

ARTICLES OF MERGER
OF
LAKE BARCROFT COMMUNITY ASSOCIATION, INC.
INTO
BARCROFT LAKE MANAGEMENT ASSOCIATION, INC.

The undersigned Corporations hereby agree to merge pursuant to a certain Plan and Agreement of Merger dated December 4, 1991, a copy of which is attached hereto (the "Plan"), and pursuant to these Articles of Merger, which Articles contain the information required by and in accordance with Section 13.1-896 of the Virginia Code, and the Corporations certify as follows:

ARTICLE ONE

The names of the Corporations proposing to merge, the names of the jurisdictions under the laws of which such Corporations are incorporated, and their dates of incorporation are as follows:

<u>NAME OF INCORPORATION</u>	<u>PLACE OF INCORPORATION</u>	<u>DATE OF INCORPORATION</u>
BARCROFT LAKE MANAGEMENT ASSOCIATION [name being changed to "Lake Barcroft Association, Inc." pursuant to this Merger] (Surviving Corporation)	Virginia	August 26, 1970
LAKE BARCROFT COMMUNITY ASSOCIATION, INC. (Merged Corporation)	Virginia	September 25, 1956

All Corporations are Virginia non-stock corporations.

DON. FELDMAN & FITZGERALD, P.C.
 ATTORNEYS AT LAW
 SUITE 1100 • 9302 LEE HIGHWAY • FAIRFAX, VIRGINIA 22031
 703 218-2100

ARTICLE TWO

The Articles of Incorporation of the Surviving Corporation shall be hereby amended as follows:

Article I thereof shall be amended by changing the name of the Corporation from "BARCROFT LAKE MANAGEMENT ASSOCIATION, INC." to "LAKE BARCROFT ASSOCIATION, INC."

Article V thereof shall be amended by adding a new subsection G regarding membership to read as follows:

"G. Further designation of class, qualifications and rights (including voting rights) of members shall be as more particularly set forth in the Corporation's Bylaws."

Article VIII thereof shall be amended by adding the following language establishing a staggered Board of Directors:

"... At the first meeting of members held following the effective time of the merger of Lake Barcroft Community Association, Inc. into this Corporation, the Board of Directors of this Corporation shall be divided into two groups, as near equal in number of persons as possible, with each group serving for staggered two year terms and until their successors have been duly elected and qualified, unless they sooner die, resign or are removed. The term of the first group shall expire on March 15 immediately following the first annual member meeting after their election, and the term of the second group shall expire on March 15 immediately following the second annual member meeting after their election. At each annual member meeting after the first annual member meeting after such merger, Directors shall be elected for two year terms as provided above. When the aggregate number of Directors is changed, any increase or decrease shall be so apportioned among the groups of Directors so as to make all groups as near equal in number as may be possible. The qualifications and nominating and election procedures for Directors shall be as more particularly described in this Corporation's Bylaws."

ARTICLE THREE

The Plan and Agreement of Merger is attached hereto and incorporated herein by reference.

ARTICLE FOUR

1. The Plan was approved in accordance with law by the Board of Directors of the Surviving corporation at its meeting on December 4, 1991, and submitted to its members in accordance with law; and the members of the Surviving Corporation approved the Plan at its meeting on February 4, 1992, at which a quorum was present, by a vote of 287 in favor and 22 against approval, such vote being sufficient to approve the Plan in accordance with Virginia Law.

2. The Plan was approved in accordance with law by the Board of Directors of the Merged corporation at its meeting on December 4, 1991, and submitted to its members in accordance with law; and the members of the Merged Corporation approved the Plan at its meeting on February 4, 1992, at which a quorum was present, by a vote of 213 in favor and 15 against approval, such vote being sufficient to approve the Plan in accordance with Virginia Law.

ARTICLE FIVE

These Articles of Merger shall be effective on the date they are approved by the Virginia State Corporation Commission at 12:01 a.m.

IN WITNESS WHEREOF, the undersigned Corporations have caused these Articles of Merger to be executed and sworn to by their duly authorized officers, and said officers have sworn to and declare under the penalties of perjury that the facts herein stated are true to the best of their knowledge, and acknowledge the same to be the acts of the respective Corporations.

