

ARTICLES OF INCORPORATION

OF

PINECREST SWIM AND TENNIS CLUB, INC.

In compliance with the requirements of Chapter 2 of Title 13.1 of the Code of Virginia, we, the undersigned incorporators, hereby associate for the purpose of forming a non-stock corporation not for profit and to that end set forth the following:

ARTICLE I

The name of the corporation is PINECREST SWIM AND TENNIS CLUB, INC., hereafter called the "Club".

ARTICLE II

The initial registered office of the Club is located at 4084 University Drive in the City of Fairfax, Virginia.

ARTICLE III

John J. Sabourin, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and whose business address is P. O. Box 547, 4084 University Drive, Fairfax (City of Fairfax), Virginia 22030, is hereby appointed the initial registered agent of this Club.

ARTICLE IV

This Club does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide recreational facilities for the use of members of the corporation, their families and guests and to that end to acquire, hold, manage, mortgage, control, improve, lease, sell, change, convey and otherwise dispose of property of any nature, real, personal, or mixed and further to exercise all powers authorized by the laws of the State of Virginia and to do any and all acts and things necessary or convenient to the attainment of the purpose of the corporation.

ARTICLE V

This shall be a membership corporation consisting of two classes of members. The classes of members shall be as follows:

(a) Corporate Members: All members who have paid the initial corporate membership fee shall be Corporate Members. Corporate Members whose dues and assessments are fully paid to date shall be entitled to full voting rights and privileges. Each Corporate Member shall be entitled to one (1) vote.

(b) Associate Members: All members other than Corporate Members shall be Associate Members. Associate Members shall have no voting rights.

ARTICLE VI

The affairs of this Club shall be managed by a Board of five (5) Directors, who need not be members of the Club and such number can be changed only by amendment of the Articles of Incorporation. 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:

Robert L. Hanna	12617 Magna Carta Road Herndon, Virginia 22070
Jackie Gilpin	12620 Magna Carta Road Herndon, Virginia 22070
Kenneth Jones	2627 John Milton Drive Herndon, Virginia 22070
Judith Weiss	2628 John Milton Drive Herndon, Virginia 22070
Richard Pietrowicz	2621 Puritan Court Herndon, Virginia 22070

At the first annual meeting the members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and as the terms of such directors expire, new directors shall be elected for terms of three years.

ARTICLE VII

The Club shall indemnify the directors, officers, employees and agents of the Club to the extent permitted by law.

ARTICLE VIII

The Club shall exist perpetually.

ARTICLE IX

Amendment of these Articles of Incorporation shall require the assent at a duly held meeting at which a quorum is present of two-thirds (2/3) 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, we, the undersigned, constituting the incorporators of this Club, have executed these Articles of Incorporation this _____ day of _____, 19____.

ROBERT L. HANNA

JACKIE GILPIN

KENNETH JONES

JUDITH WEISS

RICHARD PIETROWICZ