

ARTICLES OF INCORPORATION

01/20/98 AT 08:35 A.M.

FORREST FARM HOMEOWNERS' ASSOCIATION, INC.

(A Non-Stock, Non-Profit Corporation)

RECORDED FILE  
1.20.98 835/a

THIS IS TO CERTIFY:

That, I, the subscriber, Joseph R. Densford, whose address is 22335 Exploration Drive, Suite 2030, Lexington Park, Maryland 20653, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I  
NAME

UM

The name of the Corporation is FORREST FARM HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the Association is located at C/O Lacer, Sparling, Densford & Reynolds, P.A., 22335 Exploration Drive, Suite 2030, Lexington Park, Maryland 20653.

ARTICLE III  
RESIDENT AGENT

The name and post office address of the Resident Agent of the Association in the State of Maryland shall be: Joseph R. Densford, 22335 Exploration Drive, Suite 2030, Lexington Park, Maryland 20653.

ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain, the purposes for which it is formed are to provide for maintenance, preservation and architectural control of the, Lots and Common Area within the certain tract of real property located in the Third Election District, St. Mary's County, Maryland, being more specifically described below, and any property annexed or added thereto pursuant to the terms of the Declaration of Covenants, Conditions and Restrictions for Forrest Farm:

All that real property located in the Third Election District of St. Mary's County, Maryland, which is shown on a Plat entitled "SUBDIVISION OF FORREST FARM, SECTION ONE", dated December 22, 1997 and recorded in Plat Liber E.W.A. No. 45, Folio 11, among the Plat Records of St. Mary's County, Maryland (said real property, together with any additional real property annexed or added thereto is hereinafter referred to collectively as the "property).

BEING a portion of that tract or parcel of land conveyed to Forest Acres, L.L.C. by Deed dated April 16, 1997 and recorded among the Land Records of St. Mary's County, Maryland at Liber E.W.A. 1149, Folio 294;

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And 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 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 in the Land Records of St. Mary's County, Maryland, and as the same may be amended from time to time as herein 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, 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 non-profit 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;

(G) Have or exercise any and all powers, rights, and privileges which a corporation organized under the Non-Stock Corporation Law of the State of Maryland may now or hereafter have or exercise.

(H) In the event an owner of any property shall fail to maintain the premises and the improvements situated thereon in a manner satisfactory to the Board of Directors of the Association, after two-thirds (2/3) vote of the Board of Directors. The Board shall have the right, through its agents or employees, to enter upon said parcel and to repair, maintain, and restore the property and the exterior of the buildings and any other improvements erected thereon. The cost of such exterior maintenance shall be added to and become a part of the assessment to which such property is subject.

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 purchasers, 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. The Association shall not be authorized to issue capital stock.

ARTICLE VI  
VOTING RIGHTS

The Association shall have two (2) 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 (1) 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 among themselves determine, but in no event shall more than one (1) 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) 120 days after 75% of the Lots currently approved and platted for Forrest Farm, together with such Lots as may be annexed into Forest Farm as provided in the Declaration of Covenants, Conditions and Restrictions, have been conveyed to a Purchaser; or

(B) On the tenth anniversary date of the date of the Declaration; or

(C) At such time as may be before the events specified in (A) and (B) above, the Declarant, in its sole discretion so determines.

ARTICLE VII  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, who need not be members of the Association. The number of Directors may be changed by Amendment of the By-Laws of the Association. The number of Directors consisting of the original Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the initial Directors are as follows:

- 1. Marvin R. Blumberg  
6700 Belcrest Road, Suite 117  
Hyattsville, Maryland 20782

2. Matthew E. Hurson  
4390 Parliament Place, Suite A  
Lanham, Maryland 20706

3. Joseph R. Densford  
22335 Exploration Drive, Suite 2030  
Lexington Park, Maryland 20653

At the first meeting of the Membership after Class B ceases and is converted to Class A, the members shall elect five (5) Directors in the following manner: 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 office of each respective Director, his successor shall be elected to serve a term of three (3) years. The Directors shall hold office until their successors have been elected and hold their first meeting.

#### ARTICLE VIII DISSOLUTION

The Association may be dissolved upon the recommendation of the Board of Directors and the affirmative vote of not less than two-thirds (2/3) of each class of members present at a special meeting of the membership called for the express purpose of dissolving the Association. 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 the 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE IX DURATION

The Corporation shall exist perpetually.

#### ARTICLE X AMENDMENTS

This Association reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation, but only with the assent of seventy-five percent (75%) of the votes entitled to be cast by the entire membership, provided, however, that so long as the Declarant is a Class B and/or Class A Member, the Declarant shall have the right and option, in its sole and absolute discretion, to unilaterally amend these Articles without the vote of the Class A Membership, if required by the VA, FHA, FNMA, FHLMC or any other governmental or quasi-governmental agency.

#### 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 and/or the Veterans Administration, as appropriate; Annexation of

additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles, if the VA and or FHA so requires.

Dated this 23<sup>rd</sup> day of December, 1997.

Joseph R. Densford  
JOSEPH R. DENSFORD

STATE OF MARYLAND  
COUNTY OF ST. MARY'S, to wit:

I HEREBY CERTIFY, that on this 23<sup>rd</sup> day of December, 1997, before me, a Notary Public of the State and County aforesaid, personally appeared Joseph R. Densford, known to me or satisfactorily proven to me to be the person whose name appears in the within document and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Neil M. Adkins  
Notary Public  
My Commission expires: 8/1/99