

**ARTICLES OF INCORPORATION  
OF  
CROFTON VILLAGE SECTION 12 HOMEOWNERS ASSOCIATION, INC.**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation, adopt the following Articles of Incorporation for such corporation:

FIRST: Name. The name of the corporation is Crofton Village Section 12 Homeowners Association, Inc.

SECOND: Duration. The duration of the corporation shall be perpetual.

THIRD: Non-Stock, Non-Profit Corporation. The corporation is not authorized to issue capital stock and will not operate for profit.

FOURTH: Purposes. The purpose or purposes for which the corporation is organized are as follows:

a. To organize and operate a corporation, no part of the net earnings of which is to inure to the benefit of any member of other individuals;

b. To acquire and to own and to provide for the maintenance and management of certain open spaces and other community and recreational facilities located within a community known as Crofton Village Section 12 in Anne Arundel County, Maryland; and

c. To conduct all other lawful activities that the corporation may elect to pursue.

FIFTH: Membership. The authorized number of memberships of this corporation shall be as set out in this section below. Said memberships shall consist of the following classes:

a. Class A Memberships. There is authorized a number of Class A memberships that equals the total number of lots located in the property described in the Declaration applicable to the subject community. Except for the Declarant, its successors or assigns, every person or entity, who is a record owner of a fee interest in any lot which is part of the property described in the Declaration or which otherwise becomes subject by the covenants set forth in the Declaration to assessment by the Association, shall be a Class A member of the Association; provided, however, that any such person or entity, who holds such interest solely as a security for the performance of an obligation shall not be a Class A member

solely on account of such interest. Each Class A member shall be entitled to one (1) vote for each lot owned.

b. Class B Memberships. The Class B member shall be the Declarant, its nominee or nominees, and shall include every person or entity, who shall obtain any Class B membership by specific assignment or as a result of any legal proceeding or other assignment of asset or other legal assignment of asset from the Declarant. The Class B member or members shall have one Class B membership for each lot in which such member holds the interest otherwise required for a Class A membership. Each Class B member shall be entitled to three (3) votes for each lot in which such member holds the interest otherwise required for a Class A membership. Each Class B member shall lapse and become a nullity on the first to happen of the following events:

(i) if the total authorized, issued and outstanding Class A memberships equal or exceed the total authorized, issued and outstanding Class B memberships multiplied by three (3); or

(ii) on January 1, 2008.

Upon the lapse of any Class B memberships as provided for in this Article, the Declarant shall thereafter become and remain a Class A member of the Association as to each and every lot in which the Declarant then holds the interest otherwise required for Class A membership.

The members of the Association shall have no preemptive rights, as such members, to acquire any memberships of this Association that may at any time be issued by the Association except as may be specifically provided in this Article.

SIXTH: Lien on Memberships. The corporation shall have a lien on the outstanding Class A memberships in order to secure payment of any sums which shall be due or become due from the holders hereof for any reason whatever.

SEVENTH: Resident Agent. The name of the resident agent of the corporation is William Bernhard who is an adult citizen of Maryland whose address is 1164 Wickford Court, Crofton, Maryland 21114.

EIGHTH: Principal Office. The principal office of the corporation is 1164 Wickford Court, Crofton, Maryland 21114.

NINTH: Directors. The number of directors constituting the initial Board of Directors of the corporation is three (3).

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall be elected and qualify, are as follows:

Allan H. Gasner 7004 Darby Road  
Bethesda, Maryland 20817

Stephen Wasserman 1164 Wickford Court  
Crofton, Maryland 21114

William Bernhard 1164 Wickford Court  
Crofton, Maryland 21114

TENTH: 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.

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

TWELFTH: Incorporator. The name and address of the incorporator of the corporation is:

Stephen Wasserman  
1164 Wickford Court  
Crofton, Maryland 21114

IN WITNESS WHEREOF I have signed these articles and acknowledged the same to be my act.

Date: \_\_\_\_\_  
Stephen Wasserman

STATE OF MARYLAND  
COUNTY OF \_\_\_\_\_ ss:

I HEREBY CERTIFY, that on this \_\_\_\_\_ day of \_\_\_\_\_,

2001 personally appeared before me, a Notary Public in and for the State and County aforesaid, Stephen Wasserman, known personally to me, and he did acknowledge that he signed, sealed and delivered the foregoing as his voluntary act and deed, and he acknowledged the facts therein stated to be true as set forth.

GIVEN under my hand the year and day first above written.

\_\_\_\_\_  
Notary Public

My Commission Expires:\_\_\_\_\_.

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.

\_\_\_\_\_  
WILLIAM BERNHARD