

ARTICLES OF INCORPORATION
OF
NORTHFIELD ESTATES HOMEOWNERS' ASSOCIATION, INC.

The undersigned, hereby forms 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 as follows:

ARTICLE ONE

The name of the corporation is NORTHFIELD ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE TWO

The purposes for which the corporation is organized are as follows:

(a) The 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 the maintenance, preservation and architectural control of the residential lots and common area within that certain tract of real property situate in the City of Harrisonburg, Virginia, known as Northfield Estates Subdivision, as presently platted, and such other areas of Northfield Estates Subdivision as may in the future be platted and designated by the developer to be within the control of the corporation and further to own properties such as the common areas for the benefit of its members and to own and operate any and all facilities in

connection with the serving of its membership, including, but not limited to, recreational facilities, to provide maintenance of common areas, providing of utility and television services where appropriate, and further to control and to regulate control of the property, pursuant to the covenants and subdivision restrictions affecting said property.

(b) To do all things lawful, necessary, or incident to the accomplishment of the purposes set forth above; to exercise all lawful powers now possessed by Virginia corporations of similar character, and to engage in any business in which a corporation organized under the laws of Virginia may engage except any business that is required to be specifically set forth in the Articles of Incorporation.

(c) The objects, powers, and purposes specified in any clause or paragraph hereinabove contained shall be construed objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Virginia; and it is hereby expressly provided that the foregoing enumeration of specific powers shall in no way limit or restrict any other power, object, or purpose of the corporation, or in any manner affect any general powers of authority of the corporation as granted by Title 13.1, Chapter 2.

ARTICLE THREE

There shall be two classes of voting membership of the Corporation:

Class A. Class A members shall be the record owner,

whether one or more persons or entities, of title to any lot which is a part of the Northfield Estates Subdivision, but shall exclude those having such interests merely as security for the performance of an obligation. A Class A member shall be entitled to one vote for each lot in which said member holds an ownership interest. When more than one person holds an 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. Class B members shall be the subdivision developer or its successor as developer, and Class B members shall be entitled to three votes for each lot which it owns in the Northfield Estates Subdivision, provided that 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 number of votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or (b) on January 1, 1979, unless additional land is annexed and subjected to the Declaration of Covenants, Conditions and Restrictions of Northfield Estates, Sections One and Two, and in that event the effect of this conversion shall be delayed for two years after any such annexation.

ARTICLE FOUR

At meetings for the election of directors and at

meetings required for any other purpose, for each director or any other matter to be voted, Class A members shall be entitled to one vote per lot as provided above and Class B members shall be entitled to three votes per lot as provided above.

ARTICLE FIVE

The initial registered office of said corporation in the Commonwealth of Virginia is to be located at 90 North Main Street, City of Harrisonburg, Virginia. The initial registered agent of this corporation shall be Glenn M. Hodge, who is a resident of Virginia, whose business office is identical with the registered office, and who is a member of the Virginia State Bar.

ARTICLE SIX

The initial Board of Directors who shall manage the affairs of this corporation shall consist of three in number and the names and addresses of the initial directors who are to hold office until the first election of directors are as follows:

Kenneth A. Patrick	301 Burnside Street Annapolis, MD 21403
K. Michael Patrick	301 Burnside Street Annapolis, MD 21403
Leala M. Patrick	301 Burnside Street Annapolis, MD 21403

IN WITNESS WHEREOF, I hereunto set my hand this 15th day of April, 1977.

/s/

Glenn M. Hodge

INCORPORATOR