

***RIVER PLACE NORTH HOUSING
CORPORATION***

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
RIVER PLACE NORTH HOUSING CORPORATION

ARTICLE 1

NAME

The name of this corporation is River Place North Housing Corporation, which is hereby incorporated as a stock corporation pursuant to Chapter 1 of Title 13.1 of the Code of Virginia. The duration of the corporation shall be perpetual.

ARTICLE 2

PURPOSES

The primary purpose of the corporation is to provide homes for its shareholders by leasing to them, under leases commonly known as proprietary leases, apartments in the building located at 1121 Arlington Boulevard, Arlington, Virginia, as the corporation may own or in which the corporation may acquire an estate for years or leasehold interest. Each of the shareholders of the corporation shall be entitled (solely by reason of his ownership of shares in the corporation) to occupy for dwelling purposes an apartment or apartments in such building. The corporation is organized to acquire, hold, encumber, lease and convey any estates or interests in all or any portion(s) of the land and improvements located at the above address; to provide for the operation, regulation, care, maintenance, insurance, repair, repainting, remodeling, restoration, improvement, renovation, alternation, remodeling, restoration, improvement, renovation, alternation, replacement and reconstruction of the property thus acquired; and to transact all lawful business incident thereto or in connection therewith, including (without limitation) the exercise of the powers contemplated by Section 13.1-2.1 of the Code of Virginia and any other powers now or hereafter conferred by law on Virginia stock corporation.

ARTICLE 3

SHARES

The aggregate number of shares which the corporation shall have the authority to issue shall be Nine Hundred Ninety-Nine Thousand Nine Hundred and Ninety-Four (999,994) shares of the par value of One Cent (\$0.01) each, all of which shares shall be of the same class. No shareholder shall have any preemptive right to acquire unissued shares of the corporation.

ARTICLE 4
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is located at 510 King Street, Suite 200, Alexandria, Virginia 22314 (post office address: P.O. Box 820, Alexandria, Virginia 22313) at which office the initial registered agent of the corporation is David S. Mercer, Esquire, a resident of the State of Virginia and a member of the Virginia State Bar.

ARTICLE 5
INITIAL BOARD OF DIRECTORS

The initial Board of Directors is composed of the three persons whose names and residence addresses are:

- (1) Richard L. Pool
3101 S. Manchester Street, #712
Falls Church, Virginia 22044
- (2) Theresa L. Reborn
3527 Morningside Drive
Fairfax, Virginia 22031
- (3) Steven R. Lueben
55 Bailey's Court
Silver Spring, Maryland 20906

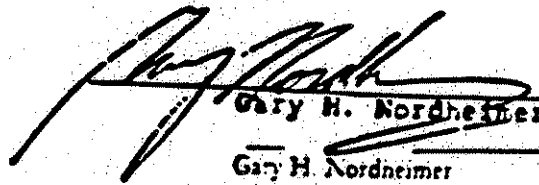
ARTICLE 6
ELECTION OF DIRECTORS

Beginning at the first annual meeting of the shareholders, and at every annual meeting of the shareholders thereafter, the Directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible, the terms of office of the first class to expire at the first annual meeting of the shareholders after their election, those of the second class to expire at the second annual meeting after their election, and those of the third class to expire at the third annual meeting after

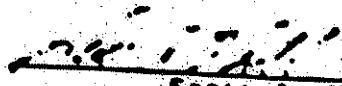
ARTICLE 7
DISTRIBUTIONS

No shareholder shall be entitled (either conditionally or unconditionally) to receive any distribution from the corporation not out of earnings or profits of the corporation except on a complete or partial liquidation of the corporation.


IN WITNESS WHEREOF, the incorporators of the corporation have executed these Articles of Incorporation this 17 day of November, 1981



Gary H. Nordheimer
Gary H. Nordheimer



Scott A. Nordheimer
Scott A. Nordheimer



Myer Feldman
Myer Feldman

***RIVER PLACE NORTH HOUSING
CORPORATION***

**ARTICLES OF INCORPORATION
II**

ARTICLES OF INCORPORATION
OF
RIVER PLACE OWNERS' ASSOCIATION

ARTICLE 1
NAME

The name of this corporation is River Place Owners' Association, which is hereby incorporated as a stock corporation pursuant to Chapter 2 of Title 13.1 of the Code of Virginia. The duration of the corporation shall be perpetual.

ARTICLE 2
DEFINITIONS

Section 1. "Apartment" means a portion of a Building designed for individual occupancy as a residence and includes any patio, balcony or terrace designed to serve that residence exclusively.

Section 2. "Association" means River Place Owners' Association, a nonstock corporation organized under the laws of the Commonwealth of Virginia.

Section 3. "Building" means any of the four (4) numbered buildings designated as such on Exhibit A to the Declaration, including the items attached to or serving such a building and excluded from the Common Area.

Section 4. "Bylaws" means the Bylaws of the Association.

Section 5. "Commercial Structures" means all existing or proposed structures designated as such on Exhibit A to the Declaration, including the items attached to or serving such structures and excluded from the Common Area.

Section 6. "Common Area" means all of the Property except the Buildings and Commercial Structures, and any canopies, patios, balconies, terraces, conduits and other fixtures attached to or serving exclusively one Building or Commercial Structure, but including, nevertheless, any portions of any Building designated as Common Area on Exhibit B to the Declaration.

Section 7. "Declaration" means the Declaration of Covenants, Easements and Liens for River Place made by Monument Associates and recorded or to be recorded among the land records of Arlington County, Virginia.

Section 8. "Housing Corporation" means an Owner incorporated for the primary purpose of providing homes for its shareholders by leasing to them Apartments in one or more of the Buildings.

Section 2. Selection of Directors. All Directors shall serve at the pleasure of the Class B member, who shall appoint, remove, and replace them at will, until the first annual meeting of the Association following the time when the Association has at least one (1) Class A member. Beginning at that annual meeting (or at any special meeting earlier called by the Class B member for such purpose), and at every annual meeting of the Association thereafter, the members of the Association shall appoint the Board of Directors, with each member of the Association appointing a number of Directors equal to the number of votes that member is entitled to cast pursuant to Section 3 of Article 4 thereof, except that members entitled to cast one and one-third (1 1/3) votes shall each appoint one (1) Director and those Directors shall appoint one (1) additional Director.

Section 3. Qualification of Directors. No Director need be a director, officer, employee, agent or partner in or of the member who appoints him, but if any Director holds such status at the time of his selection, he shall be deemed to have resigned at such time as he ceases to hold such status.

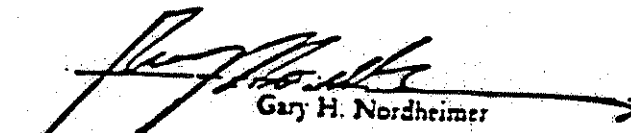
Section 4. Removal and Replacement of Directors. Each Director shall serve at the pleasure of the member who appoints him and may be removed and replaced by such member at any time, in which case such member shall notify the other member(s) of the identity of the new Director.

ARTICLE 6

INITIAL REGISTERED AGENT AND OFFICER

The initial registered office of the Association is located at 510 King Street, Suite 200, Alexandria, Virginia 22314 (post office address: P.O. Box 820, Alexandria, Virginia 22313), at which office the initial registered agent of the Association is David S. Mercer, a resident of Virginia and a member of the Virginia State Bar.

IN WITNESS WHEREOF, the incorporators of the Association have executed these Articles of Incorporation this 17th day of May, 1982.


Gary H. Nordheimer


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