

ARTICLES OF INCORPORATION
OF
THE WHARF CLUSTER ASSOCIATION

We hereby associate to form a nonstock corporation under the provisions of Chapter 2, of Title 13 of the Code of Virginia, 1950, as amended, and to that end set forth the following:

1. The name of the Corporation is to be:

THE WHARF CLUSTER ASSOCIATION.

2. The purpose or purposes for which the Corporation is organized are:

a. To take title to, hold, maintain, improve, and beautify, without profit to itself, for the use in common of all the members thereof, their families, guests, and invitees, such parking areas, streets, open spaces, paths, ponds, and other facilities, as from time to time may be conveyed to it pursuant to a Deed of Subdivision, Easement Agreement and Deed of Conveyance to be recorded in the Clerk's Office of Fairfax County, Virginia, or pursuant to any subsequent deed resubdividing the land dedicated as aforesaid; to enforce the covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements, and liens provided in the Deed of Subdivision, Easement Agreement and Deed of Conveyance and Declaration of Covenants, Conditions and Restrictions to be recorded in the Clerk's Office of Fairfax County, Virginia, and Rededication or any subsequent deed to be enforced by the Corporation; and to assess, collect, and disburse the charges created under said Deed and Declaration or subsequent deed or declaration, all in the manner set forth in, and subject to the provisions of, the said Deed or Declaration or subsequent deed or declaration.

b. To do any and all lawful things and acts that the Corporation may from time to time, in its discretion, deem to be for the benefit of the property shown within Block 2, Section 64, Reston, on the plat attached to the Deed of Subdivision, Easement Agreement and Deed of Conveyance to be recorded among the land records of Fairfax County, Virginia, or on any subsequent plat filed pursuant to the provisions of said Deed (hereinafter referred to as 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.

3. Provisions for the regulations of the internal affairs of the Corporation are:

a. 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 individual. The Corporation may pay compensation in reasonable amounts to its members, directors, or officers, for services, including pensions. The Corporation may establish, from funds collected by it, funded reserves for replacement and for working capital, but no such sums may be assessed, collected, retained or expended other than for the maintenance, repair, replacement or improvement of the land and facilities of the Corporation acquired as provided in Paragraph 2a above.

b. The following shall be members of the Corporation:

(1) The Wharf Limited Partnership, a Virginia Limited Partnership (referred to herein as the Developer of The Wharf), provided, however, that The Wharf Limited Partnership shall cease to be a member when the total votes outstanding in all other members equal its total votes or on December 1, 1982, whichever occurs earlier; and

(2) All persons owning of record any dwelling unit on the property (except a person taking title as security for the payment of money or the performance of an obligation).

(a) No person (other than the Developer of The Wharf) shall be a member of the Corporation after he ceases to be the owner of record of any dwelling unit on the Property.

(b) The directors of the Corporation may, after affording the member an opportunity to be heard, suspend any person from membership in the Corporation during any period of time when there exists a violation of any of the provisions of any Deed of Subdivision, Easement Agreement and Deed of Conveyance or Declaration of Covenants, Conditions and Restrictions filed in the land records of Fairfax County, Virginia, including but not limited to, the failure to make any payment to the Corporation when due and payable under the terms of any such Deed and Declaration with respect to the dwelling unit he owns, or when he is in violation of any rule or regulation adopted by the Corporation with respect to the Property.

(c) Each member of the Corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under such Deed and Declaration with respect to the dwelling unit he owns and for compliance by himself, his family, guests, and invitees, with the provisions of said Deeds and Declaration and the rules and regulations adopted by the Corporation with respect to the Property.

(d) The qualifications set forth herein for membership in the Corporation shall be the only qualifications for such membership.

c. The members of the Corporation shall have the right to vote for the election and removal of directors. Each member of the Corporation shall have one vote, except as follows:

(1) The Developer of The Wharf owning a dwelling and/or more than one dwelling unit or lots not yet constructed, shall have three votes for each lot owned by the Developer of The Wharf.

(2) When any dwelling unit on the Property is owned of record in joint tenancy or tenancy-in-common, or in any manner of joint or common ownership, such owners shall collectively be entitled to only that number of votes to which one person would be entitled were he the owner of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the owners of record of such dwelling unit who are entitled to vote with respect thereto.

(3) Only a member of the Corporation (other than the Developer) residing in the dwelling unit with respect to which he is entitled to vote, shall have the right to vote.

d. The directors may make such regulations as they deem advisable for any meeting of members, in regard to proof of membership in the Corporation, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit.

e. The Corporation may contract with the Developer or with any other person for the performance, as its agent, of any of the powers, duties, or functions of the Corporation which may be lawfully delegated by it.

f. Subject to conditions and qualifications set forth in the Virginia Nonstock Corporation Act, the Corporation shall 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, or any person who may have served at its request as a director or officer of another corporation which it owns shares of capital stock or of which it is or was a creditor,

and the personal representatives of any of the foregoing, against any and all expenses, including attorney's fees, judgments, and amounts paid in settlement: (before or after suit is commenced), actually and necessarily incurred by him in connection with the defense or settlement of any claim, action, suit, or proceeding in which he is made a party, or is a party, or which may be asserted against him by reason of his being or having been a director or officer, or in connection with an appeal therein, unless he, or his personal representative shall be finally adjudged, in such action, suit, or proceeding to be liable for negligence or misconduct in his performance or duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of members, or otherwise.

