actually incurred in the performance of duties.

(2) The Corporation may enter into contracts with the Developer or with any other person for the performance of any of the powers, duties, or functions of the Corporation, provided that the Corporation may not enter into any contract with any officer or director of the Corporation.

(3) The Board of Directors of the Corporation may make such regulations as they deem advisable for any meeting of the members, including, but not limited to, proof of membership in the Corporation, evidence of the right to vote and the appointment and duties of inspectors of votes.

(4) As long as there is a Class B membership in the Corporation, as provided in the Declaration, the following actions will require the prior approval of the Federal Housing Administration or the Veterans' Administration, as the case may be: annexation of additional properties, mortgaging of Common Areas (as such term is defined in the Declaration), dedication of Common Areas and amendment of the Declaration.

(5) The Corporation may be dissolved pursuant to law. Except as provided by law, upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate governmental body or agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 Corporation. No such disposition of the Corporation's properties shall be effective to divest or diminish any right or title of any member vested in him under the Declaration applicable to the Property unless made in accordance with the provisions of such Declaration.

(e) The address of the registered office of the Corporation is Fagelson, Schonberger, Billowitz and Grenadier, 126 South Royal Street, in the city of Alexandria, Virginia. The registered agent, whose business address is the same as above and who is a resident of Virginia and a member of the Virginia State Bar, is Herbert S. Billowitz, Esquire.

(f) The business and conduct of the Corporation shall be regulated by a Board of Directors comprised of three (3) members, who need not be members of the Corporation. The names and addresses of the Directors who are to act in that capacity until their successors are duly chosen and qualify are as follows:

	<u>Name</u>	<u>Address</u>
1)	Warren J. Kotler	2920 Tallow Lane Bowie, Maryland 20715
2)	Richard J. North	5336 Brookway Columbia, Maryland 21043
3)	Peter Pascucci	5511 Wooden Hawk Circle Columbia, Maryland 21043

At their 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 one Director for a term of three years.

(g) The Corporation shall have perpetual existence.

(h) The Corporation may indemnify any director or officer, or former director or officer, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, and the personal representatives of any of the foregoing, against the reasonable expense, including attorney's fees, judgments, fines, and amounts paid in settlement, whether or not with court approval, actually and necessarily incurred by him in connection with the defense or settlement of any civil or criminal claim, action, suit or proceeding, including one to impose a fine or penalty,

brought or threatened to be brought against him by reason of his, or his testator, or intestate, being or having been such a director or officer, or in connection with an appeal therein, unless he, or his testator, or intestate shall be finally adjudged, in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. No amount shall be paid in settlement without court approval unless independent legal counsel shall advise the Corporation that, in the opinion of such counsel, the matters involved in such action, suit or proceeding did not constitute negligence or misconduct in the performance of duty by such director or officer, or by his testator or intestate. An application for indemnification pursuant to this section shall be made to the Board of Directors of the Corporation. Upon receipt of any such application, the Board shall determine whether, under the circumstances of such claim, action, suit, or proceeding, any indemnity payments should be made and the amount thereof, if any. Such determination shall be made by resolution adopted by a majority of a quorum of the Board of Directors without counting in such majority or quorum any interested director or, in the event that no quorum of disinterested directors is available, adopted by a majority of a group of three or more persons appointed by a majority of the disinterested members of the Board. Any determination under this section that a payment by way of indemnity should be made shall be binding upon the Corporation and its members.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 21st day of October, 1971.

WITNESS:

Joseph M. Fries

Richard G. Stoll, Jr.

Jack L. Lewis



STATE CORPORATION COMMISSION

Richmond, October 26, 1971

This is to Certify that the certificate of incorporation of
Sugarland Run Townhouse Owners Association, Inc.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to
the corporation and its business.*

State Corporation Commission

William C. Young
Clerk of the Commission

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
SUGARLAND RUN TOWNHOUSE OWNERS ASSOCIATION, INC.

This is to certify that we, the undersigned, on behalf of the Members of the Sugarland Run Townhouse Owners Association, Inc. file these Articles of Amendment and Restatement pursuant to the provisions of the Virginia Non-Stock Corporation Act as hereinafter set forth:

1. The name of the corporation is:

Sugarland Run Townhouse Owners Association, Inc.

2. Section (f) of the previously filed Articles of Incorporation is superseded and replaced in full by the following:

(f) The business and conduct of the Corporation shall be regulated by a Board of Directors comprised of five (5) members, who need not be members of the Corporation.

3. The foregoing amendment was duly adopted at a meeting of the Members called for that purpose on May 13, 1998.

4. The amendment was proposed by the Board of Directors by a Resolution dated May 13, 1998, and the amendment was submitted to the Members in accordance with Virginia Non-Stock Corporation Act, Section 13.0-886.

5. The number of votes cast in favor of the amendment was ninety-six (96) which is more than two-thirds (2/3) of those present in person or in proxy at a duly noted meeting of the membership.

6. The number of votes cast in favor of the amendment was sufficient to constitute approval as required pursuant to the Virginia Non-Stock Corporation Act and the provisions of the Articles of Incorporation.

7. Enclosed herewith is the appropriate fee of \$25.00 and we respectfully request issuance of a Certificate of Amendment and Restatement.

SUGARLAND RUN TOWNHOUSE OWNERS
ASSOCIATION, INC.

By:

James O'Rourke, President 8-12-98
James O'Rourke, President

ATTEST:

I, David E. Meier, hereby certify that the foregoing statements accurately reflect the events surrounding the amendment to the Articles of Incorporation.

David E. Meier, Secretary
David E. Meier, Secretary