LAKE BARCROFT COMMUNITY ASSOCIATION, INC.

Thomas Patton
Patton Thomas, Secretary

By: Trippi Penland (SEAL)
Trippi Penland, President

BARCROFT LAKE MANAGEMENT ASSOCIATION, INC. [name changed to LAKE BARCROFT ASSOCIATION, INC. pursuant to this Merger]

Shirley Smith
Shirley Smith, Secretary

By: T. J. Glauthier (SEAL)
T. J. Glauthier, President

ODON, FELDMAN & PITTSBAM, P.C.
ATTORNEYS AT LAW
SUITE 1100 • 9302 LEE HIGHWAY • FAIRFAX, VIRGINIA 22031
(703) 218-2100

LABARCA/BARLAMA

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER ("Plan") dated this 4th day of December, 1991 is made by and between Lake Barcroft Community Association, Inc. ("LABARCA") and Barcroft Lake Management Association, Inc. ("BARLAMA" or "surviving corporation").

WHEREAS, LABARCA is a nonstock corporation duly organized and existing under the laws of the Commonwealth of Virginia, having been incorporated on September 25, 1956, and BARLAMA is a nonstock corporation duly organized under the laws of the Commonwealth of Virginia, having been incorporated on August 26, 1970;

WHEREAS, LABARCA AND BARLAMA are tax-exempt civic and community organizations pursuant to Internal Revenue Code Section 501(c); and

WHEREAS, the Boards of Directors of LABARCA and BARLAMA deem it advisable for the general welfare and advantage of LABARCA and BARLAMA that they merge into a single corporation pursuant to this Plan;

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree, in accordance with the laws of the Commonwealth of Virginia, that LABARCA and BARLAMA be merged into a single corporation, to-wit BARLAMA, (1) which is not a new corporation, and which shall continue its corporate existence and be the corporation surviving the merger and (2) the terms and conditions of the merger hereby agreed upon which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth.

ARTICLE I


Effective Time of the Merger

At the effective time of the merger, the separate existence of LABARCA shall cease and LABARCA shall be merged into BARLAMA which shall survive and continue to exist under Virginia law. Consummation of the merger for all purposes shall be effected at 12:01 a.m. on the date the Articles of Merger are approved by the State Corporation Commission.

ARTICLE II
Membership of Surviving Corporation

All members of LABARCA who are already members of BARLAMA as of the effective time of the merger, shall continue as members of the surviving corporation in accordance with the Bylaws of the surviving corporation, but shall not have any additional memberships solely by virtue of this merger. All members of LABARCA who are not already members of BARLAMA as of the effective time of the merger, but are owners of qualifying lots in the Lake Barcroft Community as more particularly provided in the surviving corporation's Bylaws noted below as of the effective time of the merger, may become members of the surviving corporation by complying with the membership provisions of the Bylaws of the surviving corporation (including paying the initial membership and other fees as provided therein). If a LABARCA member is not already a member of BARLAMA and is not an owner of a qualifying lot as of the effective time of the merger, the LABARCA member may not become a member of the surviving corporation; rather the owner of any qualifying lot may become a member of the surviving corporation by complying with the membership provisions of the Bylaws of the surviving corporation (including paying the initial membership and other fees as provided therein).

ARTICLE III
Articles of Incorporation of Surviving Corporation

 A. Except as provided in section B below, the Articles of Incorporation of BARLAMA in effect as of the effective time of the merger shall continue to be the Articles of Incorporation of the surviving corporation until altered, amended or repealed as provided by law.

B. At the effective time of the merger, the Articles of Incorporation of the surviving corporation shall be amended as follows:

Article I thereof shall be amended by changing the name of the Corporation from "BARCROFT LAKE MANAGEMENT ASSOCIATION, INC." to "LAKE BARCROFT ASSOCIATION, INC."

Article V thereof shall be amended by adding a new subsection G regarding membership to read as follows:

"G. Further designation of class, qualifications and rights (including voting rights) of members shall be as more particularly set forth in the Corporation's Bylaws."

