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APPROVED

9/14/88 at 9:09

ARTICLES OF INCORPORATION OF

ST. GEORGE'S HUNDRED ASSOCIATION, INC.

FIRST: The undersigned, Stephen H. Scott, whose post office address is 9015 Woodyard Road, Suite 111, Clinton, Maryland 20735, being at least twenty-one (21) years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Association") is:

"ST. GEORGE'S HUNDRED ASSOCIATION, INC."

THIRD: This Association does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and the Association property within all that certain real property described in Schedule A attached hereto and made a part hereof, and such additional real property described in Schedule B attached hereto and made a part hereof, as may be subjected to the Declaration of Covenants, Conditions and Restrictions made by St. Mary's One Limited Partnership (the "Declarant"), dated of even date, and recorded or intended to be recorded among the Land Records of St. Mary's County, Maryland (the "Declaration"), and to promote the health, safety and welfare of the residents within the above-described real 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, said Declaration being incorporated herein as if set forth fully;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses 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 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,

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sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

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

(e) Dedicate, sell or transfer all or any part of the Association property 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 St. Mary's County, 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 residential property and common property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) 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.

FOURTH: The post office address of the principal office of the Association in this State is 9015 Woodyard Road, Suite 111, Clinton, Maryland 20735. The name and post office address of the Resident Agent of the Association in this State is Stephen H. Scott, 9015 Woodyard Road, Suite 111, Clinton, Maryland 20735. Said Resident Agent is an individual actually residing in the State of Maryland. ✓

FIFTH: 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. ✓

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

(a) **Class A.** Class A member(s) shall be all owners with the exception of the Declarant (as defined in the Declaration) 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 they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

(b) **Class B.** Class B member(s) shall be the Declarant (as defined in the Declaration), and 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 pursuant to the Declaration, and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

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

(ii) on September 14, 2003.

SEVENTH: 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 successor are:

Dennis J. Makielski	9015 Woodyard Road, Suite 111 Clinton, Maryland 20735
Charles D. Reed	9015 Woodyard Road, Suite 111 Clinton, Maryland 20735
Stephen H. Scott	9015 Woodyard Road, Suite 111 Clinton, Maryland 20735

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect a director for a term of three (3) years.

EIGHTH: The Association may be dissolved with the assent given in writing and signed by not less than two-

thirds (2/3) of each class of 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

NINTH: The Association shall exist perpetually.

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

ELEVENTH: 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 Association property, dedication of Association property, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and have acknowledged the same to be my act this 14th day of September, 1988.

Debra L. Gross
Witness

Stephen H. Scott
Stephen H. Scott

STATE OF MARYLAND)
)
COUNTY OF CHARLES)

On this 14th day of September, 1988, before me the undersigned, a Notary Public in and for the County and State aforesaid, personally came Stephen H. Scott, personally known to me to be the person whose name is affixed to the foregoing instrument, and he acknowledged the execution thereof to be his voluntary act and deed for the purposes therein contained.

Witness my hand and Notarial Seal as of the date and year last above written.

My Commission Expires:

My Commission Expires July 1, 1990

Brenda K. Haughton
Notary Public

