

MAPLE WOODS HOMEOWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day formed a non-stock corporation, not for profit, and does hereby certify:

ARTICLE I

The name of the Corporation is MAPLE WOODS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 22 West Allegheny Avenue, Suite 210, Towson, Maryland 21204.

ARTICLE III

Rachel M. Hess, whose address is 9505 Reisterstown Road-3 North, Owings Mills, Maryland 21117, is hereby appointed the Resident Agent of the Association.

ARTICLE IV

The terms "Association", "Common Areas", "Open Space", "Company", "Lots", "Owner", and "Property" as used in these Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions relating to Maple Woods Homeowners Association, Inc. dated February 15, 1993, and recorded among the Land Records of Baltimore County in Liber S.M. No. 9634, at folio 094 (the "Declaration").

ARTICLE V

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to

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provide for maintenance, preservation and architectural control of the Lots Common Areas and Open Space within that certain property described in Exhibit A attached to the Declaration, and such additional property described in the Declaration, which may be subjected to the Declaration, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means of 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 affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration;

(d) borrow money and, with the assent of two-thirds (2/3) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed and debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area or Open Space to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless first approved by Baltimore County, aforesaid, and an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, common area and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of each class of the members; and

(g) have and 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.

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ARTICLE VI

The Association shall not be authorized to issue any capital stock. Every person or entity who is a record owner of the fee simple title in any Lot which is subject to covenants of record to assessment by the Association, or, if such Lot is subject to a reversion reserved in a lease redeemable pursuant to Title 8 of the Real Property Article, Annotated Code of Maryland, the owner of the leasehold interest, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

The Association shall have two (2) classes of voting membership:

Class A: Class A Members shall be all Owners, with the exception of the Class B Members, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the Owners among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: Class B Members shall be Declarant and its Grantees, successors, and assigns who acquire more than one (1) Lot prior to completion thereon of a house. The Class B Members shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease, subject to revival upon additional land being annexed to the Property pursuant to this Declaration, and be converted to Class A membership on the happening of the first to occur at the following events:

(a) when the total votes outstanding in the Class-A membership equal the total votes outstanding in the Class B membership, or

(b) December 31, 1999.

ARTICLE VIII

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Ronald O. Schaftel	22 West Allegheny Avenue Towson, MD 21204
David E. Altfeld	22 West Allegheny Avenue Towson, MD 21204
Philip Z. Altfeld	22 West Allegheny Avenue Towson, MD 21204

These Directors (herein called "Charter Directors"), shall serve until the first annual meeting of the members at which their successors are elected. In the event of the death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each class of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed

and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X

The Association shall exist perpetually, unless dissolved pursuant to Article IX.

ARTICLE XI

AMENDMENT

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XI to the contrary notwithstanding, the Declarant shall have the absolute unilateral right, power and authority to modify, revise, amend or change any of the terms or provisions of these Articles of Incorporation, all as from time to time amended or supplemented. However, this unilateral right, power and authority of the Declarant may be exercised if and only if either the Veterans Administration or the Federal Housing Administration or any successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of the Property or any part thereof or any Lots thereon for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs, whether public or private. If the Veterans Administration or the Federal Housing Association or any successor agencies thereto, whether public or private, approve the Property or any part thereof or any Lot therein for federal approved mortgage financing purposes, and so long as there shall be Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional

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properties, mergers and consolidations, mortgaging of Association property, dedication of Association property, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, the undersigned, RACHEL M. HESS, whose post office address is 9505 Reisterstown Road-3 North, Owings Mills, Maryland 21117, being at least eighteen (18) years of age, has executed these Articles of Incorporation this 1st day of March, 1993, for the purpose of incorporating this Association.

WITNESS:

INCORPORATOR:

Francine Goldschmidt

Rachel M. Hess (SEAL)
Rachel M. Hess

STATE OF MARYLAND, BALTIMORE COUNTY, to wit:

I HEREBY CERTIFY, that on this 1st day of March, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared RACHEL M. HESS, the within named Incorporator, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein contained.

AS WITNESS my hand and Notarial Seal.

Francine Goldschmidt
Notary Public

My Commission expires:

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