

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, July 14, 1994

This is to Certify that the certificate of incorporation of

SOUTHWIND SHORES, SECTION II, PROPERTY OWNERS
ASSOCIATION, INC.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

July 14, 1994



State Corporation Commission

William J. Bridge

Clerk of the Commission

NOTICE

1. Corporate name. The certificate shows the exact name of the corporation as stated in its articles of incorporation. If the corporation operates under a name other than its exact name, it must comply with the fictitious name statutes, Section 59.1-69 *et seq.* of the Code of Virginia.
2. Registered agent and registered office. The registered agent of the corporation, as recited in the articles of incorporation, remains the registered agent until a new registered agent is appointed and a Form SCC 635/834 is filed with the Clerk of the Commission. *Papers mailed to the registered agent at the registered office address are deemed legally to have been received by the corporation.* This is true even if the agent has moved, resigned or is dead. If the agent dies, resigns or changes the registered office address the corporation must immediately file Form 635/834. If the agent is not a member of the Virginia State Bar, Form 635/834 must be filed whenever the agent ceases to be an officer or director of the corporation. The law requires that the corporation always have a registered agent and registered office in Virginia.
3. Annual reports and annual registration fees. An annual registration fee is assessed against the corporation every January 1. The fee is based upon the corporation's authorized number of shares as stated in its articles of incorporation or any amendment thereto, *on record with the Clerk of the Commission as of January 1.* (Nonstock corporations pay \$25.) Payment of the fee, as assessed, is due by April 1 of each year under present law. Similarly, the corporation must file an annual report by each April 1. NOTE, that this means the Commission must receive the report or fee on or before April 1. Postmarks are not considered.

The annual report form and registration fee statement is mailed to the corporation's registered agent at the registered office address approximately the first week of February each year. *If the corporation does not receive a mailing from the Commission by the first week of March of any year, something is wrong and it should contact the Clerk's Office immediately.* Failure to pay the registration fee on time will result in a monetary penalty, and, ultimately, on September 1, automatic termination of the corporation's existence. Failure to file an annual report also ultimately will result in termination of the corporation's existence. Notices of delinquency and impending termination of corporate existence are sent to the registered agent in the summer of the year. If the corporation has not paid its annual registration fee or filed its annual report, and has not received any mailings from the Commission by August of the year, it should contact the Clerk's Office, because something is wrong, and it is headed for termination on September 1.

4. Voluntary dissolution and termination. The corporation may voluntarily dissolve and terminate its existence by filing articles of dissolution and articles of termination with the Clerk of the Commission. Packaged forms and instructions may be obtained from the Clerk's Office. If termination is completed before March 15 of any year, the annual registration fee assessed on January 1 of the year will be cancelled. If termination is not completed before March 15, the fee must be paid.

19 4 0 7 3 0 3 3 7

RAYMOND J. SHELESKY

ATTORNEY AT LAW

SUITE 301A

10625 JONES STREET

FAIRFAX, VIRGINIA 22030

(703) 273-0540

TELECOPIER
(703) 385-0222

WASHINGTON OFFICE
1401 SIXTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

July 12, 1994

State Corporation Commission
Post Office Box 1197
Richmond, VA 23209

Re: SOUTHWIND SHORES, SECTION II,
PROPERTY OWNERS ASSOCIATION,
INC.

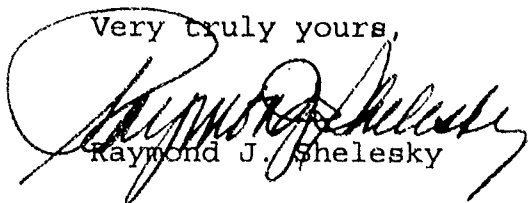
Dear Sir or Madam:

940714 0049

Enclosed please find the Articles of Incorporation for the above-captioned corporation being formed. I have, also, enclosed my check in the sum of \$75.00 for filing.

Should you have any questions, please do not hesitate to call me.

