

ARTICLES OF INCORPORATION
OF
EVENING HILLS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia, as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

1.1 The name of the corporation is "EVENING HILLS HOMEOWNERS ASSOCIATION, INC.," hereinafter called the "Corporation."

1.2 The initial registered office of the Corporation is located at 4084 University Drive, City of Fairfax, Virginia 22030.

1.3 R. Mark Dare, Esquire, who is a resident of Virginia, a trustee of the Corporation, a member of the Virginia State Bar, and whose business address is 4084 University Drive, Fairfax, Virginia 22030, and who meets all of the requirements of Section 13.1-833 of the Virginia Code, as amended, is hereby appointed the initial registered agent of the Corporation.

ARTICLE II

PURPOSE AND POWERS OF THE CORPORATION

2.1 The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are:

(a) To provide for maintenance, preservation, and architectural control of the Lots and Common Area within that certain tract of property described as Evening Hills and any and all other properties which may be annexed thereto in accordance with the provisions of the Declaration (defined herein).

(b) To promote the health, safety, and welfare of the residents within the above described property.

2.2 Without limiting the generality thereof, subject to such limitations as are set forth in the Declaration, said powers and duties of the Corporation shall be:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Evening Hills Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration," and all deeds of dedication, subdivision, and easement applicable to all or any part of the Evening Hills property and recorded in the Office of the Clerk, Fairfax County, Virginia, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length. Unless the context requires otherwise, the term Declaration shall include all deeds of dedication, subdivision, and easement.

(b) To acquire (by gift, purchase, or otherwise), own, hold, improve, maintain, manage, lease, pledge, convey, transfer, or dedicate real or personal property for the benefit of its members in connection with the affairs of the Corporation, except

that the acquisition, mortgaging or disposal of Common Area and/or improvements shall be subject to the provisions of the Declaration.

(c) To establish rules and regulations for the use of its property.

(d) To fix, levy, and collect assessments pursuant to the Declaration.

(e) To pay all expenses incident to the conduct of business of the Corporation.

(f) To grant and convey easements over the Common Area.

(g) To employ, enter into contracts with, delegate authority to and supervise such persons or entities as may be appropriate to manage, conduct and perform the business obligations and duties of the Corporation.

(h) To participate in mergers and consolidations with other corporations.

(i) To perform such acts, as may be reasonably necessary or appropriate, including bringing suit, causing a lien to be foreclosed or suspending membership rights, to enforce or effectuate any of the provisions of the Declaration, these Articles, and the Bylaws of the Corporation.

(j) To regulate the external design, appearance and locations of the property subject to the Declaration and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography.

(k) To form subsidiary corporations.

(l) To exercise any and all powers, rights, and privileges which a corporation organized under the Virginia Non-Stock Corporation Act by law may now or hereafter have or exercise.

2.3 No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code. The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

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. Ownership of such lot shall be the sole qualification for membership. A Mortgagee in possession of a Lot

shall be entitled to exercise the Owner's rights in the Corporation with regard thereto.

ARTICLE IV

VOTING RIGHTS

4.1 The Corporation shall have two classes of voting membership:

Class A. Class A Members shall be all Owners of Lots, except the Class B Member. Class A Members shall be entitled to one vote for each Lot owned.

Class B. The Class B Member shall be Hunter Investment Group, Inc., a Virginia corporation (the "Declarant"), its successors and assigns, if such successors or assigns should acquire from the Declarant two (2) or more undeveloped Lots for the purpose of development, and any person or entity that may dedicate, subdivide, and submit to the Declaration all or any portion of the property located within the Development Limits of the Evening Hills Community as defined in the Declaration. The Class B member(s) shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership pursuant to Article III hereof.

The Class B membership shall terminate upon the earlier of the following events: when the total number of Class A votes equals the total number of Class B votes; or on December 31, 1992. Thereafter, the former Class B Member shall have Class A membership rights for each Lot which it may own.

The vote for any membership which is held by more than one person may be exercised by any one of them, unless any objection or protest by any other holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted.

Any person or entity qualifying as both a Class A and Class B Member may exercise those votes to which he is entitled for each Such class of membership.

4.2 Except as provided otherwise by law, where a vote of the Members is required, the Board of Trustees shall determine by resolution whether the questions shall be decided by ballot vote at a meeting or by mail or at polling places designated by the Board, and shall give notice thereof as provided in the Bylaws.

ARTICLE V

BOARD OF TRUSTEES

5.1 The affairs of this Corporation shall be managed by a Board of Trustees. The Board shall consist of up to three (3) Trustees. Trustees shall either be elected by the Class A Members ("Elected Trustees") or appointed by the Developer ("Appointed Trustees"). The initial Board shall consist of three (3) Trustees appointed by the Declarant. As long as a Declarant has Class B membership rights and Class B voting, the Board shall consist of Appointed Trustees. Thereafter, all Trustees shall be elected.