Article VIII thereof shall be amended by adding the following language establishing a staggered Board of Directors:

"... At the first meeting of members held following the effective time of the merger of Lake Barcroft Community Association, Inc. into this Corporation, the Board of Directors of this Corporation shall be divided into two groups, as near equal in number of persons as possible, with each group serving for staggered two year terms and until their successors have been duly elected and qualified, unless they sooner die, resign or are removed. The term of the first group shall expire on March 15 immediately following the first annual member meeting after their election, and the term of the second group shall expire on March 15 immediately following the second annual member meeting after their election. At each annual meeting after the first annual member meeting after such merger, Directors shall be elected for two year terms as provided above. If the aggregate number of Directors is changed, any increase or decrease shall be so apportioned among the groups of Directors so as to make all groups as near equal in number as may be possible. The qualifications and nominating and election procedures for Directors shall be as more particularly described in this Corporation's Bylaws."

ARTICLE IV

Bylaws of Surviving Corporation

At the effective time of the merger, the proposed LAKE BARCROFT ASSOCIATION Bylaws ("LBA Bylaws"), as approved by the membership, shall become the bylaws of the surviving corporation.

ARTICLE V

Directors and Officers of the Surviving Corporation

Until the successor Board is duly elected and qualified in accordance with Article VI of this Plan and Agreement of Merger, the officers of the surviving corporation shall be the officers of BARLAMA at the effective time of the merger and the Board of Directors of the surviving corporation shall comprise the Directors of BARLAMA at the effective time of the merger and four Directors of LABARCA as designated by the LABARCA Board.

ARTICLE VI

Nomination and Election of New Directors and Officers

A nominating committee comprising the immediate past presidents of LABARCA and BARLAMA shall solicit candidates for directors of the surviving corporation in accordance with the LBA Bylaws except for provisions related to time deadlines and publication requirements. A special meeting of the membership for the purpose of electing new directors shall be held on March 3, 1992, or as soon as practicable thereafter, in accordance with the LBA Bylaws; for this special election meeting the members present shall constitute a quorum.

Installation of the new directors shall occur immediately upon written verification by the nominating committee of the election results, but not later than March 30, 1992. Such newly constituted Board shall promptly elect officers of the surviving corporation in accordance with the LBA Bylaws.

ARTICLE VII

Effect of the Merger

At the effective time of the merger, the surviving corporation shall, in addition to maintaining its own assets and liabilities, succeed to, without other transfer, all properties real, personal, tangible, intangible and mixed of LABARCA, and all debts payable or due to LABARCA, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the debts, obligations, restrictions, disabilities and duties of LABARCA and BARLAMA.

ARTICLE VIII

Approval of Membership; Filing of Articles of Merger, Etc.

A. This Plan shall be submitted to the members of LABARCA and BARLAMA as provided by law and their respective Articles of Incorporation at special membership meetings which shall be held on February 4, 1992, or such other date as the Boards of Directors of LABARCA and BARLAMA shall mutually approve.

B. After such adoption and approval, and subject to the conditions contained in this Plan, Articles of Merger shall be signed, verified and delivered to the State Corporation Commission of the Commonwealth of Virginia. In addition, LABARCA and BARLAMA will take all steps necessary to effect the merger including compliance with all federal and state laws.

ARTICLE IX

Conduct of Businesses Pending Merger; Additional Agreements

A. From and after the date of this Plan and prior to the effective time of the merger, LABARCA and BARLAMA will continue to conduct their regular business but neither will, without the written consent of the other:

(1) Amend its Articles of Incorporation or Bylaws except in the case of LABARCA as may be necessary to enable it to carry out the provisions of this Plan; and in the case of BARLAMA as may be necessary to adopt the attached Bylaws;

(2) Engage in any material activity or transaction or incur any material obligations except in the ordinary course of business.

B. In assuming all duties of formerly separate LABARCA and BARLAMA, LBA shall use its best efforts to perform the functions in the same manner and to the same extent as members of LABARCA and BARLAMA have become accustomed.

IN WITNESS WHEREOF, this Plan has been signed and sealed by LABARCA and BARLAMA and attested by the signatures of their Secretaries, all as of the day and year first above written.

BARCROFT LAKE MANAGEMENT ASSOCIATION, INC.

