

ARTICLES OF INCORPORATION  
OF  
HIRST FARM HOMEOWNERS' ASSOCIATION

In compliance with the requirements of Chapter 10 of Title 13.1 of the code of Virginia, the undersigned hereby forms a non-stock, not-for-profit corporation and certifies:

ARTICLE I

The name of the corporation is Hirst Farm Homeowners' Association (the "Association").

ARTICLE II

The initial registered office is located at 34876 Sunny Ridge Road, Round Hill, Virginia 20141, in Loudoun County, Virginia. Woodrow W. Turner, Jr., who is a resident of Virginia and a member of the Virginia State Bar and whose business address is 34876 Sunny Ridge Road, Round Hill, Virginia 20141, is the initial registered agent of the Association.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of residential lots, and to own, improve, maintain and preserve the Common Areas and buffers within the Hirst Farm, Section I, in the Town of Purcellville, Virginia, and any annexed properties, and to promote the health, safety and welfare of the owners and residents within such areas as may come within the jurisdiction of the Association and any additions thereto as may be brought within the jurisdiction of the Association by annexation, as provided for herein, and for these purposes shall have the power:

1. to exercise all of the powers, rights and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for the Association, to be recorded in the Office of the Clerk of the Circuit Court of Loudoun

County, Virginia, and as the same may be amended from time to time (the "Declaration"), said Declaration being incorporated herein by reference;

2. to fix, levy, collect, and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses including all licenses, taxes, or governmental charges levied or imposed against tire Association or the property of the Association;

3. to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, encumber, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property;

4. to borrow money;

5. to build facilities upon land owned or controlled by the Association;

6. to create subsidiary corporations in accordance with Virginia law; and

7. to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Act of the Commonwealth of Virginia may now or hereafter have or exercise.

#### ARTICLE IV MEMBERSHIP

Section 1. Every Owner of a Lot (as these terms are defined in the Declaration) which is subject by covenants of record to assessment by the Association shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

Section 2. If more than one (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as they among themselves determine, and may be exercised by any one (1) of the people or entities holding such ownership interest, unless any objection or protest by any other holder of such ownership interest is made prior to the completion of a vote, in which case the vote for such membership shall not be counted, but the

Member whose vote is in dispute shall be counted as present at the meeting for quorum purposes if the protest is lodged at such meeting. In no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE V  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of directors, who need not be members of the Association. The initial number of directors shall be two (2), which number may be increased pursuant to the Association's Bylaws. The names of the persons who are to act in the capacity of the initial board of directors are:

James M. Jost  
Suite A  
7370 Grace Drive  
Columbia, Maryland 21044

F. Anthony Del Balzo  
Suite A  
7370 Grace Drive  
Columbia, Maryland 21044

ARTICLE VI  
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by at least two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, both real and personal, shall be offered to an appropriate public agency to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association. In the event that such offer of dedication is refused, such assets shall be then offered to be granted, conveyed or assigned to any non-profit corporation, trust or other organization devoted to similar purposes and in accordance with Virginia law. Any such dedication or transfer of the Common Area shall not be in conflict with then-governing zoning ordinances or the designation of the Common Area as "open space."

ARTICLE VII  
DURATION

The association shall exist perpetually.

ARTICLE VIII  
AMENDMENTS

Amendment of these Articles shall require the assent of a least two-thirds (2/3) of the Members.

ARTICLE IV  
SPECIAL AMENDMENTS

Notwithstanding anything herein to the contrary, the Declarant may unilaterally amend these Articles for any reason prior to the conveyance of the first Lot to an Owner other than the Declarant, and thereafter may make any amendment required by any of the federal mortgage agencies such as the Veterans Administration, the Federal Housing Administration, Federal National Mortgage Association, or Federal Home Loan Mortgage Corporation, or by the Town of Purcellville or Loudoun County, Virginia, as a condition of the approval of these Articles, by the filing of Articles of Amendment with the State Corporation Commission following notice to all Members.


ARTICLE X  
FHA/VA APPROVAL

If any of the Lots are security for a loan guaranteed or insured by the Federal Housing Administration or the Veterans Administration and if there is a Class B Member, the following actions will require the prior approval of the FHA or the VA: annexation of additional properties other than by the Declarant as provided in these Articles, mergers and consolidations, mortgaging of Common Area, dissolution of the Association and amendment of these Articles.

