

ARTICLES OF INCORPORATION
OF
GLEN ALLEN HOMEOWNERS ASSOCIATION, INC.
A MARYLAND NON-STOCK CORPORATION

4/12/89 10:59 A.M.

021

THIS IS TO CERTIFY that Patrick G. Power, James M. Ryan and Michael Villa, all adult citizens of the United States of America, do hereby associate themselves with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

ARTICLE ONE

Name

The name of the corporation (which is hereinafter called the corporation) is "GLEN ALLEN HOMEOWNERS ASSOCIATION, INC."

ARTICLE TWO

Purposes

The purpose and objects for which this corporation is formed are: to assume the duties and functions of the homeowners association under a certain Declaration of Covenants for the Glen Allen subdivision which is recorded at Liber 7275, folio 217 among the land records of Prince George's County, to manage the said subdivision, maintain its common areas, to represent the owners of property in the subdivision and their tenants in community and government hearings affecting the subdivision, to enforce the said covenants, and otherwise act to protect and promote the general welfare of the subdivision.

55
12A
12A

ARTICLE THREE

Powers

Strictly for the purposes and objects aforesaid, and not in conflict therewith, this corporation shall have the following powers and authority:

(a) To make and enter into any and all contracts or agreements as may be necessary and proper for the purposes and objects set forth herein.

(b) To purchase, lease or acquire by devise, gift or otherwise, such real and personal property as may be necessary and proper for carrying out or accomplishing the purposes and objects of the corporation, and to sell, exchange and replace the same and to erect upon such real estate as may be so acquired a suitable building or buildings to maintain such building or buildings or space in any building or buildings, so long as it may be necessary and proper for carrying out and accomplishing the purposes and objects of the corporation.

(c) To engage, hire or employ such persons or other entities as may be necessary and proper for carrying out and accomplishing the purposes and objects of the corporation and to pay them such compensation as to the Board of Directors may seem reasonable and proper.

(d) To borrow or raise money for any of the purposes and objects of the corporation and to issue bonds, notes and other obligations of any nature, and in any manner permitted by law, for money so borrowed, or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and interest thereon by mortgage or deed of trust upon, or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real, personal or mixed, and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations, for any of the purposes or objects of the corporation.

(e) To take such actions as are called for and allowed by the aforesaid protective covenants, including but not limited to, the power to assess and collect assessments from the members of the corporation to fund its costs and activities.

(f) To dedicate, sell or transfer all or any part of the property conveyed to it for community association purposes 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 approved by members entitled to cast more than two-thirds (2/3) of the votes of the entire Class A membership and more than two-thirds (2/3) of the votes of the entire Class B membership, if any.

ARTICLE FOUR

Principal Office; Resident Agent

The principal office of the said corporation shall be located at 4061 Powder Mill Road, Suite 210, Calverton, MD 20705; and Meyers, Billingsley, Shipley, Curry, Rodbell & Rosenbaum, P.A., a Maryland corporation, whose post office address is 6801 Kenilworth Avenue, Suite 400, Riverdale, MD 20737, shall be its resident agent.

ARTICLE FIVE

Non-Stock

The corporation hereby formed is an organization of individuals created solely for the purposes and objects set forth in the Declaration of Covenants for Glen Allen subdivision recorded among the land records of Prince George's County, Maryland at Liber 1275, folio 217, and not with a view to any pecuniary gain or profit to the members thereof, and whatever property, real, personal or mixed, that may be acquired by it or whatever income may accrue therefrom shall be held and utilized solely for and in the prosecution of the purposes and objects aforesaid, and it shall therefore have no capital stock.

ARTICLE SIX

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the aforesaid Declaration of Covenants, including contract sellers, shall be a member of the corporation. 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 corporation. Ownership of such lot shall be the sole qualification for membership. The designated representative of corporate owners and the families of record owners shall also be members of the corporation, enjoying all rights and obligations of membership, but no household shall be entitled to more than one (1) vote per lot owned.

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

Class A. Class A members shall be all those owners as defined hereinabove in this Article. Class A members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot may be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be Miller and Smith Homes of Maryland, Inc., its successors or assigns, and any other residential home builder designated in writing by Miller and Smith Homes of Maryland, Inc. The Class B members shall be entitled to three (3) votes for each lot in which they hold the interest required for membership. Class B membership shall terminate as and when provided in the Declaration of Covenants referenced in Article II hereof.

(b) Only members of the corporation shall have the right to vote for the election of directors at the annual meeting of the corporation called for that purpose.

ARTICLE SEVEN

Management

The management of the affairs of the corporation shall be vested in a Board of Directors.

ARTICLE EIGHT

Directors

The affairs of this corporation shall be managed by a Board of three (3) Directors. The number of Directors may be changed by amendment of the By-Laws of the corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of the successors are:

Patrick G. Power
1524 Wild Cranberry Drive
Crownsville, MD 21032

James M. Ryan
4913 Bristow Drive
Annandale, VA 22003

Michael Villa
5310 Tooks Hill Road
Bethesda, MD 20814

At the organizational meeting of the Board of Directors of the corporation, the members of the Board shall adopt By-Laws by which to govern the corporation and shall prescribe such rules and regulations as they may see fit.

