

ARTICLES OF INCORPORATION OF THE
CALMES NECK PROPERTY OWNERS ASSOCIATION

The undersigned hereby associate to form a nonstock corporation under the provisions Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

I. NAME.

The name of the corporation is Calmes Neck Property Owners Association.

II. PURPOSES.

The purposes for which the Corporation is organized are:

A. To negotiate for transfer to the Association of ownership of common facilities at Calmes Neck Estates in Clarke County, Virginia, and the authority for their operation.

B. Upon the transfer of authority from Double E Land and Cattle Company, to maintain and administer the common properties of Calmes Neck Estates, to collect assessments for that purpose, and to enforce the provisions of the Protective Covenants of Calmes Neck Estates.

C. To transact any and all lawful business not required to be specifically stated in the Articles of Incorporation, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

III. MEMBERSHIP.

The membership of the Corporation and voting and other rights and privileges of membership shall be as set forth in the Bylaws of the Association.

IV. REGISTERED OFFICE AND AGENT.

A. The address of the initial registered office of the Corporation is 1114 Prince Street, Alexandria, VA 22314, located in the City of Alexandria.

B. The name of the Corporation's initial registered agent, whose business office is identical with the above-registered office is Edward Pye Chamberlayne, an individual who is a resident of Virginia and an initial director of the Corporation.

V. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by a Board of Directors, who shall be members of the Corporation, and who shall be elected by members of the Corporation in good standing. The number of Directors and the procedures for their election shall be determined in accordance with the Bylaws of the Association.

The initial Board of Directors, appointed by the undersigned incorporators, shall consist of the following seven persons, who are to hold office until the election of Directors at the first annual meeting of the membership:

Randolf Cabell, Route 1, Box 448A, Bluemont, VA 22012
Janette Cascio, Route 1, Box 449M, Bluemont, VA 22012
Edward Pye Chamberlayne, 1114 Prince Street, Alexandria, VA 22314
Thomas Crawford, Route 1, Box 449H, Bluemont, VA 22012
Todd Heidelberger, Route 1, Box 449E, Bluemont, VA 22012
Charles Vandervoort, 403 Moorefield Rd., Vienna, VA 22180
Paul T. Zeisset, 129 Kentucky Ave, SE, Washington, D.C. 20003

VI. LIMITATIONS.

No part of the net earnings of the Corporation shall inure to the benefit of any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the second article hereof.

VII. DISSOLUTION.

The duration of the Corporation shall be perpetual, subject to termination only upon the assent given in writing and signed by members entitled to cast two thirds of all votes. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets, shall be mailed to every member at least ninety (90) days in advance of any action taken. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dedicate, grant, convey or assign the assets, both real and personal, to any appropriate public agency, non-profit corporation, association, trust or other organization to be devoted to purposes and uses for which they were required to be devoted by the Corporation.

VIII. INCORPORATORS:

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Virginia, we the undersigned have executed these Articles of Incorporation this 30th day of October, 1993.

<u>Paul Zeisset</u>	<u>Charles G. Vandervoort</u>	<u>Mary Chamberlayne</u>
<u>Ben O. Osborn</u>	<u>Rachel Osborn</u>	<u>Salvator M. Cascio</u>
<u>Elwin K. Goad</u>	<u>Pye Chamberlayne</u>	<u>George C. Darr</u>
<u>Blanca Vandervoort</u>	<u>Frances C. Endicott</u>	