Very truly yours,


Raymond J. Shelesky

Enclosures

City of Fairfax

CF \$50.00

FF 25.00

\$75.00

2 7/14/94

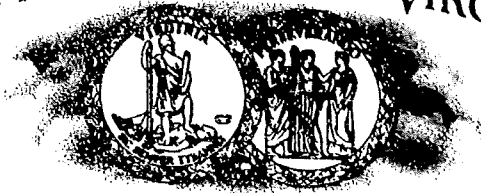
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HULLIHEN WILLIAMS MOORE
CHAIRMAN

PRESTON C. SHANNON
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA



WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23209-1197

STATE CORPORATION COMMISSION

July 14, 1994

RAYMOND J. SHELESKY
ATTORNEY AT LAW
10625 JONES ST STE 301 A
FAIRFAX, VA 22030

RE: SOUTHWIND SHORES, SECTION II, PROPERTY OWNERS
ASSOCIATION, INC.
ID: 0430759 - 1
DCN: 94-07-14-0049

This is your receipt for \$75.00 covering the fees for filing
articles of incorporation with this office.

The effective date of the certificate of incorporation is July 14,
1994.

Sincerely yours,

William J. Bridge
Clerk of the Commission

CORPACPT
CIS20423

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

July 14, 1994

The State Corporation Commission has found the accompanying articles submitted on behalf of

SOUTHWIND SHORES, SECTION II, PROPERTY OWNERS
ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective July 14, 1994.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20423
94-07-14-0049

ARTICLES OF INCORPORATION

OF

SOUTHWIND SHORES, SECTION II, PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, incorporators, desiring to form a non-profit corporation under the Non-Profit Corporation Law of the State of Virginia, do hereby certify:

First: The name of the corporation shall be SOUTHWIND SHORES, SECTION II, PROPERTY OWNERS ASSOCIATION, INC.

Second: The place in the state where the registered office of the corporation is to be located is 10625 Jones Street, Suite 301A, Fairfax, Virginia 22030, City of Fairfax. The initial registered agent will be RAYMOND J. SHELESKY, a resident of Virginia and a member of the Virginia State Bar whose address is the same as the registered office for said corporation. The number of directors constituting the initial Board of Directors will be two. The duration of the corporation is to be perpetual.

Third: Said corporation is organized to promote the well being of the owner or owners of lot or lots at SOUTHWIND SHORES SUBDIVISION, SECTION II, to include maintenance of common areas, driveways and all things attendant thereto, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Fourth: The corporation is to have three classes of members known as members, associate members and the developer. Directors

RETURN TO:
RAYMOND J. SHELESKY ATTY
10625 JONES ST., SUITE 301 A
FAIRFAX, VA. 22030

shall be selected by those members as set out in the by-laws and the developer. The names and addresses of the persons who are the initial directors of the corporation are as follows:

RAYMOND J. SHELESKY
10625 Jones Street, Suite 301A
Fairfax, VA 22030

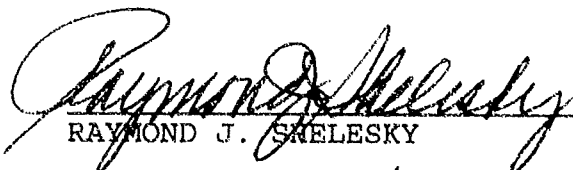
MOHAMMAD ALIABADI
4408 Wakefield Chapel Road
Annandale, VA 22003

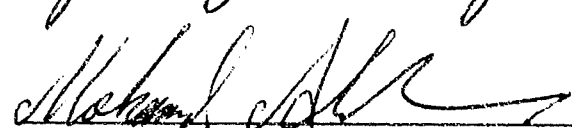
Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 12th day of July, 1994.

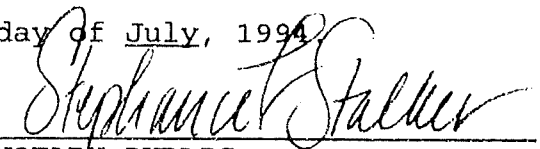

RAYMOND J. SHELESKY


MOHAMMAD ALIABADI

STATE OF VIRGINIA
COUNTY OF FAIRFAX, to-wit:

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that RAYMOND J. SHELESKY and MOHAMMAD ALIABADI, whose names are signed to the above writing, have this day personally appeared before me and acknowledged the same.

Given under my hand this 12th day of July, 1994


NOTARY PUBLIC

My Commission Expires: 4-30-97