At the first annual meeting after the dissolution and conversion of Class B membership, the Board shall be expanded to five (5) Directors, all of whom from that time on shall be members of the corporation, and the members shall elect two (2) Directors for a term of one (1) year, two (2) Directors for a term of two (2) years, and one (1) Director for a term of three (3) years. At the expiration of the initial term of each respective Director, his successor shall be elected to serve a term of three (3) years.

ARTICLE NINE

Amendments

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

ARTICLE TEN

FHA/VA APPROVAL

As long as there is a Class B membership, and the property is subject to any federal finance or loan assurance program, 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 designated for homeowner association purposes, dedication of such area, dissolution of the corporation and amendment of these Articles.

ARTICLE ELEVEN

Dissolution

The Corporation may be dissolved with the consent of more than two-thirds (2/3) of the entire Class A membership and more than two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by this Corporation. The above notwithstanding, the Corporation which is formed to own and maintain the Common Areas defined in the Declaration of Covenants shall not be dissolved without the consent of the Prince George's County Planning Board.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23rd day of March, 1988.

WITNESS:

Joseph H. Orsucci

Patrick G. Power
Patrick G. Power

Joseph H. Orsucci

James M. Ryan
James M. Ryan

Joseph H. Orsucci

Michael Villa
Michael Villa

STATE OF VA
COUNTY OF Fairfax, to wit:

On this 23rd day of March, 1988, before me, the undersigned officer, personally appeared Patrick G. Power and acknowledged that he executed the foregoing instrument for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Joseph H. Orsucci
Notary Public

My Commission Expires: June 9, 1990

STATE OF VA
COUNTY OF Fairfax, to wit:

On this 23rd day of March, 1988, before me, the undersigned officer, personally appeared James M. Ryan and acknowledged that he executed the foregoing instrument for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Joseph H. Orsucci
Notary Public

My Commission Expires: June 9, 1990

STATE OF VA
COUNTY OF Fairfax, to wit:

On this 23rd day of March, 1988, before me, the undersigned officer, personally appeared Michael Villa and acknowledged that he executed the foregoing instrument for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Joseph H. Orsucci
Notary Public

My Commission Expires: June 9, 1990

THIS DEED

MADE this 3rd day of March, 1988, by and between CITY OF BOWIE, party of the first part, and MILLER AND SMITH HOMES, INC., party of the second part:

WITNESSETH, that in consideration of the exchange of title to certain real property described in a Deed from the party of the second part to the party of the first part, and other good and valuable considerations, the said party of the first part does grant and convey unto the party of the second part, in fee simple, as all that property situate in Prince George's County, Maryland, described as:

SEE EXHIBIT A (4 PARCELS)

Parcels 1 thru 3 being part of the same property described in a deed recorded in Liber 5502, Folio 211 and Parcel 4 being all of the property described in a deed recorded in Liber 6832, Folio 942 of the land records of Prince George's County, Maryland.

TOGETHER with the building and improvements thereupon erected, made or being; and all and every, the rights, alleys, ways, waters, privileges, appurtenances and advantages to the same belonging or in anywise appertaining.

AND the said party of the first part covenants that it will warrant specially the property hereby conveyed; and that it will execute such further assurances of said land as be requisite.

WITNESS my hands and seals.

TEST:

CITY OF BOWIE

Pamela A. Fleming

By: H. Charles Moore
City Manager

STATE OF MARYLAND
COUNTY OF

to wit:

I hereby certify that on this 3rd day of March, 1988, before me, the subscriber, a Notary Public for the State of and county aforesaid, personally appeared H. Charles Moore who acknowledged himself to be the City Manager of the City of Bowie, and that he, as such City Manager, being authorized so do to, executed the foregoing instrument for the purposes therein contained by signing the name of the City of Bowie by himself as such City Manager.

In witness whereof I hereunto set my hand and official seal this 3rd day of March, 1988.

Pamela A. Fleming
Notary Public

My Commission Expires: 7/1/90

This instrument certified to have been prepared by an attorney duly admitted to practice before the Court of Appeals of Maryland, or under his supervision.

MEYERS, BILLINGSLEY, SHIPLEY,
CURRY, ROBBELL & ROSENBAUM

By: Robert H. Rosenbaum
Robert H. Rosenbaum

PLEASE RETURN TO:
ROBERT H. ROSENBAUM
MEYERS, BILLINGSLEY, SHIPLEY,
CURRY, ROBBELL & ROSENBAUM,
6801 KENILWORTH AVENUE, SUITE 400
RIVERDALE, MARYLAND, 20737-1385

CLERK OF THE
CIRCUIT COURT
NORMAN L. PRITCHETT

APR 4 3 29 PM '88

#11-11-88
REC
FILE
5001
R22 100
14.5