ARTICLE XI  
CONFLICT

In the case of any conflict between the Declaration and these Articles or the Bylaws and these Articles, these Articles shall control.

June 6, 2002

  
Stephen C. Price, Incorporator

# Commonwealth of Virginia



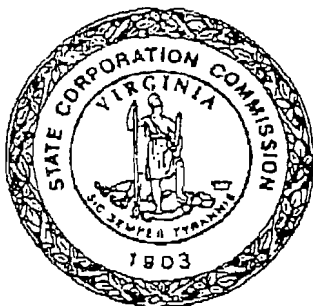
## STATE CORPORATION COMMISSION

*Richmond, June 12, 2002*

*This is to Certify that the certificate of incorporation of*

**Hirst Farm Homeowners' Association**

*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 Virginia laws applicable to the corporation and its business. Effective date: June 12, 2002*



*State Corporation Commission*

*Attest:*

*Joel H. Peck*

*Clerk of the Commission*

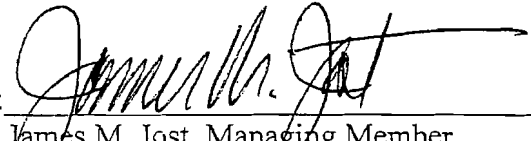
APPOINTMENT OF DIRECTORS  
OF  
HIRST FARM HOMEOWNERS' ASSOCIATION

The undersigned, Hirst Development LLC, by its Managing Members, hereby appoint the following as the initial Directors of the Hirst Farm Homeowners' Association:

James M. Jost  
F. Anthony Del Balzo

Given under our hand this 15<sup>TH</sup> day of NOVEMBER, 2002.

HIRST DEVELOPMENT LLC

By:   
James M. Jost, Managing Member

By:   
F. Anthony Del Balzo, Managing Member

# Hirst Farm Homeowners' Association

## UNANIMOUS CONSENT IN LIEU OF ORGANIZATIONAL MEETING

Pursuant to Sections 13.1-822 and 13.1-865 of the Code of Virginia, the undersigned, being the initial directors of HIRST FARM HOMEOWNERS' ASSOCIATION (hereinafter the "Corporation") hereby consents to the following:

WHEREAS, the Certificate of Incorporation for the Corporation was issued by the Virginia State Corporation Commission on the 12th day of June, 2002.

RESOLVED, that a copy of the Certificate of Incorporation be included in the Minute Book as part of the records of the Corporation.

FURTHER RESOLVED, that a form of the Bylaws, as attached to this Unanimous Consent, for the regulation and management of the affairs of the Corporation is hereby adopted as the bylaws of the Corporation, and the Secretary is hereby directed to include a signed copy thereof in the Minute Book of the Corporation immediately following the Articles of Incorporation.

FURTHER RESOLVED, that the Corporate Seal, the impression of which is affixed in the margin hereof, be the corporate seal of the Corporation.

FURTHER RESOLVED, that the officers of the Corporation shall consist of a president, vice-president, secretary and treasurer, and that the following individuals are hereby appointed to serve until their successors are duly elected and qualify:

President:	F. Anthony Del Balzo
Vice-President:	James M. Jost
Secretary:	James M. Jost
Treasurer:	F. Anthony Del Balzo

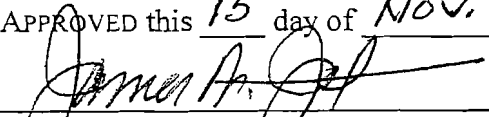
WHEREAS, the Corporation desires to adopt the attached Declaration of Covenants, Conditions and Restrictions

RESOLVED that the said Declaration is approved and the President is authorized to execute it on behalf of the Corporation.

WHEREAS, the Corporation wishes to admit members in accordance with the Articles of Incorporation, Bylaws and Declaration of Covenants, Conditions and Restrictions for Hirst Farm.

RESOLVED, that the officers take all steps necessary to admit members qualified for admission in accordance with the Articles of Incorporation, Bylaws and said Declaration.

APPROVED this 15<sup>TH</sup> day of Nov., 2002.

  
\_\_\_\_\_  
JAMES M. JOST, DIRECTOR

  
\_\_\_\_\_  
F. ANTHONY DEL BALZO, DIRECTOR