

DRAFT NO. 2

DATED 10/15/85

ARTICLES OF INCORPORATION
OF
SPRINGFIELD MANOR HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the general laws of the State of Maryland, Sami Totah, a resident of Maryland, address set forth below, and of full legal age necessary to form a corporation, does hereby form a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is Springfield Manor Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at Quad Construction Corporation, 6525 Belcrest Road, Suite 200, Hyattsville, Maryland 20782.

ARTICLE III

Sami Totah whose address is 6525 Belcrest Road, Suite 200, Hyattsville, Maryland 20782, is hereby appointed initial resident agent of this Association.

ARTICLE IV

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 Area as described in the Declaration of Covenants, Conditions and Restrictions (attached hereto as Exhibit A) for Springfield Manor Homeowners Association (hereinafter referred to as "the property") and to promote the health, safety and welfare of the

residents within the property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and 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 that Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") which is applicable to the property and recorded or to be recorded in the land records for Prince George's County, Maryland, as the same may be amended from time to time as therein provided; said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment of, 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, sale 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 and such dedication, sale or transfer has been approved as otherwise required by the Declaration and Bylaws of the Association;

(f) participate in mergers and consolidations with other nonprofit nonstock corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members and such other approval as may be required by the Declaration and Bylaws of the Association;

(g) annex additional residential property and Common Area as provided in the Declaration and Bylaws for the Association; and

(h) have and exercise any and all powers, rights and privileges which a corporation organized under the general laws of the State of Maryland by law may now or hereafter have or exercise, consistent with its nonprofit character.

ARTICLE V

MEMBERSHIP

The Association shall have no authority to issue capital stock. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, 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 appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all the Lot Owners of record with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot owned. When more than one person has an interest in any Lot, all such persons shall be members and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. If the owners cannot determine how to vote themselves, then no vote shall be allowed to be cast--no fractional voting is permitted.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration). Class B members shall be entitled to three (3) 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 seventy-five percent (75%) of the Lots in the Property as fully expanded have been sold and conveyed to, and occupied by, Class A members; or
- (b) on December 31, 1991.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association, acting in accordance with the Bylaws and Declaration for Springfield Manor Homeowners Association, as amended from time to time. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection and qualification of their

successors at the first annual meeting of the Association are:

Vartkess Balian
6525 Belcrest Road, Suite 200
Hyattsville, Maryland 20782

Peter Serber
6525 Belcrest Road, Suite 200
Hyattsville, Maryland 20782

Nishan Topjian
6525 Belcrest Road, Suite 200
Hyattsville, Maryland 20782

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

ARTICLE VIII

DISSOLUTION

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.

ARTICLE IX

DURATION

The Association shall exist perpetually.

ARTICLE X
AMENDMENTS

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

IN WITNESS WHEREOF, for the purpose of forming this corporation under the general laws of the State of Maryland, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation, this ____ day of _____, 19____, and acknowledge the same to be my act.

Sami Totah
Printed Name

Address: _____
