

**ARTICLES OF INCORPORATION**

**OF**

**COLONIAL PARK HOMEOWNERS' ASSOCIATION, INC.**

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 Colonial Park Homeowners' Association, Inc. (hereinafter referred to as the "Association").

**ARTICLE II**

The principal office of the Association is located at 1046 Annapolis Road, Gambrills, Anne Arundel County, Maryland 21054.

**ARTICLE III**

S. Kennon Scott, whose address is 133 Defense Hwy, Suite 111, Annapolis, MD 21401, is hereby appointed the resident agent of the Association.

**ARTICLE IV**

The terms "Association", "Common Area", "Declarant", "Lots", "Owners", and "Property" as used in these Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions of Colonial Park Subdivision recorded among the Land Records of Anne Arundel County, Maryland (hereinafter referred to as the "Declaration").

**ARTICLE V**

**PURPOSES AND POWERS OF THE ASSOCIATION**

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the Common Areas located in the Property including any improvements and amenities located thereon and of the Lots and Dwelling Units pursuant to Article IX, Section 2 of the Declaration; (ii) the establishment of rules and regulations for the use

of the Common Areas including any improvements and amenities located thereon; (iii) the distribution among the Owners of the Property of the costs of the use, improvement, maintenance and repair of the Common Areas including any improvements and amenities located thereon; and (iv) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property. In furtherance of these purposes, the Association, (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power 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 or debts incurred; subject, however, to the further requirements of the Declaration;

(e) dedicate, sell or transfer all of any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property 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 to exercise any and all powers, rights and privileges which a non stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

## ARTICLE VI

Every person or entity, including Declarant, who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, and any amendments thereto,

including contract sellers, shall be a member of the Association and each Purchaser of any Lot by acceptance of a deed therefore covenants and agrees to be a Member of the Association whether or not it shall be so expressed in any deed or other conveyance. The foregoing is not intended to include persons or entities who hold an interest merely as a security for the performance of an obligation. For each Lot owned, the Owner thereof shall be entitled to one (1) membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

## ARTICLE VII

The Association shall have two classes of voting membership which shall be known as "Class A" and "Class B":

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

(b) The Class B Member of Members shall be the Declarant, its nominee or nominees and any Additional Declarant, as defined in Article III, Section 3 of the Declaration. Each Class B Member shall be entitled to three (3) votes for each Lot owned. Each Class B Membership shall lapse and become a nullity on the first to happen of the following events:

(i) when all of the Lots have been acquired by Class A Members; or

(ii) seven (7) years from the first date of recordation of the Declaration; provided, however, that if the Declarant is delayed in the improvement and development of the Property, and the construction of dwelling units thereon, on account of a sewer, water or building permit moratorium, or any other cause or event beyond the Declarant's control, the aforesaid seven (7) year period shall be extended by a period of time equal to the length of the delays or two (2) years, whichever is less.

Upon the lapse or surrender of any of the Class B Memberships as provided in said Article III, the Declarant and/or any Additional Declarant shall thereafter become a Class A Member of the Association as to each and every Lot in which the Declarant and/or any Additional Declarant or Builder then holds the interest otherwise required for such Class A Membership, in the event additional property is annexed after Class B Membership has lapsed or has been surrendered, then the Declarant and/or any Additional Declarant shall nevertheless become a Class B Member as to each Lot which it owns in such annexed property subject to the reinstated limitations set forth in said Article III.

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 Article III of the Declaration.

## ARTICLE VIII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors except as further provided by the By-Laws, Directors 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:

Albert Procopio, Jr., 1046 Annapolis Rd, Gambrills, MD 21054  
Albert Procopio, 1046 Annapolis Rd., Gambrills, MD 21054  
Lisa Bell, 1046 Annapolis Rd., Gambrills, MD 21054

These Directors, (hereinafter referred to as "Charter Directors") shall serve until their successors are selected pursuant to Article V, Section 6 of the By-Laws. In the event of 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.

## ARTICLE XI

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 or the Property or any part thereof or any Lots thereof for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs. If the Veterans Administration or the Federal Housing Association or any successor agencies thereto approve the Property or any part thereof or any Lot therein for federally approved mortgage financing purposes, then, 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 the Common Area and 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, S. Kennon Scott, whose post office address is 133 Defense Hwy., Suite 111, Annapolis, Anne Arundel County, MD 21401, being at least eighteen years of age, has executed these Articles of Incorporation this 20<sup>th</sup> day of November, 2002, for the purpose of incorporating this Association.

WITNESS:

*[Handwritten Signature]*

*[Handwritten Signature]*  
S. KENNON SCOTT

STATE OF MARYLAND )  
COUNTY OF ANNE ARUNDEL )

ss:

I HEREBY CERTIFY that on this 20 day of November, 2002, before me, the subscriber, personally appeared S. Kennon Scott who acknowledged the foregoing Articles of Incorporation to be his act.

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

*[Handwritten Signature]*  
My Commission expires 8/9/06

