

3.2.

ARTICLES OF INCORPORATION STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

for the

APPROVED FOR RECORD

8-11-97 at 8:30 a.m.

Chelsea Wood Condominium Council of Co-Owners, Inc.

A NONSTOCK CORPORATION

72238311

THIS IS TO CERTIFY:

That I, P. Michael Nagle, whose post office address is 10480 Little Patuxent Parkway, Suite 650, Columbia, Maryland 21044, being at least eighteen (18) years of age, hereby declare myself as incorporator with the intention of forming a nonstock, not-for-profit corporation under and by virtue of the General Laws of the State of Maryland, and for that purpose do hereby make, execute, and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Chelsea Wood Condominium Council of Co-Owners, Inc.

ARTICLE II

Status

The corporation shall be a non-stock, not-for-profit corporation.

I.D. NO# D4757274
ACKN. NO. - 033C3113615
CHELSEA WOOD CONDOMINIUM COUNCIL
OF CO-OWNERS, INC.

08/11/97 AT 08:30 A.M.

RECEIVED

'97 AUG 11 AM 8 30

ARTICLE III

Applicable Statute

ASSESS. & TAX.

The corporation is organized pursuant to the provisions of the Corporations and Associations Article of the Annotated Code of Maryland, Title 2, "Corporations In General - Formation, Organization, and Operation" and Title 5, Subtitle 2, "Nonstock Corporations."

ARTICLE IV

Purposes and Powers

4.01. Purposes. The corporation is not formed for pecuniary gain or profit, direct or indirect, to itself or its members. The corporation is formed for the purpose of providing for and promoting the health, safety, common good and social welfare of the owners of property in, and the residents of, that certain condominium known as Chelsea Wood Condominium, located in Greenbelt, Maryland, pursuant to that certain Master Deed filed for recording at Liber 4218, Folio 597, among the land records of Prince George's County, Maryland, and to enhance and protect the value, desirability and attractiveness of Chelsea Wood Condominium.

4.02. Powers. The corporation shall have the following powers:

(a) any and all powers which are necessary, suitable or convenient for the accomplishment of that purpose or which are incidental thereto or connected therewith which the corporation from time to time may deem appropriate in order to benefit, aid, promote and provide for the peace, health, safety, convenience, comfort and general welfare of the owners of property in, and the residents of, Chelsea Wood Condominium;

(b) any and all powers expressly or impliedly conferred upon the corporation by the terms of the Master Deed and/or Bylaws; and

(c) any and all powers conferred upon corporations of a similar character by the General Laws of the State of Maryland, and upon such associations by Title 11, Section 11-101, et seq., of the Real Property Article of the Annotated Code of Maryland, as amended from time to time (the "Condominium Act").

ARTICLE V

Principal Office and Resident Agent

5.01. Principal Office. The principal office of the corporation in Maryland is 8445 Greenbelt Road, T1, Greenbelt, MD 20770.

5.02. Resident Agent. The name and address of the resident agent of the corporation is P. Michael Nagle, 10480 Little Patuxent Parkway, Suite 650, Columbia, Maryland 21044.

ARTICLE VI

No Stock

The corporation is not authorized to issue capital stock and will not be operated for profit. The corporation does not contemplate the distribution of gains, profits or dividends to any of its members. The members of this corporation shall not be personally liable for the debts, liabilities or obligations of this corporation except as specifically provided for in the Condominium Act.

ARTICLE VII

Membership and Voting Rights

7.01. Definitions. For purposes of these Articles of Incorporation:

(a) "Person" means any individual, corporation, joint venture, partnership, association, joint stock company, trust, unincorporated organization or government (or any agent or political subdivision of a government), any other legal entity, or any combination thereof.

(b) "Unit" means a three-dimensional area, as described in the Master Deed and as shown on the Condominium Plat recorded among the land records of Prince George's County, Maryland, located within Chelsea Wood Condominium .

7.02. Membership. Every person who owns a unit within the Condominium shall be a member of the corporation, provided, however, that any person who holds such interest solely as security for the performance of an obligation shall not be a member by reason of such interest. Membership shall be appurtenant to, and shall not be separated from, the status of owner.