ATTEST:

Shirley J. Prink (seal)
Secretary

By: J. J. Stanthier (seal)
President

THE DIRECTORS OF BARLAMA

Dean Z. Cook
Wm. Co. Walker
W. H. Johnson
J. J. Stanthier
Shirley J. Prink

James C. Gilbreath
Stanley C. Stewart
[Signature]
[Signature]

LAKE BARCROFT COMMUNITY ASSOCIATION, INC.

ATTEST:

Thomas J. Patton (seal)
Secretary

By: Nami Zedoni (seal)
President

THE DIRECTORS OF LABARCA

James H. Selig
John R. Kelly
[Signature]
Sam R. Brown
James R. [Signature]
Stephen F. [Signature]

Nami Zedoni
Max Wessels
Peter R. Waller
Francis E. [Signature]
John D. [Signature]

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

February 21, 1992

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

LAKE BARCROFT COMMUNITY ASSOCIATION

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.

LAKE BARCROFT COMMUNITY ASSOCIATION

are merged into LAKE BARCROFT ASSOCIATION, INC. (formerly BARCROFT LAKE MANAGEMENT ASSOCIATION, INC.), which will continue to be a corporation existing under the laws of the State of VIRGINIA with the corporate name LAKE BARCROFT ASSOCIATION, INC.. The existence of all non-surviving corporations will cease, according to the plan of merger.

The certificate is effective on February 21, 1992.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436

ARTICLES OF INCORPORATION
OF
BARCROFT LAKE MANAGEMENT ASSOCIATION, INC.

We, the undersigned, hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia of 1950, as amended, and to that end set forth the following:

ARTICLE I

The name of the Corporation, hereinafter referred to as the Corporation, shall be BARCROFT LAKE MANAGEMENT ASSOCIATION, INC.

ARTICLE II

The purposes for which this Corporation is organized are as follows:

- A. To acquire ownership of Lake Barcroft, the Lake Barcroft dam, the five (5) numbered beaches containing an estimated twenty-six (26) lots, all located in Mason District, Fairfax County, Virginia, and any and all other real and personal property owned by BARCROFT BEACH, INC., a management corporation, through the purchase of all of the shares of stock of the said BARCROFT BEACH, INC.;
- B. To protect, promote and improve the unique and healthful living conditions provided by the use of the Lake and the beaches;
- C. To provide direct control by, and management responsible to, the member property owners and to improve efficiency and economy in the control and management of the Lake, the beaches, the dam and the associated property;
- D. To place within the control of the member property owners of the Community the means of providing and promoting increased security and expanded and improved protection for both person and property;
- E. To protect, preserve and enhance the scenic beauty of Lake Barcroft and its environs;
- F. To foster cooperative activities and friendly spirit within the Community.

ARTICLE III

The Post Office address of the initial registered office is 6231 Edgewater Drive, Falls Church, Virginia, 22041. The name of the County in which the initial registered office is located is the County of Fairfax. The name of the initial registered agent is ALBERT C. TRAKOWSKI, JR., who is a resident of the State of Virginia and whose business office address is the same as the registered office address of the Corporation.

ARTICLE IV

A. The Corporation shall have all the general powers enumerated under Chapter 2, Article 2, Title 13.1-205 of the Code of Virginia of 1950, as amended, including, but not limited to, the powers set out in sub-Paragraph "d", relating to the purchase or acquisition of real and personal property; sub-Paragraph "g", relating to the purchase and acquisition of stock in other corporations; and sub-Paragraph "h", relating to power to incur liabilities, borrow money, etc.

B. The Corporation shall have the power to indemnify officers, directors, employees and agents of the Corporation and to purchase liability insurance on behalf of all such officers, directors, employees and agents, etc., as provided in ~~Title 13.1-205~~ ^{§13.1-205.1} of the Code of Virginia of 1950, as amended.

C. In addition to the powers hereinabove set forth, this Corporation will have the power to have and exercise all powers necessary and convenient to effect any or all of the purposes for which this Corporation is organized and shall have and enjoy all such other rights and powers given to such Corporation under Title 13.1-205 of the Code of Virginia of 1950, as amended, not enumerated herein.

