

Civic Association of Hollin Hills

Restated Articles of Incorporation

Adopted April 10, 2007

FIRST: The name of this corporation shall be the "Civic Association of Hollin Hills," hereinafter referred to as the Association.

SECOND: The purposes for which the Association is formed are:

(a) To promote the common good and welfare of the people of the community of Hollin Hills, including the provision of swimming, tennis and other recreation facilities for the community.

(b) To acquire and pay for, on such terms and conditions as it may choose, the assets and properties of and to undertake or assume the whole or part of the obligations or liabilities of any person, firm, association, or corporation engaged in the same or similar or some of the same or similar activities and to indemnify any person or persons in connection with such acquisitions and assumptions.

(c) To have one or more offices, to carry on all or any of its operations, and without restriction as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class or description.

THIRD: The Association shall have such powers as may be lawful under the laws of Virginia for a non-stock corporation [Virginia Non Stock Corporation Act, Chapter 10 § 13.801 et seq.] and consistent with all of the provisions of these Articles of Incorporation, and may exercise such powers and do any or all of the things heretofore set forth to the same extent as natural persons might or could do.

FOURTH: The Association shall be operated on a nonprofit basis. In the event of dissolution of the Association, the assets shall not be distributed to the members but shall be transferred to another nonprofit organization having the same general purposes as the Association. No part of the net earnings of the Association shall inure to the benefit of any member or individual. No substantial part of the activities of the Association shall consist of attempting to influence legislation. The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

FIFTH: The duration of the Association shall be perpetual.

SIXTH: Voting membership in the Association shall be open to owners and resident tenants in houses in the Hollin Hills Community in Fairfax County, Virginia, as outlined in the map attached to and made a part of the bylaws of the Association, subject to the payment of such fees and charges as may be prescribed in the bylaws or otherwise determined by the Association membership. Owners and residents houses located in areas contiguous to the Hollin Hills

Community may be admitted to voting membership on the vote of two-thirds of the members present at a special meeting called for this purpose. Where there is more than one owner or more than one resident tenant of a house, one voting membership shall be held jointly by such owners or by such tenants, as the case may be. A resident tenant shall be a tenant of a house who, or whose immediate family, lives therein and who either has entered into a contract with the owner having a duration of one year or more or has lived in the eligible area six months or more immediately preceding application for membership. If the owner of a house does not reside there, both the owner and any resident tenant shall be entitled to be voting members of the Association. The Board of Directors may designate such classes of non-voting members as it deems appropriate and the bylaws of the Association may provide for additional classes of members who shall be entitled to vote on matters relating to their interests.

SEVENTH: Voting membership in the Association shall entitle the holder thereof to the right to vote on all matters that may properly come before the membership and, except as provided herein, to all the rights and privileges of membership, including priority of eligibility in respect to the use of the swimming, tennis and other recreation facilities provided by or through the Association or on land belonging to the Association..

EIGHTH: The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the voting membership. The bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

NINTH: Each voting membership in the Association which is maintained in good standing shall be entitled to one vote on each matter which may properly come before the membership.

TENTH: The affairs of the Association shall be managed by a Board of Directors which shall consist of nine persons, inclusive of the Association officers, subject to increase or decrease as the bylaws may from time to time hereinafter provide, but in no event shall there be fewer than three directors. Directors of the Association shall be selected from among the voting members. Directors for each calendar year shall be selected at or prior to the annual membership meeting held in the previous calendar year in the following manner: At such membership meeting the voting members of the Association in even number years shall elect five and in odd numbered years shall elect four directors to serve for the succeeding two calendar years, and such directors shall be elected for two calendar years. Each director shall hold office for the term for which he or she is elected or designated and until his or her successor shall have been elected or designated. A director may be removed from office for cause by affirmative vote of two-thirds of the voting members present in person, by proxy or by absentee ballot at a meeting called for such purpose. When it shall become necessary to fill any vacancy or vacancies on the Board due to death, resignation, or inability to perform the office, the remaining members of the Board may, by affirmative vote of a majority thereof, appoint a successor, who shall serve until an election at the next membership meeting to fill the unexpired term of the vacancy.

ELEVENTH: The officers of the Association shall, subject to a change as the bylaws may hereafter provide, consist of a President, Vice-President, Treasurer, Recording Secretary and Membership

Secretary, with seniority in that order. Officers shall be elected at the Fall membership meeting, in accordance with a schedule established in the bylaws, to serve for the succeeding two calendar years. Each officer shall hold office for the term for which he or she is elected and until his or her successor shall have been designated. All officers of the Association shall be directors and shall be elected in both capacities from among the Association members. The provisions of Article TEN governing removal of directors and filling of vacancies on the Board of Directors shall apply likewise to removal of officers and filling of vacancies in officer positions. The duties of officers shall be as prescribed in the bylaws.

Note: Articles of Incorporation amended by General Membership December 13, 1990 and April 10, 2007