4. The management of the affairs of the Corporation shall be vested in the directors. The length of the initial term of each of the directors constituting the initial Board of Directors is set forth in Paragraph 6 below. The first election of directors by the members of the Corporation shall be held at the first annual meeting of the members. The directors elected by the members at the first election of directors and thereafter, shall be elected for a term of three years and until their respective successors are elected. Any vacancy occurring in the initial or any subsequent Board of Directors, may be filled as provided for in the By-Laws of the Corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

5. The post office address of the initial registered office of the corporation is 1100 Herndon Parkway, Suite 203, Herndon, Virginia 22070. The name of the County in which the initial registered office is located is in the County of Fairfax.

The name of the Corporation's initial registered agent is Cynthia J. Poage, who is an active member of the Virginia State Bar, and who is a resident of Virginia, and whose business address is 1100 Herndon Parkway, Herndon, Virginia 22070, and who is an initial member of the Board of Directors. The Post Office address of the initial registered office of the Corporation is 1100 Herndon Parkway, Herndon, Virginia 22070. The County in which the initial registered office is located is the County of Fairfax.

6. The number of directors constituting the initial Board of Directors is three, and the names, addresses, and length of the initial term of the persons who are to serve as the initial directors are:

Marvin Goldstein
11512 Hornfair Court
Potomac, Maryland 20854

Initial Term (until the annual meeting of members in 1981)

Jeanne A. Farnan
2600 Mountain Laurel Road
Reston, Virginia 22091

Initial Term (until the annual meeting of members in 1982)

Cynthia J. Poage
1100 Herndon Parkway
Suite 203
Herndon, Virginia 22070

Initial Term (until the annual meeting of members in 1980)

INCORPORATOR:


CYNTHIA J. POAGE

DATED: July 22, 1980

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P473

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND,

July 28, 1980

The accompanying articles having been delivered to the State Corporation Commission on behalf of
The Wharf Cluster 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 Fairfax County**

STATE CORPORATION COMMISSION
By Thomas P. Harwood, Jr.
Commissioner

VIRGINIA:

In the Clerk's Office of the **Circuit Court of Fairfax County**

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 7th day of Aug 1980 and is now returned to the State Corporation Commission by certified mail.

James E. Hoagland
Clerk

**Amendment to Articles of Incorporation
of the
Wharf Cluster Association**

Pursuant to Section 13.1-888 of the 1950 Code of Virginia, as amended, the undersigned hereby sets forth the following Articles of Amendment:

1. The name of the corporation is the Wharf Cluster Association.

2. Paragraph 6 of the Articles of Incorporation of the Wharf Cluster Association is deleted in its entirety and substituted in its stead is the following:

6. The number of directors consisting of the Board of Directors is five. The names, addresses and length of the initial terms of the three persons who are now serving as directors and the initial terms of the two persons to be added who will serve as directors are:

John Stetson
11120 Glade Drive
Reston, Virginia 22091

Term expiring
December 31,
1990

John Garziglia
11140 Glade Drive
Reston, Virginia 22091

Term expiring
December 31,
1991

Howard Eichler
11111 Timberhead Court
Reston, Virginia 22091

Term expiring
December 31,
1991

New Director

To be elected
at the annual
meeting of mem-
bers in 1990
for a term ex-
piring December
31, 1993

New Director

To be elected
at the annual
meeting of mem-
bers in 1990
for a term ex-
piring December
31, 1993

**Amendment to Articles of Incorporation
The Wharf Cluster Association**

3. The foregoing amendment to the Articles of Incorporation of the Wharf Cluster Association was adopted this 18th day of September, 1990.

4. The foregoing amendment to the Articles of Incorporation of the Wharf Cluster Association was proposed by the Board of Directors and submitted to the members of the Wharf Cluster Association in accordance with the 1950 Code of Virginia, as amended. A quorum of the sole voting group of the members of the Wharf Cluster Association entitled to vote on the foregoing amendment cast 26 votes for the amendment and 0 votes against the amendment. The number of votes cast in favor of the foregoing amendment by the sole voting group of the members of The Wharf Cluster Association was sufficient for approval of the foregoing amendment.

Respectfully submitted,

THE WHARF CLUSTER ASSOCIATION

Attest:


Howard Eichler
Secretary

By


John Stetson
President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

October 29, 1990

The State Corporation Commission has found the accompanying
articles submitted on behalf of

THE WHARF CLUSTER ASSOCIATION

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective October 29,
1990.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By 
Commissioner

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