5.2 Appointed Trustees shall be appointed by the Declarant and shall serve two (2) year terms and may be reappointed.

Appointed Trustees need not be Members of the Corporation. The Declarant shall appoint three (3) Trustees until the Class B membership terminates.

5.3 All Elected Trustees shall be Members of the Corporation. Upon the expiration of the final term of the Appointed Trustees following the termination of the Class B membership, the Elected Trustees shall elected to two (2) year terms.

The names and addresses of the persons who are to act in the capacity of the initial Board of Trustees until the selection of their successors are:

NAME	ADDRESS
Tracy A. Graves	2911 Hunter Mill Road Oakton, Virginia 22124
David L. Hunter	2911 Hunter Mill Road Oakton, Virginia 22124
R. Mark Dare	4084 University Drive Fairfax, Virginia 22030

5.4 If an Appointed Trustee fails to serve his entire term for any reason, the Class B member(s) shall appoint a substitute Trustee to serve for the remainder of such Trustee's term. If an Elected Trustee fails to serve his entire term for any reason, the Board of Trustees shall fill the vacancy until the next meeting of the members of which Trustees are elected.

ARTICLE VI

DURATION

The Corporation shall exist perpetually unless dissolved as provided in Article XI.

ARTICLE VII

ANNEXATION OF ADDITIONAL PROPERTIES

The Corporation may annex additional areas and provide for maintenance, preservation, and architectural control of residence lots, and so add to its membership under the provisions of Article III, provided that any such annexation shall be authorized in accordance with the terms of the Declaration.

ARTICLE VIII

AUTHORITY TO MORTGAGE

Any mortgage by the Corporation of the Common Area defined in the Declaration shall be authorized in accordance with the terms of the Declaration.

ARTICLE IX

AUTHORITY TO TRANSFER

The Corporation shall have the power, at any time, consistent with the then existing zoning ordinances of Fairfax County, and pursuant to a recorded subdivision or resubdivision plat, to transfer part of the Common Area to the Declarant for the purpose of adjusting Lot lines or otherwise in connection with the orderly Subdivision and development of the Properties, provided that: (1) such transfer shall not reduce the portion of the Properties designated as "open space" below the minimum level

of "open Space" required in Evening Hills Subdivision by Fairfax County at the time of the transfer, and (2) the Declarant shall transfer to the Corporation as "open space" such portion of the Properties as is necessary to maintain the total acreage designated as "open Space" at that level existing at the time of the transfer.

ARTICLE X

AUTHORITY TO DEDICATE

The Corporation shall have the power to dedicate or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members and approved by Statute, providing such dedication or transfer shall be approved in accordance with the terms of the Declaration.

ARTICLE XI

DISSOLUTION

The Corporation may be dissolved upon the assent of more than two-thirds (2/3) of the votes, in person or by proxy, of all the Class A and the Class B Members and with the consent of the Mortgagees, as required by the Declaration. Such vote shall occur at any duly held meeting which a Quorum is present. Prior to dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be offered for dedication to Fairfax County. In the event that such dedication is refused acceptance upon dissolution, such assets shall be granted, conveyed, and assigned to any nonprofit corpo-

ration, association, trust, or other organization to be devoted to similar purposes.

Article XII

SEVERABILITY

Invalidation of any of these Articles or sections of these Articles by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

ARTICLE XIII

FEDERAL AGENCY RIGHTS

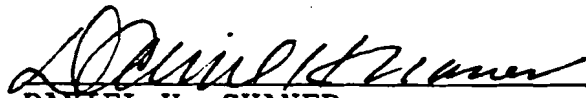
As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration and the Federal Housing Administration if either such agency has previously approved the Evening Hills subdivision: the merger, consolidation, or dissolution of the Corporation; the amendment of these Articles; or the mortgaging or dedication of any Common Area.

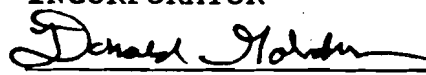
ARTICLE XIV

AMENDMENTS

Amendment of these Articles shall require the assent of Seventy-five percent (75%) of votes of the Members.

The undersigned incorporators of the Corporation have signed these Articles this 13TH day of March, 1987.


DANIEL H. SHANER
INCORPORATOR


DONALD N. GOLDROSEN
INCORPORATOR

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION
OF EVENING HILLS HOMEOWNERS ASSOCIATION, INC.

We, the undersigned officers of EVENING HILLS HOMEOWNERS ASSOCIATION, INC. (the "Association"), pursuant to the provisions of Section 13.1-301.1 of the Code of Virginia, as amended, do hereby execute the following Articles of Amendment.

