



STATE OF MARYLAND

State Department of Assessments and Taxation

MEADOWS AT NORTH LAKE HOWEOWNERS ASSOCIATION, INC.

*Top ID# 52-1369879*

THE ARTICLES OF INCORPORATION OF

MEADOWS AT NORTH LAKE HOWEOWNERS ASSOCIATION, INC.

HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION THIS 5TH DAY OF JULY, 1984, AT 10:13 A.M. AND WILL BE RECORDED.

JOSEPH V. STEWART  
LEGAL OFFICER  
By:.....

<u>FEE PAID</u>	<u>FEE CODE</u>	<u>AMOUNT</u>	<u>CO. CODE</u>	<u>DOCUMENT REFERENCE</u>
RECORDING FEE	61	20	65	
BONUS TAX	20	20		

RECEIVED  
JUL 26 1984

MEADOWS AT NORTH LAKE HOMEOWNERS ASSOCIATION, INC.  
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

THAT I, JAMES L. DAMERON III, whose post office address is Six Montgomery Village Avenue, Suite 402, Gaithersburg, Maryland 20879, being at least twenty-one (21) years of age, do hereby declare myself as an incorporator with the intention of forming a corporation under and by virtue of the General Laws of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be Meadows at North Lake Homeowners Association, Inc.

ARTICLE II

The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III

✓ The principal office for the transaction of business of this Corporation shall be initially located in the County of Montgomery, State of Maryland, at 1717 Elton Road, Silver Spring, Maryland 20903.

The following named person shall be designated as the statutory resident agent of this Corporation and said resident agent is a citizen and actual resident of the State of Maryland.

James L. Dameron III  
Six Montgomery Village Avenue  
Suite 402  
Gaithersburg, Maryland 20879

ARTICLE IV

The general purposes for which this Corporation is formed, and business or objects to be carried on and promoted by it, are as follows:

a) To organize and operate a corporation, no part of the net earnings of which is to inure to the benefit of any member or other individual

b) To acquire and to own and to provide for the maintenance and management of certain open spaces and other community and recreational facilities located within a community being developed by Stanley Martin Communitites, Inc., organized and existing under the laws of the State of Maryland or its assign, (hereinafter known as the "Grantor"), known as North Lake Village (hereinafter known as the "Project"), in Montgomery County,

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Maryland, and to provide management services for the residential properties located therein.

For the general purposes aforesaid, and limited to those purposes this Corporation shall have the following powers:

- a) To construct, improve and maintain, operate and to buy, own, sell, convey, assign, mortgage, lease or manage any real estate and any personal property necessary or incident to the furtherance of the business of this Corporation;
- b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business to secure the same by mortgage, deed of trust, pledge, or other lien;
- c) To enter into any kind of activity and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the non-profit purposes of the Corporation;
- d) To make refunds to members as provided for in the By-Laws of the Corporation;
- e) Insofar as permitted by law, to do any other thing that, in the judgment of the Board of Directors, will promote the business of the Corporation or the common benefits of its members.

ARTICLE V

This Corporation shall be without capital stock and will not be operated for profit. This Corporation does not contemplate the distribution of gains, profits or dividends to any of its members. The members of this Corporation shall not be personally liable for the debts, liabilities or obligations of this Corporation.

ARTICLE VI

The Corporation shall have two (2) classes of voter membership which shall be known as "Class A" and "Class B":

A) Every person, group of persons, corporation, trust or other legal entity, or any combination thereof, who is a record owner of a fee interest in any dwelling unit which is to become subject by covenants of record to assessment by this Corporation shall be a "Class A" member of this Corporation, provided, however that any such person, group of persons, corporation, trust or other legal entity, or any combination thereof, who holds such interest merely as security for the performance of an obligation shall not be a member solely on account thereof. Each Class A member shall be entitled to one (1) vote for each dwelling unit in which such member holds the record interest required for Class A membership.

B) The Class B member shall be the Grantor, its nominee or nominees, and shall include every person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who shall obtain any Class B membership by specific assignment from the Declarant. The Class B member or members shall have one Class B membership for each lot in which such member holds the interest otherwise required for Class B membership. Each Class B member shall be entitled to three (3) votes for each lot in which such member holds the interest otherwise required for Class A membership. Each Class B membership shall lapse and become a nullity on the first to happen of the following events:

- (i) thirty (30) days following the date on which the total authorized, issued and outstanding Class A memberships equal the total authorized, issued and outstanding Class B memberships multiplied by three (3); or
- (ii) on January 1, 1987; or
- (iii) upon surrender of said Class B memberships by the then holders thereof for cancellation on the books of the Association.

Upon the lapse or surrender of any of the Class B memberships as provided for in this Article, the Grantor shall thereafter remain a Class A member of the Association as to each and every lot in which the Grantor then holds the interest otherwise required for such Class A membership. In the event additional property is annexed to the property described in Article II of the Declaration subsequent to the date specified in (B) (i) or (B) (ii) of this Article, then the Grantor shall be a Class B member as to each lot which it owns in such annexed property subject to the limitations set forth in this Article.

The members of the Association shall have no preemptive rights, as such members, to acquire any memberships of this Association that may at any time be issued by the Association except as may be specifically provided in this Article.

