

**ARTICLES OF INCORPORATION
OF
TOLLGATE ASSOCIATION**

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:

(a) The name of the corporation is TOLLGATE ASSOCIATION

(b) The purpose or purposes for which the corporation is organized are: [1] To operate and maintain such property as may be conveyed to it pursuant to a deed of dedication made by TOLLGATE, INC. and recorded in Deed Book 4646, Page 286, and Indenture of Covenants, Conditions and Restrictions recorded in Deed Book 4685, Page 316, as parks, open spaces, or other facilities; to enforce the covenants, restrictions, reservations, conditions, agreements, easements and liens to be enforced by the corporation and to assess, collect and disburse the charges created under said indenture in the manner set forth in and subject to the provisions thereof. [2] To do any and all lawful things and acts that the corporation, from time to time, in its discretion, may deem to be for the benefit of The Property subject to the deed, 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.

(c) Provisions for the regulation of the internal affairs of the corporation are: [1] 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 the dissolution or otherwise to any individual. The corporation may pay compensation in reasonable amounts to its members, directors or officers for services. [2] The members of the corporation shall consist of the following:

CLASS A: Class A members shall be all of those owners of property in TOLLGATE Subdivision as defined in Article II of the Indenture heretofore referred to with the exception of the developer. Class A members shall be entitled to one (1) vote for each lot in which they hold an interest required for membership 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 (1) vote be cast with respect to any lot.

CLASS B: Class B members shall be the Developer. The Class B member shall be entitled to three (3) votes for each lot in which it holds an interest required for membership by Article II of the Indenture, provided 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 equals the total votes outstanding in

the Class B membership, or; (b) on January 1, 1981.

No person shall be a member of the Corporation after he ceases to be the owner of record of a portion of the property, and a resident on any portion. The Developer is excepted from this provision.

The Directors of the Corporation may suspend the voting rights of a member during any period of time when there exists a violation of any of the provisions of the Indenture with respect to the portion of the property he owns or on which he resides, if member is notified and fails to correct violation with then (10) days.

[3] 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. [4] The Corporation may contract with the Developer of Tollgate Subdivision or with any other person for the performance, as its agent, of any of the powers, duties, or functions of the Corporation. [5] The management of the affairs of the Corporation shall be vested in the Directors.

(d) The number of Directors constituting the initial Board of Directors shall be three (3).

The names and addresses of the initial Board of Directors are:

A. E. Gentry, Jr.	3126 18th Street, North Arlington, Virginia
Walter Lee Phillips, Jr.	221 Midvale Street Falls Church, Virginia
William M. Baskin	Box 131, Route 2 Sterling, Virginia

The terms of the directors constituting the initial Board of Directors shall be one (1) year and until their respective successors are elected.

The first election of directors by the members of the corporation shall be held at the annual meeting of the members in 1978. The directors elected by the members at the first election of directors and thereafter shall be elected for a three of three (3) years and until their respective successors are elected. Any vacancy occurring in the initial or 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 previous so filled, shall be filled at the next succeeding meeting by 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.

(e) The post office address of the initial registered office is Commonwealth Building, 301 Park Avenue, Falls Church, Virginia. The name of the City or County in which initial name of the initial registered office is located in Falls Church, Virginia, the name of the Registered Agent is William M. Bask, who is a resident of the State of Virginia, and is a member of the Virginia State Bar and whose business office is the same as the registered office of the corporation.

WITNESS the following signatures and seals:

_____(SEAL)
A. E. Gentry, Jr.

_____(SEAL)
Walter Lee Phillips, Jr.

_____(SEAL)
William M. Baskin

STATE OF VIRGINIA,

COUNTY OF FAIRFAX, to wit:

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that A. E. Gentry, Jr., Walter Lee Phillips, Jr. and William M. Baskin, Incorporators of Tollgate Association, whose names are signed to the foregoing Articles of Incorporation, personally appeared before me in my state and County aforesaid and acknowledged the same.

GIVEN under my hand this 29th day of July 1977.

Notary Public

My Commission Expires: _____