WHEREAS, EVENING HILLS HOMEOWNERS ASSOCIATION, INC., a duly organized Virginia non-stock corporation having Members, desires to amend its Articles of Incorporation as follows:

1. Article IV, Section 4.1 is to be amended by deleting the paragraph entitled "Class B" in its entirety and inserting the following in lieu thereof:

Class B. The Class B Member shall be Hunter Investment Group, Inc. (the "Declarant"), its successors and assigns; provided, however, that no successor or assignee of the Declarant shall have any rights or obligations of the Declarant hereunder unless such rights and obligations are specifically set forth in the instrument of succession or assignment or which pass by operation of law. The Class B Member shall have 30 votes less the number of Class A votes outstanding at the time a vote is taken held by Owners; provided, however, that the Class B membership and the Class B voting rights shall terminate and a Class A membership with one (1) vote for each Lot in which it holds an interest shall issue upon the earlier of the following events: (i) when the total number of Class A votes equals the

total number of Class B votes, or (ii) on December 31, 1992. Thereafter, the Declarant shall have Class A membership rights for each Lot it may own; provided, however, that as additional properties are annexed to the Properties pursuant to Section 2, Paragraph (b) of Article II of the Declaration, the number of votes for the Class B Member shall increase by three (3) votes for each Lot comprising such additional properties which is owned by the Class B Member.

2. Article V, Section 5.3 is to be amended as hereinafter provided to change the initial Board of Trustees to correct an error whereby R. Mark Dare was erroneously identified as a member of the initial Board of Trustees rather than Mary L. Scanlan;

WHEREAS, on the 17th day of August, 1988, by a Unanimous Written Consent in Lieu of Meeting, in accordance with Section 13.1-865 of the Code of Virginia, as amended, the Board of Trustees of the Association, finding it in the best interest of the Association, unanimously adopted a resolution to amend the Articles of Incorporation as set forth above, and directed that the aforesaid amendment be submitted to a vote of the Members of the Association; and

WHEREAS, on the 17th day of August 1988, by a Unanimous Written Consent in Lieu of a Meeting, the Declarant, being the owner of all of the Lots in Evening Hills and being the sole Member of the Association, ratified and consented to amend the Articles of Incorporation as hereinafter set forth.

NOW, THEREFORE, the EVENING HILLS HOMEOWNERS ASSOCIATION hereby amends its Articles of Incorporation as follows:

1. Article IV, Section 4.1 is hereby amended by deleting the paragraph entitled "Class B" in its entirety and inserting the following in lieu thereof:

Class B. The Class B Member shall be the Declarant, its successors and assigns; provided, however, that no successor or assignee of the Declarant shall have any rights or obligations of the Declarant hereunder unless such rights and obligations are specifically set forth in the instrument of succession or assignment or which pass by operation of law. The Class B Member shall have 30 votes less the number of Class A votes outstanding at the time a vote is taken held by Owners; provided, however, that the Class B membership and the Class B voting rights shall terminate and a Class A membership with one (1) vote for each Lot in which it holds an interest shall issue upon the earlier of the following events: (i) when the total number of Class A votes equals the total number of Class B votes, or (ii) on December 31, 1992. Thereafter, the Declarant shall have Class A membership rights for each Lot it may own; provided, however, that as additional properties are annexed to the Properties pursuant to Section 2, Paragraph (b) of Article II of the Declaration, the number of votes for the Class B Member shall increase by three (3) votes for each Lot comprising such additional properties which is owned by the Class B Member.

2. Article V, Section 5.3 is hereby amended to change the initial Board of Trustees to correct an error whereby R. Mark Dare was erroneously identified as a member of the initial Board of Trustees rather than Mary L. Scanlan, so that the initial Board of Trustees is as follows:

NAME	ADDRESS
Tracy Z. Graves	2911 Hunter Mill Road Oakton, Virginia 22124
David L. Hunter	2911 Hunter Mill Road Oakton, Virginia 22124
Mary L. Scanlan	2911 Hunter Mill Road Oakton, Virginia 22124

Executed in the name of the corporation by its President and its Secretary, who declare under the penalties of perjury that the facts stated therein are true, this 17th day of August, 1988.

EVENING HILLS HOMEOWNERS
ASSOCIATION, INC.

By: David L. Hunter
President

By: Tracy Z. Graves
Secretary

STATE OF VIRGINIA
COUNTY OF Fauquier, to-wit:

I, the undersigned Notary Public, in and for the state and county aforesaid, whose commission expires on the 18th day of June, 1989, do hereby certify that Donald L. Houston as President of EVENING HILLS HOMEOWNERS ASSOCIATION, INC., whose name is signed to the foregoing Articles of Amendment of the Articles of Incorporation, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this 17th day of August, 1988.

Donald D. Bentley
Notary Public

STATE OF VIRGINIA
COUNTY OF Fauquier, to-wit:

I, the undersigned Notary Public, in and for the state and county aforesaid, whose commission expires on the 18th day of June, 1989, do hereby certify that Tracey Z. Evans as Secretary of EVENING HILLS HOMEOWNERS ASSOCIATION, INC., whose name is signed to the foregoing Articles of Amendment of the Articles of Incorporation, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this 17th day of August, 1988.

Donald D. Bentley
Notary Public