

ARTICLES OF INCORPORATION

OF

CHADLEROCK NEWS
HOMEOWNERS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 24, 1981 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 25-25, folio 6283, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 26.00 Special Fee paid \$

To the clerk of the Circuit Court of Howard County REC'D. FEE 4.00
11/23/81
IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements 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.

R. W. Johnson

Mark A. Johnson
5560 Stewart Place
Columbia, Md. 21044
A 119208

8102311



ARTICLES OF INCORPORATION OF
CRADLEROCK MEWS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

INCORPORATOR: The undersigned, RICHARD B. TALKIN, whose post office address is suite 105, 5560 Sterrett Place, Columbia, MD 21044, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, hereby execute this document for the purpose of forming a corporation not-for-profit.

ARTICLE II

NAME: The name of the corporation is Cradlerock Mews Homeowners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE III

PURPOSE AND POWERS: This Association does not contemplate pecuniary gain or profit, direct or indirect, to itself or its members. The general purpose for which it is formed is: to provide for maintenance and preservation of certain Common Area within those certain tracts of property described in that certain Declaration of Covenants, Conditions and Easements between The Ryland Group, Inc. and Owen Brown "B" Development Corporation, dated November 18, 1981 (hereinafter referred to as the "Declaration") recorded or to be recorded among the Land Records of Howard County, Maryland, said Declaration being incorporated herein as if set forth at length; and with respect to the "Property" therein described to promote the health, safety and welfare of the residents therein and any additions thereto as may hereafter be brought within the jurisdiction of this Association. The Common Area is described as follows: Being Lots B-146, B-147, B-148 and B-149, inclusive, as shown on a plat entitled, "Columbia, Village of Owen Brown, B-74 through B-149, a resubdivision of Lot B-73, Section 1, Area 1," which plat is recorded among the Land Records of Howard County, Maryland, as Plat No. 4989. For this general purpose, the Association shall have the following specific purposes and powers:

(1) 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 and at the same may be amended from time to time as therein provided;

(2) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate or otherwise dispose of real or personal property in connection with the affairs of the Association;

(3) Fix, levy, and collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; enforce any and all covenants, conditions, easements, restrictions, charges and liens, and agreements set forth in 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;

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

(5) Dedicate, sell or transfer all or any part of the Common Area within the Property to The Columbia Park and Recreation Association, Inc., or to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided that no such dedication or transfer shall be effective unless an instrument has been signed by Members entitled to cast two-thirds (2/3) of the votes of each class of members agreeing to such dedication, sale or transfer and said instrument has been placed among the records of the Association;

(6) Subject to the provisions of the Declaration, participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, provided that any such merger or consolidation shall have the assent of members entitled to cast two-thirds (2/3) of the votes of each class of Members;

(7) Have and to exercise to the extent necessary or desirable for the accomplishment of the purposes of the Association and all powers, rights and privileges which corporations of similar character, may not or hereafter have or exercise under the General Laws of the State of Maryland.

ARTICLE IV

REGISTERED AGENT AND ADDRESS: The post office address of the Corporation is c/o Talikn & Abramson, 5560 Sterrett Place, Columbia, MD 21044. The resident agent of the Corporation is Richard B. Talkin, and his post office address is 5560 Sterrett Place, Columbia, MD 21044. The resident agent designated is a citizen and resident of the State of Maryland.

ARTICLE V

NO CAPITAL STOCK: The Association is not authorized to issue capital stock.

ARTICLE VI

MEMBERSHIP: Every individual or entity who is an Owner (as defined in the Declaration) or who holds an undivided, common or joint interest in any Lot (as defined in the Declaration) which is subject by covenants of records 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 an obligation. Membership shall be apourtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS: The Association shall have such classes of voting membership with such voting rights as are provided for in Article III, Section 2 of the Declaration.

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, as the By-Laws shall provide, who need not be Members of the Association. The composition of the Board of Directors and the term of its members shall be governed on the following additional conditions:

(1) The names and addresses of the persons who are to serve as the initial directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
1. Maurice Simpkins	6014 Jacobs Ladder Columbia, MD 21045
2. Gary Thatcher	5865 Robert Oliver Place Columbia, MD 21045
3. Joseph Keopler	105 Bonhill Drive Oxon Hill, MD 20022

(2) Beginning with the first annual meeting of the Association to be held on or about October 30, 1982, the members, at each such annual meeting, shall elect the number of directors as set forth in the By-Laws, each for a term of one (1) year. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of the remaining directors or by a sole remaining director and if not previously so filled, shall be filled at the next meeting of the members of the Association.

(3) At all times, Class B Members may elect Class A Members to the Board of Directors and at all times a Director may be re-elected to an additional term.

ARTICLE IX

ADDITIONS TO PROPERTIES AND MEMBERSHIP: Additions to the Property and consequent membership in the Association may be made only in accordance with the provisions of the recorded Declaration applicable to the said Property. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this Association to such additional properties.

ARTICLE X

DISSOLUTION: The Association may be dissolved with the assent given in writing and signed by the members entitled to cast three-quarters (3/4) of the votes of each class of members. Upon dissolution of the Association, other than an incident to a merger or consolidation, the assets of the Association shall be dedicated to and vest in an appropriate civic organization to be used for purposes as nearly as practicable similar to those set forth herein for the Association, Howard County, or the State of Maryland in the order stated.

AMENDMENT: These articles may be amended in accordance with the law, provided that no amendment shall be effective to impair any rights of members that are governed by the Declaration which are part of the property interests created thereby and provided that no amendment shall be made except at a meeting of the members of the Association by the written assent of members entitled to cast three-quarters (3/4) of the votes of each class of members.

ARTICLE XII

DURATION: The Association shall exist perpetually.

ARTICLE XIII

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 or the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of the Articles.

IN WITNESS WHEREOF, the above-named Incorporator has signed these Articles of Incorporation this 24 day of November, 1981, and acknowledged the same to be his act and deed.

WITNESS:

Dorothy Crowley

Q. J. Pl

—(SEAL)