

8:17

ARTICLES OF INCORPORATION
 OF
 ORCHARD-MARBELLA COMMUNITY ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland November 5, 1979 at 10:00 o'clock A. M. as in conformity
 with law and ordered recorded.

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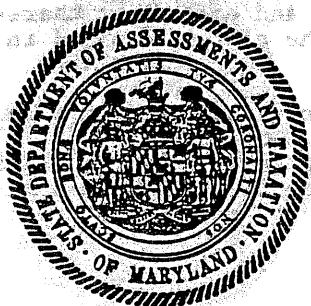
Recorded in Liber 1459, (000363) one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$

To the clerk of the Superior Court of Baltimore City

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
 been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



A 90883

RECEIVED FOR RECORD
 FEB 27 1980 10:00 AM
 A.M. SAME DAY RECORDED IN LIBER
 W. A. No. 143 FOLIO 1292
 ONE OF THE RECORDS OF
 BALTIMORE CITY AND EXAMINED
 PER gcp
 CLERK

ORCHARD-MARBELLA COMMUNITY ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, Thomas C. Barbuti, whose post office address is 1200 Garrett Building, 233 E. Redwood Street, Baltimore, Maryland 21202, being at least eighteen years of age, is hereby forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the Corporation) is

ORCHARD-MARBELLA COMMUNITY ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate a real estate management association exclusively to provide for the acquisition, construction, management, maintenance, care and preservation of the open spaces, common area and facilities within those certain tracts of property described in paragraph (a) of this Article Third, and to promote the recreation, health, safety and welfare of the residents within the said described property, and any addition thereto as may hereafter be brought within the jurisdiction of this Corporation, no part of the net earnings of which is to inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation, or any other individual, so that no pecuniary gain or profit to the members thereof is contemplated, and for such general purposes, and limited to those purposes, the Corporation shall have the following powers:

(a) To acquire, own, hold, preserve, develop, improve, build upon, manage, operate and maintain open space tracts or areas and common or recreational areas, property, facilities and real estate, whether fee simple or leasehold, and whether improved or unimproved, all designed for the common use, benefit, enjoyment, recreation, health, safety and welfare of the record owner or owners of each lot now or hereafter laid out or established within:

Those tracts of land, hereinafter called "Orchard Hill Community", located in the Sixth Election District of Howard County, Maryland, and more particularly described as follows:

All that land shown on the plat entitled "Marbella II, Sheet No. 2 of 6", and recorded among the Land Records of Howard County, Maryland as Plat #4269, saving and excepting therefrom the bed of any road or street shown on the plat mentioned in this subparagraph; and

All that land shown on the plat entitled "Marbella II, Sheet No. 3 of 6", and recorded among the Land Records of Howard County, Maryland, as Plat #4270, saving and excepting therefrom the bed of any road or street shown on the plat mentioned in this subparagraph; and

All that land shown on the plat entitled "Marbella II, Sheet No. 4 of 6", and recorded among the Land Records of Howard County, Maryland, as Plat #4271, saving and excepting therefrom the bed of any road or street shown on the plat mentioned in this subparagraph; and

All that land shown on the plat entitled "Marbella II, Sheet No. 5 of 6", and recorded among the Land Records of Howard County, Maryland, as Plat #4272, saving and excepting therefrom the bed of any road or street shown on the plat mentioned in this subparagraph; and

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All that land shown on the plat entitled "Marbella II, Sheet No. 6 of 6", and recorded among the Land Records of Howard County, Maryland, as Plat #4273, saving and excepting therefrom the bed of any road or street and the area designated "Area Reserved For Future Road" shown on the plat mentioned in this subparagraph.

The aforesaid tract of land being the same tract of land which, by Deed dated April 23, 1979, and recorded among the Land Records of Howard County, Maryland, in Liber CMP No. 0938, folio 230, was granted and conveyed by Sewell's Orchards to Lightpoint Associates.

