

ARTICLES OF INCORPORATION

OF

OLD GLORY AND ORIOLE LANDING HOMEOWNERS ASSOCIATION, INC.

THIS IS TO CERTIFY:

That, I, the subscriber, RODNEY GERTZ, whose address is 5341 Ketch Road, P. O. Box 587, Prince Frederick, Maryland 20678, being at least twenty one (21) years of age, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **OLD GLORY AND ORIOLE LANDING HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Association". *WJM*

ARTICLE II

The principal office of the Association is located at 5341 Ketch Road, P. O. Box 587, Prince Frederick, Maryland 20678.

ARTICLE III

The name and post office address of the Resident Agent of the Association in the State of Maryland shall be: Karen H. Abrams, 41620 Fenwick Street, P. O. Box 605, Leonardtown, Maryland 20650.

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OLD GLORY AND ORIOLE LANDING HOMEOWNERS
ASSOCIATION, INC.

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ARTICLE IV

The corporation shall have no authority to issue capital stock.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Areas within certain tracts of real property located in the First Election District of Calvert County, and more particularly described as follows:

1. Final Plat, Plat One (Lots 1-11, Open Space A, B & H) Old Glory, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber KPS No. 1, Folio 90.
2. Final Plat, Plat Two (Lots 12-28, Parcel A, Open Space C & D) Old Glory, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber KPS No. 1, Folio 91
3. Final Plat, Plat Three (Lots 29-40, Open Space F & G) Old Glory, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber KPS No. 1, Folio 92.
4. Final Plat, Plat Four (Outlot A & B, Open Space E) Old Glory, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber KPS No. 1, Folio 93.
5. Plat One, Oriole Landing, Lots 1 through 10, Lots 50 through 59, Outlots 11 and 12, and Open Space, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber BJS No. 1, Folio 93.
6. Plat Two, Oriole Landing, Lots 45 through 49, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber BJS No. 1, Folio 94.

7. Plat Three, Oriole Landing, Lots 13 through 25, Lots 43 and 44, Recreation Area and Community Open Space, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber BJS No. 1, Folio 95.

8. Plat Four, Oriole Landing, Lots 26 through 42, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber BJS No. 1, Folio 96.

9. Plat Five, Oriole Landing, Open Space and Outlot A, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber BJS No. 1, Folio 97.

10. Replatting of Open Space and Outlots A & B, Plat 5 Oriole Landing, which is recorded among the Land Records of Calvert County, Maryland at Plat Liber KPS No. 1, Folio 108.

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 the duties and obligations of the Association as set forth in the certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded among the Land Records of Calvert County, Maryland, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(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 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, 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 Common Area 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 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 non-profit corporations organized for the same purposes; or annex additional residential property and common area, 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 exercise any and all powers, rights, and privileges which a corporation organized under the Non-Stock Corporation Law of the State of Maryland may now or hereafter have or exercise;

(H) In the event an owner of any property shall fail to maintain the premises and the improvements situated thereon in a manner satisfactory to the Board of Directors of the Association, after two-thirds (2/3) vote of the Board of Directors, have the right, through its agents or employees, to enter upon said

parcel and to repair, maintain and restore the property and the exterior of the buildings and any other improvements erected thereon. The cost of such exterior maintenance shall be added to and become a part of the assessment to which such property is subject.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. The Association shall not be authorized to issue capital stock.

ARTICLE VII

VOTING RIGHTS

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

CLASS A: Class A members shall be all Owners, with the exception of the Declarant, Quality Built Homes, Inc., 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

may among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

CLASS B: The Class B member(s) shall be the Declarant, Quality Built Homes, Inc., and shall be entitled to fifteen (15) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(A) When the total votes outstanding in Class A membership equals the total votes outstanding in Class B membership; or

(B) On December 31, 2005.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) 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 number of Directors consisting of the original Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the initial Directors are as follows:

1. Robert Dale Gertz
1461 St. Stephens Church Road
Crownsville, MD 21032
2. Rodney Neal Gertz
P. O. Box 316
Huntingtown, MD 20639

3. Dean Bivens
5341 Ketch Road
Prince Frederick, MD 20678

At the first annual meeting the members shall elect one-third (1/3) of the directors for a term of one (1) year, one-third (1/3) of the directors for a term of two (2) years and one-third (1/3) of the directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect three (3) directors for a term of three (3) years. At the expiration of the initial term of office of each respective director, his or her successor shall be elected to hold office until his or her successor has been elected and holds his or her first meeting.

ARTICLE IX

DISSOLUTION

The Association may be dissolved upon the recommendation of the Board of Directors and the affirmative vote of 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 the 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

This Association 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, but only with the assent of seventy-five percent (75%) of the votes entitled to be cast by the entire membership.

ARTICLE XI

FHA/VA APPROVAL

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

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Maryland, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation, this 3rd day

of March, 2000.



RODNEY NEAL GERTZ

STATE OF MARYLAND, County of Calvert, to wit:

I HEREBY CERTIFY, that on this 3 day of March, 2000, before me, a Notary Public of the State and County aforesaid, personally appeared RODNEY NEAL GERTZ and he made oath in due form of law that the matters and facts contained in the foregoing Articles of Incorporation are true and correct to the best of his knowledge, information and belief, and he further acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.



NOTARY PUBLIC
My Commission Expires: 7-16-2000

MARY F. DIXON
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 16, 2000

**** FOR DEPARTMENTAL USE ONLY ****

DOCUMENT CODE 02

BUSINESS CODE 04

_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: 20
Expedite Fee: _____
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies: _____
Copy Fee: _____
Certificates: _____
Certificate Fee: _____
Other: _____
TOTAL FEES: 40

(New Name) _____

_____ Credit Card
 Check
_____ Cash

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s) _____

_____ Documents on _____ Checks

APPROVED BY: WJY

NOTE:

ATTACH COVER LETTER as CONSENT

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0000345200
WORK ORDER: 0000287288
DATE: 03-09-2000 01:13 PM
AMT. PAID: \$40.00

COMMENT:

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: Law Offices
Karen A. Abrams, P.C.
41620 Fenwick St.
P.O. Box 605
Leonardtown, Md. 20650