

ARTICLES OF INCORPORATION

OF

WOODS END HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of State of Maryland, the undersigned, Ronald E. Hoffman, Dianne M. Hoffman, and Roland E. Kinser, all of whom are residents of the State of Maryland and all of whom are of legal age, have this day voluntarily associated themselves together for the purpose of forming a nonstock corporation not for profit and the corporation shall not be authorized to issue capital stock and we do hereby certify:

ARTICLE I

The name of the Corporation is Woods End Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

✓ The principal office of the Association is located at 1509 Antelope Lane, Beaver Heights, Maryland, 20743.

ARTICLE III

The post office address of the principal office of the Corporation in the State of Maryland is 1509 Antelope Lane, Beaver Heights, Maryland 20743. The name and post office address of the resident agent of the Corporation in the State of Maryland is Ronald E. Hoffman, 1111 Cecil Avenue, Millersville, Maryland 21108 and said Resident Agent is an individual actually residing in the State of Maryland.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

1988 APR -5 10:41

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STATE OF MARYLAND DEPARTMENT OF AGRICULTURE

RECEIVED FOR RECORD

4-5-88 at 10:41 a.m.

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 residence Lots and Common Area within that certain tract of property described in Schedule A, attached hereto. Also, 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 of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded among the Land Records of Prince George's County, Maryland and 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 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 nonprofit 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 unless the Declaration provides otherwise;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Maryland, by law may now or hereafter have or exercise.

ARTICLE V

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 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 Owners, with the exception of the Declarant, and shall be entitled to one 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and 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 the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on July 1, 1997.

ARTICLE VII

BOARD OF DIRECTORS

As long as there are Class B member(s), the affairs of the Association shall be managed by a Board of three (3) Directors who shall be elected by the membership for a term of one (1) year. A director need not be a member of the Association.

Thereafter, the affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association.

At the first annual meeting after the termination of Class B members, the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald E. Hoffman	1111 Cecil Avenue, Millersville, Maryland 21108
Dianne M. Hoffman	1111 Cecil Avenue Millersville, Maryland 21108
Roland E. Kinser	225 Midvale Street, Falls Church, Virginia 22046

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 corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of Seventy-five (75%) percent of 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 or the Veterans Administration: 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, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 31 day of March, 1988.

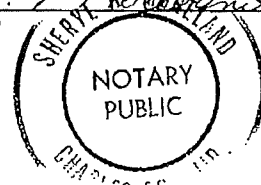
Ronald E. Kinser
Dianne M. Hoffman
all of them

STATE OF MARYLAND :
 COUNTY OF :

I HEREBY CERTIFY that on this 31 day of March, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald E. Hoffman, Dianne M. Hoffman and Roland E. Kinser, and made oath that the foregoing Articles of Incorporation are true and correct.

Sheryl A. Mendenhall
 Notary Public

My Commission Expires: 7/1/90



297 459

SCHEDULE A

DESCRIPTION

6.9110 ACRES
PARCEL N

SECTION EIGHT
SOUTHVIEW

OXON HILL (12TH) DISTRICT
PRINCE GEORGE'S COUNTY, MARYLAND

BEING all of Parcel "N", as shown on a plat of subdivision entitled, "SECTION EIGHT, SOUTHVIEW", and recorded among the Land Records of Prince George's County, Maryland, in Plat Book WWW 59 at Plat No. 43, and being more particularly described as follows:

BEGINNING for the same at a point on the southwesterly right of way line of Oakcrest Drive, variable width, said point also being the northerlymost corner of the aforesaid Parcel "N", as shown on the aforesaid plat, and running thence with said southwesterly right of way line and with the northeasterly outline of Parcel "N", the following three (3) courses, as now surveyed

1. South 78 deg 00' 12" East, 62.23 feet to a point of curvature;
2. 522.03 feet along the arc of a curve, deflecting to the right, having a radius of 446.42 feet and a chord bearing South 44 deg 30' 12" East, 492.79 feet to a point of tangency; and
3. South 11 deg 00' 12" East, 596.04 feet to the southerlymost corner of said Parcel "N"; thence leaving said southwesterly right of way line and continuing along the southwesterly and northwesterly outline of said Parcel "N", as now surveyed.
4. North 48 deg 23' 44" West, 930.46 feet to the westerlymost corner of said Parcel "N"; and
5. North 27 deg 54' 38" East, 375.33 feet to the place of beginning, containing 301,043.28 square feet or 6.9110 acres of land.