(b) To exercise all the powers, rights and privileges and to perform all the duties and obligations of the Corporation, as same are set forth in the Declaration of Covenants, Conditions, and Restrictions, including the Supplemental Declaration of Restrictions and Covenants, hereinafter called "Declaration", made by Lightpoint Associates, the Declarant, et al., and recorded or intended to be recorded among the Land Records of Howard County, as same may hereafter from time to time be amended, or extended to any additional properties, said Declaration, made a part hereof, by reference thereto, as fully, and to the same extent as though incorporated herein, being applicable to Orchard Hill Community and such additions thereto as may hereafter be brought within the jurisdiction of the Corporation.

(c) To establish, fix, make, impose, levy, collect and enforce payment of, by any lawful means all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.

(d) To purchase, lease, option, or otherwise acquire, own, hold, preserve, develop, improve, build upon, manage, operate, maintain, convey, sell, exchange, rent, lease, dedicate for public use, or in any manner transfer or dispose of any real or personal property in connection with the affairs of the Corporation.

(e) To borrow or to raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and, upon authorization of two-thirds (2/3) of the members of each class of membership in the Corporation, voting separately thereon, to secure the payment of the money borrowed and of the interest thereon, by mortgage upon, or pledge

or conveyance or assignment in trust of, the whole or any part of the property of the Corporation.

(f) To dedicate, sell or otherwise transfer all or any part of the common areas, property and facilities of the Corporation to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed upon by the members, provided; however, that no such dedication, sale or transfer shall be effective unless made by an appropriate instrument signed by two-thirds (2/3) of the members of each class of the membership in the Corporation, computed separately, agreeing to such dedication, sale or transfer.

(g) To participate in mergers and consolidations with other nonprofit organizations, organized for the same purpose, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members of each class of the membership in the Corporation, voting separately thereon.

(h) To annex to Orchard Hill Community, at any time, and from time to time, other and additional residential property, open space and common area, provided that any annexation of such other additional residential property, open space and common area shall have the assent of two-third (2/3) of each class of members of the Corporation, voting separately thereon.

(i) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

The Corporation is formed under the articles, conditions and provisions expressed herein and in the general laws of this State. In no event, however, shall the Corporation: (i) carry on any propaganda or otherwise attempt to influence any legislation or any public administrative action; (ii) participate or intervene in any political campaign on behalf of any candidate for public office, by any means, including the publication or distribution of any statement for or against any such candidate; (iii) carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Sections 501(c) or 528 of the Internal Revenue Code of 1954, as amended to date, or corresponding provisions of any future United States Internal Revenue Law; or (iv) invest in or use any property in such a manner as to jeopardize the exemption of the Corporation from taxation under the aforesaid Sections 501(c) or 528 of the Internal Revenue Code of 1954, as now in force or hereafter amended.

FOURTH: The post office address of the principal office of the Corporation in this State is 602 Garrett Building, 233 E. Redwood Street, Baltimore, Maryland 21202. The name and post office address of the resident agent of the Corporation in this State is Thomas C. Barbuti, 1200 Garrett Building, 233 E. Redwood Street, Baltimore, Maryland 21202. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. Each member of the Corporation shall be a record owner, as hereinafter defined, of a lot now or hereafter laid out or established in Orchard Hill Community, or in any part of such additional property that may be brought within the jurisdiction of

the Corporation. Each member shall be designated either a Class A Member or a Class B Member. A description of each class of membership, with the voting rights and powers of each class, is as follows:

(a) Class A Member: Except for the Company, as herein-after defined, who shall initially be a Class B Member, a Class A Member shall be a record owner holding title to one or more lots laid out in Orchard Hill Community, or in any part of such additional property that may be brought within the jurisdiction of the Corporation. Each Class A Member shall be entitled to one vote per lot, for each such lot owned by such member, in all proceedings in which action shall be taken by members of the Corporation.

(b) Class B Member: The Class B Member shall be the Company, as defined in paragraph 3 of Article I of the Declaration. The Class B Member shall be entitled to three votes per lot, for each such lot owned by such member, in all proceedings in which action shall be taken by member of the Corporation.

