

ARTICLES OF INCORPORATION
OF
WESTERLEY HOMEOWNERS ASSOCIATION

In full compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia, as amended (Virginia Non-Stock Corporation Act, §13.1-801, et seq.), the undersigned incorporators, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-stock corporation not for profit and do hereby certify as follows:

ARTICLE I

NAME

The name of the corporation is WESTERLY HOMEOWNERS ASSOCIATION hereinafter called the "Corporation".

ARTICLE II

REGISTERED OFFICE

The initial registered office of the Corporation is located at 1749 Old Meadow Road, Suite 300, McLean, Virginia 22102, which is situate and located in Fairfax County, Virginia.

ARTICLE III

REGISTERED AGENT

Eric A. Anderson, who is a resident of Virginia and a member of the Virginia State Bar, and whose address is 1749 Old Meadow Road, Suite 300, McLean, Virginia 22102, is hereby appointed the initial registered agent of the Corporation.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation 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 to own, improve, maintain and preserve the Common Area within RICHLAND FOREST PARK Subdivision, Loudoun County, Virginia, and to promote the health, safety and welfare of the residents within such area as may come within the jurisdiction of the Corporation and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation, as provided in Article VIII herein, and for this purpose:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", recorded or to be recorded from time to time in the Office of Clerk of the Circuit Court of Loudoun County, Virginia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or

governmental charges levied or imposed against the property of the Corporation;

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 Corporation;

4. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members and provided that any such dedication, sale or transfer shall not conflict with the designation of the Common Area as open space. No such dedication, sale or transfer shall be effective unless assented to by more than two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer;

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

ARTICLE V

MEMBERSHIP

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 a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest

merely as security for the performance of an obligation. 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.

ARTICLE VI

VOTING RIGHTS

The Corporation shall have three classes of voting membership:

Class A: Class A members shall be all those Owners as defined in Article V with the exception of the Declarant⁷ and the Builder. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be UTC Development, Inc., its successors and assigns. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V; provided, however, that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B and

Class C membership, or

(b) January 1, 2004.

Class C: The Class C member shall be Centex Homes, its successors and assigns. The Class C member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V; provided, however, that the Class C membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B and Class C membership, or

(b) January 1, 2004.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors, who need not be members of the Corporation. The number of directors shall be established in the By-Laws, and may be changed by amendment of the By-Laws. The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who are to act in the capacity of the initial Board of Directors until the selection of their successors are:

Howard B. Katz	12150 East Monument Drive Suite 110 Fairfax, Virginia 22003
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Leon O'Rourke	12150 East Monument Drive Suite 110 Fairfax, Virginia 22003
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Jano Cymes

12150 East Monument Drive
Suite 110
Fairfax, Virginia 22003

The term of office for all directors shall be three (3) years, with the exception of the initial board of directors after the Class B and C memberships cease, which board shall serve staggered terms as provided in the By-laws. At each annual meeting, the members shall elect directors to replace those directors whose terms have expired.

ARTICLE VIII

ANNEXATION OF ADDITIONAL PROPERTIES

The Corporation may, at any time, annex additional areas and provide for maintenance, preservation and architectural control of residence lots, as such annexation shall be authorized in the Declaration.

ARTICLE IX

AUTHORITY TO DEDICATE

The Corporation shall have the power to dedicate or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members and approved by Statute, provided such dedication or transfer shall be approved by an affirmative vote at a duly called meeting, at which a quorum is present, of more than two-thirds (2/3), in person or by proxy, of each class of members entitled to vote.

ARTICLE X

DISSOLUTION

The Corporation shall not be dissolved nor shall any common open space be disposed of by sale or otherwise, except to an organization conceived and organized to own and maintain common open space, without first offering to dedicate the same to Loudoun County or another appropriate governmental agency or without the approval of the appropriate agency of Loudoun County, Virginia. Upon such provision for disposition of the common open space, the Corporation may be dissolved with the assent, given in writing and signed by not less than two-thirds (2/3) of each class of members entitled to vote.

ARTICLE XI

DURATION

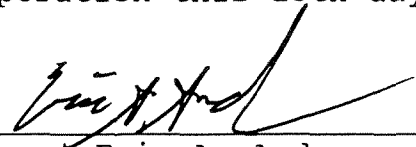
The Corporation shall exist perpetually.

ARTICLE XIII

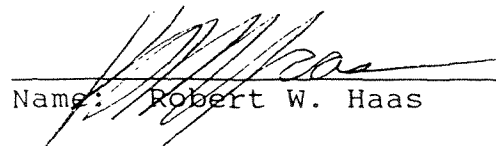
AMENDMENTS

Amendment of these Articles shall require that assent at a duly held meeting, of seventy-five percent (75%) of the votes, in person or by proxy, entitled to be cast by the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Laws of the Commonwealth of Virginia, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 13th day of August, 1997.



Name: Eric A. Anderson



Name: Robert W. Haas