ARTICLE V

Designated Membership:

A. This Corporation shall have one class of membership.

B. Membership qualification shall consist of:

(1) Being the owner of a lot in the LAKE BARCROFT area, as such area shall be defined in the By-Laws, and

(2) Having made the current payment of membership fees and any other charges and assessments equitably assessed.

C. Application for membership is subject to approval by the Board of Directors.

D. A member may acquire more than one membership, but not more than the number of lots which he owns in the LAKE BARCROFT area.

E. Each member shall pay the full fees, charges, and assessments with respect to each such membership and shall be entitled to one vote for each such membership which he currently holds in good standing on each issue presented at any general membership meeting and one vote for each such membership which he holds in good standing for each Director to be elected at the annual General Membership Meeting or as otherwise provided by law in the case of special general membership meetings.

F. The Corporation shall issue membership certificates evidencing membership herein.

ARTICLE VI

The period for the duration of the Corporation is unlimited.

ARTICLE VII

This Corporation is not organized for profit and no part of the net earnings of this Corporation shall inure to the benefit of any member or any individual.

ARTICLE VIII

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons.

ARTICLE IX

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The names and addresses of the/~~initial~~ ~~officers~~ directors of
the Corporation who shall manage and direct the Corporation are as follows:

LEONARD A. ALNE
6234 Lakeview Drive
Falls Church, Virginia 22041

WILLIAM R. ARNOLD, ~~President~~
3706 Quaint Acres Circle
Falls Church, Virginia 22041

MYRON L. BIRNBAUM
3328 Stoneybrae Drive
Falls Church, Virginia 22044

EVE HAUGHEY, ~~Secretary~~
6110 Beachway Drive
Falls Church, Virginia 22041

PHILIP L. JOHNSON
3704 Quaint Acres Circle
Falls Church, Virginia 22041

CALEB B. LANING
6404 Lakeview Drive
Falls Church, Virginia 22041

GEORGE E. PECKHAM
6411 Lyric Lane
Falls Church, Virginia 22044

MILLARD W. RICE, ~~Treasurer~~
6208 Lakeview Drive
Falls Church, Virginia 22041

✓ ALBERT C. TRAKOWSKI, JR.
6231 Edgewater Drive
Falls Church, Virginia 22041

Given under our hands this 30 day of August, 1970.

Leonard A. Alne

LEONARD A. ALNE

William R. Arnold

WILLIAM R. ARNOLD, ~~Witness~~

Myron L. Birnbaum

MYRON L. BIRNBAUM

Eve Haughey

EVE HAUGHEY, ~~Witness~~

Philip L. Johnson

PHILIP L. JOHNSON

Caleb B. Laning

CALEB B. LANING

George E. Peckham

GEORGE E. PECKHAM

Millard W. Rice

MILLARD W. RICE, ~~Witness~~

Albert C. Trakowski, Jr.

ALBERT C. TRAKOWSKI, JR., ~~Witness~~

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND,
August 26, 1970

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Barcroft Lake Management Association, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Fairfax County

STATE CORPORATION COMMISSION

By *Jesse Tice*
AGRIANO Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Fairfax County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 3rd day of September, 1970 and is now returned to the State Corporation Commission by certified mail.

Ernest R. Pugh
Deputy Clerk

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of LAKE BARCROFT ASSOCIATION, INC. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 14, 2014*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

C001047707

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
CLERK'S OFFICE
P. O. BOX 1197
RICHMOND, VIRGINIA 23218
August 14, 2014

PATRICIA PAYNE
LAW OFFICES PAYNE & ASSOCIATES
1250 24TH STREET, N.W.
STE 300
WASHINGTON, DC 20037

TOTAL INVOICE AMOUNT : \$11.00
RECEIVED PAYMENT : \$11.00
THIS AMOUNT IS NOW DUE : \$0.00

THANK YOU FOR YOUR PAYMENT

<u>QTY</u>	<u>DESCRIPTION</u>	<u>PAGES</u>	<u>AMOUNT</u>
1	CERTIFIED COPIES OF CORPORATE FILINGS	16	\$11.00
-	LAKE BARCROFT ASSOCIATION, INC.		