(c) Conversion: The Class B Member shall be converted to a Class A Member on December 31, 1989, or at such earlier time as the total number of votes entitled to be cast by Class A Members of the Corporation equals or exceeds the total number of votes entitled to be cast by the Class B Member of the Corporation. After such conversion, if additional property is made subject to the Declaration pursuant to the provisions of Article II, Section 2 thereof, then the Class B membership of the Class B member shall be reinstated until December 31, 1989 or such earlier time as the total number of votes entitled to be cast by Class A members again equals or exceeds the total number of votes entitled to be cast by the Class B member.

The term "record owner", as used in these Articles, means and includes the person, firm, corporation, trustee, or legal entity, or the combination thereof, including contract sellers, holding the record title to a lot in Orchard Hill Community or located on any part of such additional property that may be brought within the jurisdiction of the Corporation and subjected by covenants of record to a lien for charges and assessments levied by the Corporation, as said lot is now or may from time to time hereafter be created or established, either in his, her, or its own name, or as joint tenants, tenants in common, tenants by the entirety, or tenancy in co-partnership, if the lot is held in such real property tenancy or partnership relationship. If more than one person, firm, corporation, trustee, or other legal entity, or any combination thereof, hold the record title to any one lot, whether in a real property tenancy, partnership relationship, or otherwise, all of same, as a unit, and not otherwise, shall be deemed a single record owner and shall be or become a single member of the Corporation by virtue of ownership of such lot. The term "record owner", however, shall not include any contract purchaser, nor the owner of any redeemable ground rent issuing out of any lot, nor shall it include any mortgagee, trustee or other grantee named in any mortgage, deed of trust or other security instrument covering any lot, designed solely for the purpose of securing performance of an obligation or payment of a debt. Membership in the Corporation shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Corporation. Conversely, every owner of a lot which is subject to assessment by the Corporation shall become and be a member of the Corporation.

If any single membership in the Corporation is comprised of two or more persons, firms, corporations, trustees or other legal entities, or any combination thereof, then each constituent may cast such portion of the vote of the member as shall equal his, her or its proportionate interest in the lot or lots held by said member, provided, however, that if only one votes, he, she or it may cast the entire vote of the member and such act shall bind all.

SIXTH: The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are L. Earl Armiger, Thomas J. Guidera, Jr., Theodore J. Weis, Jr., Vernon D. Kalkman, and Mary Louise Armiger. No Director need be a member of the Corporation.

At the first annual meeting, the members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the members shall elect one, two or three directors, as the case may be, or such other number as may be required, for a term of three years.

SEVENTH: The duration of the Corporation shall be perpetual. The Corporation, however, may be dissolved under and in accordance with the laws of the State of Maryland, provided such dissolution first be authorized, in writing, signed by not less than two-thirds (2/3) of the members of the Corporation, or, if there be more than one class of members, then by not less than two-thirds (2/3) of each class of members of the Corporation, computed separately. Upon any dissolution of the Corporation, after discharge of all corporate liabilities, the Board of Directors shall dispose of the assets of the Corporation, by dedication thereof to any appropriate public agency to be used for purposes similar to those for which the Corporation was formed. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned, if practicable, to any nonprofit corporation, association, trust or other organization as shall at the time qualify as an organization or organizations exempt from taxation under Sections 501(c) or 528 of the Internal Revenue Code of 1954, as enacted, or amended, by the Tax Reform Act of 1976, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors may determine, preferably to a semi-public agency, to be used in furthering, facilitating or effectuating purposes similar to those for which the Corporation was formed.

EIGHTH: Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

NINTH: As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; mergers and consolidations; mortgaging of common area; dissolution; and amendment of these Articles.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 35th day of September, 1979.

WITNESS:

Thomas C. Barbuti

Thomas C. Barbuti
Thomas C. Barbuti

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 25th day of October, 1979, before me, the undersigned officer, personally appeared Thomas C. Barbuti, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Thomas C. Barbuti
Notary Public

My Commission Expires: _____

