

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JULY 26, 2013

The State Corporation Commission has found the accompanying articles submitted on behalf of
GEORGE MASON FOREST HOMEOWNERS ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

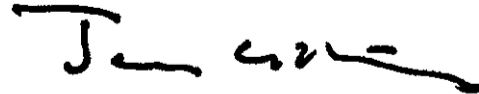
CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the
Commission, effective July 26, 2013.

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

A handwritten signature in black ink, appearing to read "James C. Dimitri", written over a horizontal line.

James C. Dimitri
Commissioner

ARTICLES OF RESTATEMENT
for
GEORGE MASON FOREST HOMEOWNERS ASSOCIATION, INC.

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to and after restatement is GEORGE MASON FOREST HOMEOWNERS ASSOCIATION, INC.
2. The restatement contains amendments to the articles of incorporation.
3. The text of the corporation's Amended and Restated Articles of Incorporation is attached hereto.
4. The restatement was adopted by the corporation on July 1, 2013.
5. The restatement was proposed by the corporation's board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present, there being only one voting group:

- (a) The total number of votes cast for and against the restatement by each voting group entitled to vote separately on the restatement was:

<i>Voting group</i>	<i>Total votes FOR</i>	<i>Total votes AGAINST</i>
<u>Class A Members</u>	166	3

- (b) And the number cast for the restatement by each voting group was sufficient for approval by that voting group.

GEORGE MASON FOREST HOMEOWNERS ASSOCIATION, INC.

Executed in the name of the corporation by:

Tena R. Bluhm [signature] July 3, 2013 [date]
Tena R. Bluhm [printed name] President/Director [title]

0195217-5 [State Corporation Commission ID No.]

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GEORGE MASON FOREST HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 13.1-886 and 13.1-889 of the Code of Virginia, as amended George Mason Forest Homeowners Association, Inc. adopts the following Amended and Restated Articles of Incorporation:

(1) **NAME:** The name of the corporation is George Mason Forest Homeowners Association, Inc.

(2) **PURPOSE AND POWERS:** This corporation is a "community association" for purposes of Section 13.1-814.1 of the Code of Virginia and does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of residential lots and common areas within that certain tract of property located in Fairfax County, Virginia, dedicated as George Mason Forest Sections One through Three, Braddock Manor, Braddock Manor Section Two, and Amanda Place, and which are subject to the Declaration of Covenants, Conditions and Restrictions applicable to said property as recorded in the Fairfax County land records and as may be amended from time to time ("Declaration"), and which are collectively and more particularly described in the following documents recorded among the land records:

- DEED OF DEDICATION AND SUBDIVISION OF EASEMENT AND DEED OF CONVEYANCE (Deed Book 5210, Page 56) for George Mason Forest, Section One.
- DEED OF RE-SUBDIVISION (Deed Book 6280, Page 0443) for George Mason Forest, Section One.
- DEED OF DEDICATION, SUBDIVISION, EASEMENT AND CONVEYANCE (Deed Book 5443, Page 941) for George Mason Forest, Section Two.
- DEED OF RESUBDIVISION (Deed Book 5485, Page 0779) for George Mason Forest, Section Two.
- DEED OF DEDICATION, SUBDIVISION, EASEMENT AND CONVEYANCE (Deed Book 5595, Book 0009) for George Mason Forest, Section Three.
- DEED OF RESUBDIVISION (Deed Book 5879, Page 0448) for George Mason Forest, Section Three.
- DEED OF RESUBDIVISION, DEDICATION AND RELEASE (Deed Book 5903, Page 0825) for George Mason Forest, Section Three.
- DEED OF RESUBDIVISION (Deed Book 8011, Page 0065) for George Mason Forest, Section Three.
- DEED OF DEDICATION, SUBDIVISION AND EASEMENT (Deed Book 7237, Page 1483) for Braddock Manor section.
- DEED OF DEDICATION, SUBDIVISION, DEDICATION, CONVEYANCE & EASEMENT (Deed Book 8787, Page 0305) for Braddock Manor Two section.
- DEED OF SUBDIVISION, DEDICATION, VACATION, EASEMENTS AND RESTRICTIONS (Deed Book 9928, Page 0746) for Amanda Place section.
- DEED OF RESUBDIVISION (Deed Book 13604, Page 0130, et seq.) for Amanda Place.

For the above purposes and to carry out the corporation's functions and responsibilities under the Declaration, the corporation shall have the power and authority to:

a. To take title to and hold, maintain, improve and beautify, without profit to itself, and for the use in common with all the members of this corporation or their families, guests and invitees, such common areas within aforesaid property as may be from time to time conveyed to it in fee simple or be deed of easement; to enforce the covenants, restrictions, easements, reservations, servitudes, profits, licenses, conditions, agreements and liens provided in the 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 aforesaid property and owners and inhabitants thereof, or deemed advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of the owners and inhabitants thereof.

c. To exercise all the powers and privileges and to perform all the duties and obligations of the corporation as set forth in the aforesaid Declaration.

d. To fix, assess, levy, collect, enforce payment by any lawful means, and disburse all charges or assessments created under and pursuant to the terms of aforesaid Declaration.

e. To acquire by gift, purchase or otherwise own, hold, improve, build upon, operate maintain, convey, sell, lease, transfer, dedicate or otherwise dispose of real or personal property in connection with the affairs of the corporation.

f. To borrow money, pledge, mortgage, deed in trust, hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

g. To have and to exercise any and all powers, rights and privileges, which a corporation organized under Chapter 10 of Title 13.1 of the Code of Virginia by law, may now or hereafter have or exercise.