7.03. Rights of Members. The property, voting and other rights and privileges of membership, the liability of each member for assessments, and the method of collection thereof shall be as set forth in the Master Deed and the Bylaws.

ARTICLE VIII

Board of Directors

The affairs of the corporation shall be managed by a Board of Directors composed of an odd number of directors, with no fewer than five (5) and no more than nine (9) natural persons. The qualifications, powers, duties and tenure of the office of director and the manner by which directors are to be chosen shall be as prescribed and set forth in the Bylaws. Officers of the corporation shall be elected and shall serve as provided for in said Bylaws. The initial Board of Directors shall consist of five (5) persons, whose names and addresses are:

Sheila Cavender
8457-T1 Greenbelt Road
Greenbelt, MD 20770

Cynthia M. Gay
8435-202 Greenbelt Road
Greenbelt, MD 20770

Joan M. Muller
8425-102 Greenbelt Road
Greenbelt, MD 20770

Peggy Smith
8445-102 Greenbelt Road
Greenbelt, MD 20770

Dennis Varnell
8415-101 Greenbelt Road
Greenbelt, MD 20770

The initial directors shall serve until their successors shall be elected and qualified.

ARTICLE IX

General

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and members thereof:

9.01. Interested Director Transactions. No contract or other transaction between the corporation and any of its directors, or between the corporation and any corporation, firm, or association in which any of its directors are directors or officers or are pecuniarily or otherwise interested, is either void or voidable because of the common directorship or interest, or because any such director is present at the meeting of the Board, or any committee thereof, which authorizes or approves the contract or transaction, or because his or her vote is counted for such purpose, if any of the following conditions exist:

(a) The fact of the common directorate or interest is disclosed or known to the board of directors or the committee, and the board or committee authorizes, approves or ratifies such contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or

(b) The fact of the common directorate or interest is disclosed or known to the members, and the members authorize, approve or ratify the contract or transaction by a majority vote of those members present in person or by proxy at a regular or special meeting at which a quorum is had, other than the votes by the interested director, corporation, firm or other entity; or

(c) The contract or transaction is commercially reasonable to the corporation at the time it is authorized, ratified, approved or executed.

A common or interested director may be counted in determining the presence of a quorum at any meeting of the Board of Directors or any committee thereof which authorizes, approves or ratifies any contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

9.2 Indemnification. Any person who is serving or has served as a director, officer, employee, or agent of the corporation may be indemnified by the corporation to the maximum extent permitted by the laws of the State of Maryland. The corporation shall also have the power and authority to purchase an insurance policy or policies providing for the indemnification and defense of such individuals against claims arising from their performance of their duties, to the maximum extent permitted by Maryland law.

9.3 Dissolution. Upon any liquidation, dissolution, or winding up of the corporation hereunder, the property of the corporation, both real and personal, shall be distributed pursuant to the Condominium Act.

ARTICLE X

Duration

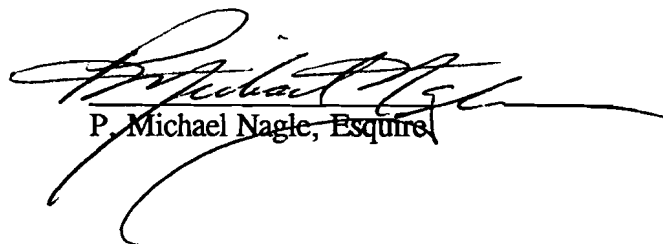
The corporation shall have perpetual duration.

ARTICLE XI

Amendment

The corporation reserves the right to amend, modify, alter or repeal any provision contained in these Articles by majority vote of the Board of Directors.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the undersigned incorporator this 7th day of August, 1997.



P. Michael Nagle, Esquire

State of Maryland

County of HOWARD

I HEREBY CERTIFY that on this 7th day of AUGUST, 1997, before me, the subscriber, a Notary Public, in and for the above mentioned State and County, personally appeared P. Michael Nagle, Esquire, who acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.


Notary Public

My commission expires: 4/1/00