#### ARTICLE VII

In the event any Class A member sells, assigns or otherwise transfers of record the fee interest in any dwelling unit in which he holds the interest required for Class A membership, such member shall, at the same time, assign the Class A membership appurtenant to the said dwelling unit to the transferee of the dwelling unit and deliver it to him for transfer on the books of the Corporation. The foregoing requirement shall not obtain in the event a dwelling unit is transferred as aforesaid merely as security for the performance of an obligation.

Except as provided in this Article, Class A memberships shall not be transferable and, in any event, no transfer of any Class A membership shall be made upon the books of the

Corporation within ten (10) days next preceding the annual meeting of the members.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than five (5) nor more than nine (9) and the names and post office address of the Directors who shall act as such until the first annual meeting, or until such time as their successors are duly chosen and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Ross McWilliams	1717 Elton Road Silver Spring, Maryland 20903
Gerald Strasbaugh	1717 Elton Road Silver Spring, Maryland 20903
Arthur L. MacAdams III	1717 Elton Road Silver Spring, Maryland 20903
Michael Goodwin	19334 Montgomery Village Avenue Gaithersburg, Maryland 20879
Betty Hicks	19334 Montgomery Village Avenue Gaithersburg, Maryland 20879

The qualifications, powers, duties and tenure of the office of Director and the manner by which directors are to be chosen shall be as prescribed and set forth in the By-Laws of the Corporation. Officers of this Corporation shall be elected and shall serve as provided for in said By-Laws.

ARTICLES IX

The Corporation shall indemnify every Officer and Director of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any Officer or Director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of the Corporation) to which he may be made a part by reason of being or having been an Officer or Director of the Corporation whether or not such person is and Officer or Director at the time such expenses are incurred. The Officers and Directors of the Corporation shall not be liable to the members of the Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Officers and Directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation and the Corporation shall indemnify and forever hold each such Officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer or Director of the

Corporation, or former Officer or Director of the Corporation may be entitled.

The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation and the project. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any corporation, firm or association (including the Grantor) in which one or more of the Directors of this Corporation are Directors or Officers or are pecuniarily or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraphs exist:

(A) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the Minutes, and the Board authorizes, approves or ratifies such contract or transaction in good faith by a vote of disinterested Directors sufficient for the purpose, or

(B) The fact of the common directorate or interest is disclosed or known to the members, or a majority thereof, and they approve or ratify the contract or transaction in good faith by a vote of disinterested members sufficient for the purpose, or

(C) The contract or transaction is commercially fair and reasonable to the Corporation at the time it is authorized, ratified, approved or executed.

Common or interested Directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committees thereof which authorizes, approves or ratifies any contract or transaction, and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such corporation, or not so interested.

#### ARTICLE X

This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation.

#### ARTICLE XI

In the event of dissolution of the Corporation, the assets of the Corporation, both real and personal, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association,

trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by this Corporation. This Corporation shall not be dissolved without the prior written consent of at least two-thirds (2/3rds) of each class of members.

#### ARTICLE XII

In the event this Corporation (1) is consolidated with another corporation, or (2) is merged into another corporation, or (3) sells, leases, exchanges or otherwise transfers all or substantially all of its property and assets, no member of this Corporation shall be entitled to demand or receive payment of any amount for his membership of or from this Corporation or the consolidated corporation, the corporation surviving the merger or the transferee (each of which is hereafter in this Article referred to as the "successor") provided, however, that the successor:

(A) Shall be a corporation organized under and by virtue of the General Laws of the State of Maryland; and

(B) Shall be without capital stock and shall not be operated for profit; and

(C) Shall be organized for the same general purposes as specified in Article IV of this Articles of Incorporation.

#### ARTICLE XIII

So long as there is any Class B membership of the Corporation outstanding and any mortgage or deed of trust secured by any Lot which is a part of The Property, or any loan, bond, note, or other obligatory writing secured thereby, is then insured by the Federal Housing Administration or guaranteed by the Veterans Administration, the following actions shall require the prior written approval of the Federal Housing Administration and/or the Veterans Administration:

(A) Any merger or consolidation of this Corporation with another or any sale, lease, exchange or other transfer of all or substantially all of the assets of this Corporation to another; and

(B) Any sale, transfer, mortgage, assignment or dedication of any of the Common Areas or Community Facilities; and

(C) Any amendment of these Articles of Incorporation the terms "Common Areas," "Community Facilities," "Declarant," "The Property", and "Lot," shall have the same meaning as each is defined to have in the Declaration of Covenants and Restrictions hereinabove referred to.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28 day of June, 1984.

*[Handwritten Signature]*  
James L. Dameron III

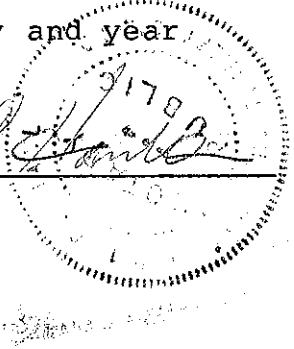
STATE OF MARYLAND

COUNTY OF MONTGOMERY

4 BE IT REMEMBERED, that on this 28th day of June, 1984, personally appeared before me, a Notary Public in and for the State and County aforesaid, JAMES L. DAMERON III, party of the foregoing Articles of Incorporation, known personally to be as such, and I having first made known to him, the contents of said Articles of Incorporation, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and he acknowledged the facts stated as true as set forth.

GIVEN under my hand and Notarial Seal the day and year first above-written.

*[Handwritten Signature]*  
Notary Public



My Commission Expires: 7/1/86