(3) **INTERNAL AFFAIRS:** Provisions for the internal affairs of the corporation are:

a. **Organization.** 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 or members of the corporation. The corporation shall not pay compensation to its members, directors or officers in their capacity as such; but the fact that a person is a member, director or officer shall not disqualify that person from receiving compensation for the services actually rendered to the corporation at its request.

b. **Membership.** The following shall be members of the corporation. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the corporation including contract sellers, shall be members of the corporation. When more than one person holds such interest in any lot, all such persons shall be members. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership for each lot owned. Membership shall be appurtenant to and may not be

separated from ownership of any lot which is subject to assessment, by the corporation. Ownership of such lot shall be the sole qualification for membership.

c. **Voting rights.** Members in good standing shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, the vote for such lot may be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

(4) **DIRECTORS:** The management of the affairs of the corporation shall be vested in the directors. Only members of the corporation shall be eligible to act as directors of the corporation. The number, terms, and election of Board of Directors shall be fixed by the Bylaws of the corporation. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, or by a sole remaining Director, who shall serve until the next meeting of the corporation at which directors are elected. Any Director elected by the members to fill a vacancy shall serve for the remaining unexpired term of the Director whose position he was elected to fill.

(5) **REGISTERED OFFICE:** The address of the corporation's current registered office is 9994 Ashley Manor Court. The corporation's current registered agent is Fred Knowles, a resident of Virginia and secretary/director of the corporation.

(6) **LIABILITIES:** The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed one hundred fifty per cent (150%) of the corporation's income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.

(7) **AUTHORITY TO MORTGAGE:** Any mortgage by the corporation of the common area conveyed to it in fee simple or by deed of easement for corporation purposes shall have the assent of at least two-thirds (2/3rds) of the votes cast by the membership pursuant to the Declaration.

(8) **AUTHORITY TO DEDICATE:** The corporation shall have the power to dedicate, sell or transfer all or any part of such area so conveyed to it for corporation purposes to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless approved by at least two-thirds (2/3rds) of the votes cast by the membership pursuant to the Declaration.

(9) **DISSOLUTION:** The corporation may be dissolved with the consent of more than three-fourths (3/4) of the entire membership. Upon dissolution of the corporation, the assets, both real and personal, of the corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization 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 this corporation.

(10) **MERGERS AND CONSOLIDATIONS:** To the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall be

approved by at least a two-thirds (2/3rds) vote of those Eligible Members voting in person or by proxy at a meeting duly called for this purpose.

(11) **AMENDMENTS:** Amendment of these Articles shall require the assent of more than two-thirds (2/3) of the entire membership at a meeting of members duly called for that purpose.

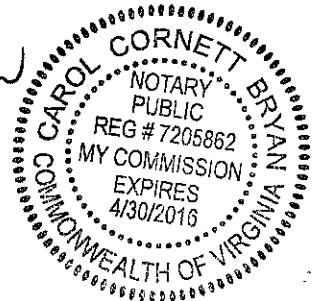
IN WITNESS WHEREOF, The George Mason Forest Homeowners Association Inc. has caused these Amended and Restated Articles of Incorporation to be signed on its behalf by its president and secretary on this 3 day of July, 2013.

Signed By: Tena R. Bluhm Date: 7/3/13
Tena R. Bluhm, President,
George Mason Forest Homeowners Association, Inc.

State of Virginia,
City/County of Fairfax, to wit:

The foregoing instrument was acknowledged before me by Tena R. Bluhm on this 3rd day of July, 2013.

Carol Cornett Bryan
Notary Public



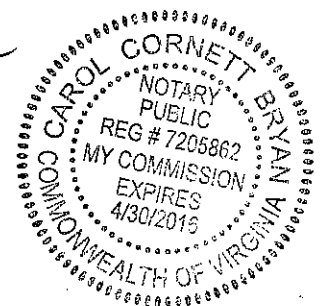
My commission expires: 4-30-16
My notary registration no.: 7205862

Attested To By: Fred Knowles Date: 7/3/13
Fred Knowles, Secretary,
George Mason Forest Homeowners Association, Inc.

State of Virginia,
City/County of Fairfax, to wit:

The foregoing instrument was acknowledged before me by Fred Knowles on this 3rd day of July, 2013.

Carol Cornett Bryan
Notary Public



My commission expires: 4-30-16
My notary registration no.: 7205862