

HICKORY CLUSTER ASSOCIATION
TWC Association Management, Inc.

12110 Sunset Hills Road, Suite 410
Reston, VA 22090
(703) 437-5800

October 22, 1993

Dear Hickory Cluster Homeowner:

Notice is hereby given of a Special Meeting of the Members of Hickory Cluster Association, to be held on November 17, 1993 at 7:30 pm, at Lake Anne Elementary School, with the express purpose of approval of the Articles of Amendment to the Articles of Incorporation for Hickory Cluster Association as presented on the enclosed proxy form.

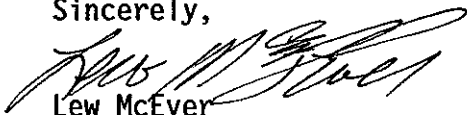
The Hickory Cluster Board of Directors is pleased to present the proposed Articles of Amendment to the Articles of Incorporation for Hickory Cluster Association, the enclosed proposed draft of the Hickory Cluster Association revised Bylaws, and the enclosed proposed Resolutions in the format for the Book of Resolutions. The Board expresses its appreciation to the various homeowners who have donated many hours of their time to this project. As most of you are aware, the enclosed documentation has been developed over the last three years by the Board, homeowners, various attorneys, and TWC personnel.

The Board of Directors plans on approving the proposed Bylaws and Resolutions at the November 3, 1993 Board of Directors meeting. The Membership Forum, held at the beginning of each Board meeting, will provide homeowners an opportunity to present additional comments to the Board of Directors. Time allowed for each speaker will be limited, so the Board has requested that your comments should be written and mailed to TWC by October 29, 1993 for inclusion in the Board Members packet for their review before the meeting. All written comments will be reviewed, so if you can not attend the meeting, your input will still receive proper consideration by the Board.

One final step is required to make all the document changes effective. Please attend the Special Meeting on November 17, 1993. If you are unable to attend, please return your proxy (in the enclosed pre-stamped return envelope) to TWC by November 12, 1993. Your participation in this final step of the project will be greatly appreciated.

If you have any questions concerning this matter, please contact Lew McEver at TWC (703/437-5800).

Sincerely,



Lew McEver
Management Agent for Hickory Cluster

HICKORY CLUSTER ASSOCIATION

*c/o TWC Association Management
12110 Sunset Hills Road, Suite 410
Reston, Virginia 22090
703-437-5800*

PROXY

I, the undersigned Homeowner and Member of Hickory Cluster Association do hereby designate and appoint the individual named below as my proxy to represent me at the 1993 Special Meeting of Hickory Cluster Association which will be held at the Lake Anne Elementary School on Wednesday, November 17, 1993 concerning the Articles of Amendment to Articles of Incorporation for Hickory Cluster Association as included in this proxy. If no individual is named in the space below, I authorize the President of the Board of Directors to act as my proxy.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION FOR
HICKORY CLUSTER ASSOCIATION**

The Amendments are as follows:

- a. Subparagraph (c) (3) of Paragraph 3 of the Articles of Incorporation is hereby deleted in its entirety. This subparagraph reads as follows:

"Only a member of the Corporation (other than the Developer of Reston and any assignee or subsequent assignee of its membership) residing in the dwelling unit with respect to which he is entitled to vote, shall have the right to vote."

- b. The seventh sentence in Paragraph 4 of the Articles of Incorporation, which sentence is the penultimate sentence of subparagraph 4 and begins with the words "Any vacancy . . .", is hereby struck and the following is inserted in place of the same:

In the event of death, resignation or removal of a single director, that Director's successor shall be selected by the remaining members of the Board and shall serve until the next members' meeting at which Directors are elected, at which meeting an election shall be held to fill out the unexpired term. If more than one vacancy occurs at the same time among the Directors, successor Directors shall be selected through a special election by the Members to serve the unexpired term of their predecessors.

- c. Add a new paragraph to the end of the Articles of Incorporation:

- 7. The Bylaws of the Corporation may be amended, at a regular or special meeting of the members, only by a vote of more than two-thirds (2/3) of the votes of all members.

Individual Named As Proxy _____

Owner's Name _____

Unit Number & Address _____

Owner's Address _____

Signature _____

Date _____