

**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
FAIR OAKS ESTATES HOMEOWNERS ASSOCIATION**

This FIRST AMENDMENT to the ARTICLES OF INCORPORATION (“Articles”) of the FAIR OAKS ESTATES HOMEOWNERS ASSOCIATION (“Association”) is made this _____ day of _____, 2009, by the Association.

WITNESSETH

WHEREAS, the Fair Oaks Estates Homeowners Association (“Association”) was created by a Declaration of Covenants, Conditions and Restrictions recorded among the land records of Fairfax County, Virginia on October 3, 1980, and recorded at Deed Book 5480, Page Number 1033, *et seq*, and,

WHEREAS, the Association was incorporated as a Virginia nonstock corporation (property owners’ association) by the filing of Articles of Incorporation with the State Corporation Commission, and the issuance by that Commission of a certificate of incorporation on or about August 1, 1980; and,

WHEREAS, Article XV (*Amendments*) of the Articles of Incorporation require that any amendment hereof “shall require the assent at a duly held meeting at which a quorum is present of seventy-five percent (75%) of the votes, in person or by proxy, entitled to be cast by the entire membership...”; and,

WHEREAS, Article VII (*Board of Directors*) of the Articles states in pertinent part that the Association shall be managed by a Board of three (3) Directors... “and such number can be changed only by amendment to the Articles of Incorporation; and

WHEREAS, the Board of Directors has decided that increasing the number of serving directors to not less than five (5), and allowing for expansion of same to not more than seven (7) directors by a resolution of the Board, would be in the best interests of the Association; and,

NOW, THEREFORE, the Articles of Incorporation are amended as follows.

The existing Article VII (*Board of Directors*) shall be deleted in its entirety, and the following shall be substituted therefor:

ARTICLE VII

BOARD OF DIRECTORS

A. The affairs of this Association shall be managed by a Board of five (5) Directors, which number may be expanded to a maximum of seven (7) Directors upon a duly approved and adopted resolution of the Board. Members of the Board of Directors shall be members in good standing of the Association. "Good standing" shall be defined herein as being current in the payment of all general and special assessment obligations as set forth in the Declaration of Covenants, Conditions and Restrictions, and having one's lot in compliance with the restrictive covenants set forth in the aforementioned Declaration and with any rules/regulations as may be promulgated from time to time by the Association, acting through the Board of Directors or the Architectural Review Board.

B. The terms of directors shall be staggered so as to ensure continuity of serving Board members. The staggered scheme shall be established by initially assigning three (3), two (2), and one (1) years terms as necessary, with the term length determined by the number of votes received, with the highest number of votes receiving the three (3) year term(s). Thereafter, the normal term of a director shall be three (3) years. In the event that the Board is expanded to seven (7) directors, the Board shall endeavor to maintain the staggered scheme in the same general manner as set forth above. That notwithstanding, the failure or inability of the Association to preserve a staggered scheme on the Board of Directors shall not be deemed as a defect to any serving Board, and such Board shall enjoy all powers and authority, and shall be burdened with the same duties, as a staggered Board of Directors. Directors shall serve until succeeded in their position by a successor duly elected by the Association, or until resignation, removal or incapacity. There shall be no limit to the number of terms a director may serve.

In all other respects the Articles of Incorporation of the Association remain unchanged and in full force and effect, except with respect to amendments which may from time to time be approved, executed and enacted by the Association acting in accordance with its governing documents.

IN WITNESS WHEREOF, on behalf of the Board of Directors and the Association, I cause this Amendment to the Articles of Incorporation to be executed and filed on the aforementioned date. I certify that this First Amendment to the Articles of Incorporation was approved by the membership in accordance with the requirements of Article XV of the Articles of Incorporation of the Fair Oaks Estates Homeowners Association.

**FAIR OAKS ESTATES
HOMEOWNERS ASSOCIATION**

By: _____
President

Attest: _____
Board Secretary

**COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX**

This First Amendment to the Articles of Incorporation was acknowledged before me by _____, President, Fair Oaks Estates Homeowners Association on the _____ day of _____, 2009.

Notary Public

My Commission Expires: