

ARTICLES OF INCORPORATION ALLIANCE OF RESTON CLUSTERS AND HOMEOWNERS

We hereby associate to form a non-profit, nonstock membership corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia as amended, known as the "Virginia Nonstock Corporation Act," and to that end set forth the following (with initially capitalized terms having the meaning given them in this document unless they have a pre-existing, generally understood meaning, such as "Code of Virginia"):

ARTICLE I – NAME

The name of the Corporation is the Alliance of Reston Clusters and Homeowners.

ARTICLE II – PURPOSE

The Alliance of Reston Clusters and Homeowners is being created to share resources and promote the common interests among homeowner associations and groups of homeowners in the area within Fairfax County commonly referred to as "Reston," as that may change from time to time (including any residences within Fairfax County's Small Tax District #5 or the document known as the Reston Master Plan on file with Fairfax County). In particular, the purposes for which the Corporation is organized are as follows:

1. Serve as a resource for the General Members and their leadership in connection with the management of those associations.
2. Facilitate the gathering and exchange of information relative to the management of Reston's homeowner associations, or on matters of concern or affecting the broader Reston community of which they are a part.
3. Ensure the Members are aware of local issues affecting them and that they have a full and fair opportunity to participate in the decision process related to those issues.
4. To collaborate with and, as appropriate, participate in other local not-for-profit ventures or organizations that support or promote the interests of the Corporation's Members.
5. To do any lawful things and acts the Corporation may from time to time, at its discretion, deem to be for the benefit of its Members and the Reston community.
6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.
7. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – CATEGORIES OF MEMBERSHIP

1. General Membership in the Corporation shall be open to the following groups:
 - (a) Any legally-constituted homeowner or condominium association located in Reston and registered with the Commonwealth of Virginia whose board of directors has elected to participate in the Corporation and has agreed to be bound by the Corporation's Governing Documents and conditions of membership.
 - (b) Any informal homeowner group comprised of at least ten individual homeowners located in a cognizable neighborhood within Reston, provided:
 - (i) such group may not be located within an existing homeowner association described in Article III.1(a) above;
 - (ii) such group has submitted a valid petition consistent with the criteria set forth in the Corporation's Bylaws; and
 - (iii) the Corporation's Board of Directors has approved such petition for membership.
2. Associate Membership in the Corporation shall be open to individual homeowners who:
 - (a) do not reside within a group that has been accepted for General Membership pursuant to Article III.1 above;
 - (b) have submitted an application for membership consistent with the criteria set forth in the Corporation's Bylaws; and
 - (c) the Corporation's Board of Directors has approved such Application.
3. Annual Fee. General and Associate Membership in the Corporation may require the payment of an annual membership fee as set forth in the Corporation's Bylaws.
4. Voting Rights.
 - (a) Each General Member, through its designated Member Representative, shall be entitled to cast one vote for the election or removal of directors, for Bylaws or amendments to the Bylaws, for amendments to these Articles of Incorporation, or for any motions brought to the Members by the Board of Directors for a vote.
 - (b) Associate Members shall be allowed to vote as set forth in the Corporation's Bylaws.

ARTICLE IV – PROVISION FOR INTERNAL AFFAIRS OF THE CORPORATION

1. The number of Directors shall be as fixed by the Corporation's Bylaws, but not less than five nor more than eleven. Unless otherwise specified in these Articles, the term and manner of election of Directors and Officers shall be provided in the Bylaws of the Corporation and may only be altered by a vote of the Members as provided in the Bylaws.
2. Only Members, including representatives of General Member organizations, shall be eligible to serve as Directors of the Corporation. Only one person per General Member organization may serve as a Director at the same time. Only one Associate Member may serve as a Director at the same time. Directors must maintain a principal residence within Reston throughout their term in office.
3. The length of the initial term of each of the Directors constituting the initial Board of Directors is set forth in Article VII below.

