

**ARTICLES OF INCORPORATION
OF
HUNTINGTON FOREST HOMEOWNERS ASSOCIATION**

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned hereby forms a nonstock, not for profit corporation and certifies:

ARTICLE I.

The name of the corporation is Huntington Forest Homeowners Association (the "Association").

ARTICLE II.

The principal office of the Association is Post Office 10099, Alexandria, Virginia 22310.

ARTICLE III.

The address of the initial registered office of the corporation shall be 8133 Leesburg Pike, Ninth Floor, Vienna, Fairfax County, Virginia 22182; and the name of the initial registered agent for the said corporation shall be Rees Broome, PC which is a domestic professional corporation registered and qualified to conduct business in the Commonwealth of Virginia, and whose business office is the same as the registered office herein.

ARTICLE IV.

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 assure the maintenance, preservation and architectural control of the improved Lots and to own, improve, maintain and preserve the Common Areas of Kings Landing as more fully defined in the Declaration recorded in Deed Book 5529 at Page 316, among the Fairfax County land records, together with all subsequent amendments thereto (collectively the "Declaration"). The Declaration is incorporated herein by this reference. The Association is also formed to promote the health, safety and welfare of the owners within such property 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 and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
2. To fix, levy, collect, and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration and to pay all expenses including all

licenses, taxes, or governmental charges levied or imposed against the Association or the property of the Association;

3. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association, provided that any such conveyance, sale, transfer, lease, or dedication of the Common Elements shall not be in derogation of any requirement of Fairfax County; and

4. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Virginia Nonstock Corporation Act by law may now or hereafter have or exercise.

ARTICLE V. MEMBERSHIP

Every Owner (as defined in the Declaration) of a Lot 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. A Mortgagee in possession of a Lot for the payment of money or the performance of an obligation is not entitled to exercise the Owner's rights in the Association with regard thereto.

ARTICLE VI. VOTING RIGHTS

The Association has one class of membership. Each Lot within the Association shall be entitled to one (1) vote regardless of the number of owners. Membership Voting Rights are as more fully defined in the Bylaws of the Association. A copy of the Bylaws that were approved by the members of the Association on November 21, 1985 is posted on the Association's website at <http://www.hfhoa.org>. The Bylaws, as amended from time to time (the "Bylaws") are incorporated herein by this reference.

ARTICLE VII. BOARD OF DIRECTORS

1. The affairs of this Association shall be managed by a Board of Directors. The number of directors may vary from not less than five, nor more than nine. The initial directors shall be Nine (9) which number may be decreased or increased in accordance with the provisions contained in the Bylaws. The name and address of the persons who are acting in the capacity of the initial Directors are as follows:

Jon Butterbaugh
Steve Williams

6218 Gentle Lane, Alexandria VA 22310
3306 Gentle Court, Alexandria VA 22310

Jack Eyler	3300 Gentle Court, Alexandria VA 22310
Debbie Halla	6245 Gentle Lane, Alexandria VA 22310
Laura Miller	6285 Gentle Lane, Alexandria VA 22310
John Schaefer	6286 Gentle Lane, Alexandria VA 22310
Kathy Spitzer	3300 Fallen Tree Court, Alexandria VA 22310
Arienne Reilly	6210 Gentle Lane, Alexandria VA 22310
Brendan O'Dowd	6229 Gentle Lane, Alexandria VA 22310

2. The election and term of the office of Directors is set forth in the Bylaws.
3. The procedures concerning vacancies on the Board of Directors and the removal of directors are set forth in the Bylaws.

ARTICLE VIII.

LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Liability and Indemnification.

A. No officer or director or committee member of the Association (collectively for Section 1 of this Article VIII referred to as "Director" or "Directors") shall have personal liability to the Association or its Members for damages for any breach of duty in such capacity, provided that the foregoing shall not eliminate or limit the liability of any Director if a judgment or other final adjudication adverse to him or her establishes that his or her actions or omissions involve willful misconduct or a knowing violation of the criminal law. No amendment to or repeal of this Article shall apply to, or have any effect on, the liability or alleged liability of any Director of the Association for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Virginia Nonstock Corporation Act is hereafter amended to expand or limit the liability of a Director, then the liability of a Director of the Association shall be expanded to the extent required or limited to the extent permitted by the Virginia Nonstock Corporation Act, as so amended.

