

ARTICLES OF INCORPORATION

OF

BENTANA WOODS WEST CLUSTER ASSOCIATION
FOR BLOCK 2, SECTION 19, RESTON, VIRGINIA

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

1. The name of the corporation is to be BENTANA WOODS WEST CLUSTER ASSOCIATION.

2. The purpose or purposes for which the corporation is organized are:

(a) To take title to , hold, maintain, improve, and beautify, without profit to itself, for the use in common of all the members thereof, their families, guests, and invitees, such parking areas, streets, open spaces, paths, and other facilities, conveyed to it pursuant to a Deed of Resubdivision and Easement Agreement recorded in the Clerk's Office of Fairfax County, Virginia on May 13, 1972 in Deed Book 3617 at page 228, or pursuant to any subsequent deed resubdividing the land dedicated as aforesaid; to enforce the covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements, and liens provided in the Deed of Resubdivision and Easement Agreement or any subsequent

deed to be enforced by the corporation; and to assess, collect, and disburse the charges created under said Deed or subsequent deed, all in the manner set forth in, and subject to the provisions of, the said Deed or subsequent deed.

(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 property shown within Block 2, Section 19, on the plat attached to the Deed of Resubdivision and Easement Agreement or on any subsequent plat filed pursuant to the provisions of said Deed (hereinafter referred to as the "Property") and the owners and inhabitants thereof or advisable, proper, or convenient for the promotion of the peace, health, comfort, safety, or general welfare of the owners and inhabitants thereof.

3. Provisions for the regulations of the internal affairs of the corporation are:

(a) 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. The corporation may pay compensation in reasonable amounts to its members, directors, or officers, for services, including pensions.

(b) The following shall be members of the corporation:

(1) Bennett of Virginia, Inc., a Virginia corporation (which, together with any successor to all or substantially all its business of developing the community in Reston, is referred to herein as the "Developer of Townhouses"), and

(2) All persons owning of record any dwelling unit on the Property (except a person taking title as security for payment of money or the performance of an obligation).

No person (other than the Developer of Townhouses) shall be a member of the corporation after he ceases to be the owner of record of any dwelling unit on the Property.

The directors of the corporation may, after affording the member an opportunity to be heard, suspend any person from membership in the corporation during any period of time when there exists a violation of any of the provisions of the Deed of Resubdivision and Easement Agreement (including, but not limited to, the failure to make any payment to the corporation when due and payable under the terms of the said Deed) with respect to the dwelling unit he owns or when he is in violation of any rule or regulation adopted by the corporation with respect to the Property.

Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under the Deed of Resubdivision and Easement Agreement

with respect to the dwelling unit he owns and for compliance by himself, his family, guests, and invitees, with the provisions of the said Deed and the rules and regulations adopted by the corporation with respect to the Property.

The qualifications set forth herein for membership in the corporation shall be the only qualifications for such membership.

(c) The members of the corporation shall have the right to vote for the election and removal of directors. Each member of the corporation shall have one vote, except that:

(1) Any person owning a multi-family dwelling or lot and/or more than one dwelling unit or lot shall have the number of votes equal to the number of dwelling units or lots (including any contained in such a multi-family dwelling) owned.

(2) When any dwelling unit on the Property is owned of record in joint tenancy or tenancy-in-common, or in any manner of joint or common ownership, such owners shall collectively be entitled to only that number of votes to which one person would be entitled were he the owner of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the owners of record of such dwelling unit who are entitled to vote with respect thereto.

(3) Only a member of the corporation (other than the Developer of Townhouses) residing in the dwelling unit with respect to which he is entitled to vote, shall have the right to vote.

(d) 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, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit.

(e) The corporation may contract with the Developer of Townhouses or with any other person for the performance, as its agent, of any of the powers, duties, or functions of the corporation which may be lawfully delegated by it.

(f) Subject to conditions and qualifications set forth in the Virginia Non-Stock Corporation Act, the corporation shall indemnify any director or officer, or former director or officer, or any person who may have served at its request as a director or officer of another corporation in which it owns or owned shares of capital stock or of which it is or was a creditor, and the personal representatives of any of the foregoing, against any and all expenses, including attorneys' fees, judgments, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by him in connection with the defense or settlement of any claim, action, suit, or proceeding in which he is made a party, or is a party, or which may be asserted against him by reason of his being or having been such a director or officer, or in connection with an appeal therein, unless he, or his testator, or intestate shall be finally adjudged, in such action, suit,

or proceeding to be liable for negligence or misconduct in the performance or duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise. The corporation shall exist perpetually.

4. The management of the affairs of the corporation shall be vested in the directors. Only members of the corporation, their spouses, and designees of Bennett of Virginia, Inc. shall be eligible to act as directors of the corporation. The length of the initial term of each of the directors constituting the initial Board of Directors is set forth in paragraph 6 below. The first election of directors by the members of the corporation shall be held at the first annual meeting of the members in 1972. The directors elected by the members at the first election of directors and thereafter, shall be elected for a term of three years and until their respective successors are elected. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors 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, and if not previously so filled, shall be filled at the next succeeding meeting of members of the corporation. Any director elected to fill a vacancy shall serve as

such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.


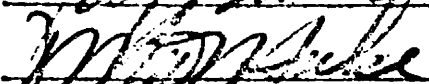
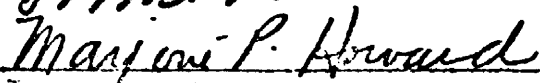
5. The post office address of the initial registered office of the corporation is 11440 Isaac Newton Square, Reston, Virginia 22070. The name of the City or County in which the initial registered office is located is the County of Fairfax, Virginia. The name of the corporation's initial registered agent is Robert M. Perce who is a resident of the State of Virginia, a member of the Virginia State Bar and whose business office is the same as the registered office of the corporation.

6. The number of directors constituting the initial Board of Directors is three and the names, addresses, and length of the initial term of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>	<u>Initial Term</u> (until the annual meeting of members held in:)
Edmund J. Bennett	Silver Spring, Md.	one year
Michael D. Huke	Silver Spring, Md.	two years
Marjorie P. Howard	Silver Spring, Md.	three years

Dated:

8/28/72




Incorporators