4. The first election of Directors by the Members of the Corporation shall be held at the first annual meeting of the Members. An initial Director may stand for re-election, provided they meet the qualifications for Director as set forth in the Corporation's Bylaws.
5. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled by a majority vote of the remaining Directors at a Board of Directors meeting in which a quorum (as defined in the Bylaws) is present. Any Director elected to fill a vacancy shall serve out the remainder of the term of the Director being replaced.
6. The management of the affairs of the Corporation shall be vested in the Board of Directors. The Directors may delegate such powers of authority to other persons or committees as it deems appropriate for the proper management of the Corporation. Committees designated by the Bylaws or established by the Board of Directors shall exercise the authority of the Board of Directors in accordance with the Corporation's Bylaws and subject to all provisions of Title 13.1 of the Virginia Nonstock Corporation Act.
7. 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, and such other matters concerning the conduct of membership meetings as they deem fit.
8. The Board of Directors may, after affording the Member an opportunity to be heard, suspend any Member from membership if the annual membership fee is not paid as set forth in the Bylaws.
9. Quorum.
 - (a) At any meeting of the Corporation at which a vote is scheduled, a quorum shall exist if at least twenty percent of the General Members are represented, in person or by proxy, at the beginning of such meeting. Once a General Member is deemed present at a meeting, such General Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting.
 - (b) If at any meeting of the Corporation a quorum is not present, a majority of the Members who are present at such meeting in person or by proxy may:
 - (i) recess the meeting to a time not more than forty-eight hours after the time the original meeting was called at such place, date and time as such Members may agree; or
 - (ii) adjourn the meeting to a time not less than forty-eight hours nor more than thirty days after the time the original meeting was called at such date and place as such Members may agree. In either event, the Secretary shall announce the place, date and time at the meeting and make other reasonable efforts to notify all Members of such date, time and place.
10. Subject to conditions and qualifications set forth in Title 13 of the Commonwealth of Virginia Nonstock Corporation Act, the Corporation shall indemnify and hold harmless any Director or Officer, or former Director or Officer, or any person serving or who has served on any committee of the Corporation (standing, ad hoc, temporary, permanent, or otherwise), from and against any and all actions, causes of action, suits, debts, liabilities, obligations, costs, expenses, sums of money, controversies, accounts, reckonings, liens, bonds, damages, judgments, executions, claims, and demands of any kind whatsoever, at law or in equity, direct or indirect, known or unknown, discovered or undiscovered, including without limitation attorney's fees, judgments, and amounts paid in settlement, that may arise or be asserted in connection with any such individual's service, whether through action or inaction, on behalf of the Corporation. The provisions of this section shall not apply to the actions or inactions of any Director, Officer, or appointee that are the product of willful misconduct or a knowing violation of the criminal law.

ARTICLE V – CONFLICT BETWEEN LAWS

The provisions of the Virginia Nonstock Corporation Act, Section 13.1.801, et al., Virginia State Code, as may be amended from time to time, are hereby incorporated into these Articles of Incorporation by reference. To the extent there is a difference between these Articles of Incorporation and the Virginia Nonstock Corporation Act, then the provisions of these Articles shall prevail to the full extent permitted by law.

ARTICLE VI – REGISTERED OFFICES AND INITIAL REGISTERED AGENT

- (a) The Corporation’s initial registered office address is 2005 Turtle Pond Drive, Reston, Virginia. The registered office is physically located in the County of Fairfax.
- (b) The name of the Corporation’s initial registered agent is: Frank Pfeilmeier, an individual who is a resident of Virginia and an initial Director of the Corporation.

ARTICLE VII – NAME, ADDRESS AND INITIAL TERMS OF DIRECTORS

The names, addresses and initial terms of the initial Directors are:

Frank Pfeilmeier	2005 Turtle Pond Drive	Reston, Virginia 20191
Robert Goudie	1979 Logan Manor Drive	Reston, Virginia 20190
George Kain	11621 Quail Ridge Court	Reston, Virginia 20194
Marcia McDevitt	1587 Inlet Court	Reston, Virginia 20190
Steve Roberts	2306 Noble Victory Court	Reston, Virginia 20191

Each of the above initial directors shall serve until the Corporation’s annual meeting in 2005.

ARTICLE VIII

All amendments of these Articles shall require the approval of a two-thirds vote of the Board of Directors at a meeting in which a quorum (as defined in the Bylaws) is present and a two-thirds vote of the General Members at a meeting in which a quorum (as defined in the Bylaws) is present. An amendment shall become effective on the date when the State Corporation Commission of Virginia issues a certificate of amendment.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this 27th day of May, 2004:

Incorporator

Frank Pfeilmeier