B. The Association shall indemnify any person who was or is a party or a witness in or is threatened to be made a party to any pending, threatened or completed civil, criminal, administrative or arbitral action, suit or proceeding, and any appeal therein or any inquiry or investigation which could lead to such action, suit or proceeding ("proceeding") by reason of the fact that such person is or was a Director of the Association or, while a Director of the Association, is serving or was serving at the request of the Association as officer, director, employee or agent of another foreign or domestic corporation, or of any partnership, joint venture, sole proprietorship, employee benefit plan, trust, or other enterprise, whether or not for profit, to the fullest extent permitted by the Virginia Nonstock Corporation Act.

C. Any determination as to the right of any person to indemnification shall be by a vote of the Board of Directors of the Association, regardless of whether the persons voting

thereon are parties to or threatened to be made parties to the proceeding or otherwise interested in the outcome of the proceeding.

D. The Association shall pay for or reimburse reasonable expenses incurred in advance of a final disposition of a proceeding if an indemnified person furnishes to the Association a written statement that he or she believes in good faith that his or her conduct was not willful nor a knowing violation of the criminal law and he or she furnishes to the Association a written undertaking to repay the advance if his or her conduct is found to have been willful or knowing violation of the criminal law. The undertaking shall be an unlimited general obligation of the indemnified person, need not be secured and may be accepted by the Association without reference to the financial ability to make repayment.

2. Common or Interested Directors. The Directors shall exercise their powers and duties in good faith and with a duty of loyalty to the interests of the Association. No contract or other transaction shall be permitted between the Association and one or more of its Directors, or between the Association and any association, firm, or entity (including the Declarant) in which one or more of the Directors of the Association are directors, officers or have a pecuniary or other interest, unless all of the conditions specified in any of the following subparagraphs exist:

A. The fact of the common directorate or interest is disclosed or known to the Board of Directors, noted in the Minutes, and the Board authorizes, approves or ratifies such contract or transaction by a vote sufficient for the purpose; and

B. The contract or transaction is commercially reasonable and fair to the Association at the time it is authorized, ratified, approved or executed.

C. Common or interested Directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any contract or transaction; however, such directors may not vote thereat to authorize any contract or transaction.

3. Insurance Coverage. The Board of Directors shall obtain and maintain such insurance coverage as may be reasonably necessary to effectively indemnify the directors and officers of the Association as provided in this Article VIII. The cost of said insurance shall constitute a Common Expense of the Association.

ARTICLE IX. DISSOLUTION

In the event of the dissolution of the Association, and after all liabilities and obligations of the Association have been paid, satisfied and discharged, or adequate provision made therefore, all remaining assets shall be distributed in accordance with a plan of dissolution which has been presented to the Members by the Board of Directors and approved by unanimous consent given in writing and signed by all of the Members.

**ARTICLE X.
DURATION**

If not dissolved, the Association shall exist perpetually.

**ARTICLE XI.
AMENDMENTS**

The affirmative vote of at least 75% of the Members at a duly called and conducted membership meeting is required to amend these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has set his/her hand and seal this 4th day of December, 2007.

12/4/07
Date

4 Dec '07
Date

12-4-07
Date

4 Dec 2007
Date

12-4-07
Date


12-4-07
Date

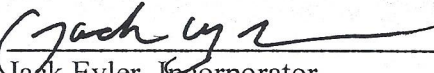
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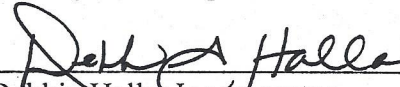
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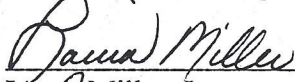
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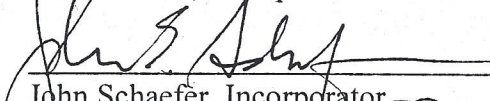

Jon Butterbaugh, Incorporator

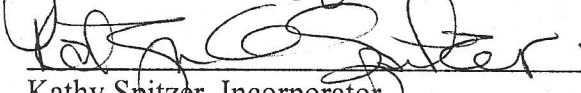

Steve Williams, Incorporator

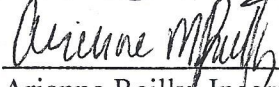

Jack Eyler, Incorporator

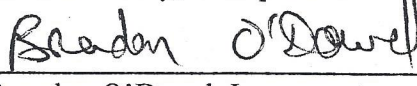

Debbie Halla, Incorporator


Laura Miller, Incorporator


John Schaefer, Incorporator


Kathy Spitzer, Incorporator


Arienne Reilly, Incorporator


Brendan O'Dowd, Incorporator