

ARTICLES OF INCORPORATION

OF

FLINT LEDGE ESTATES COMMUNITY ASSOCIATION, INC.

to: State Department of Assessments
and Taxation
Baltimore, Maryland

In compliance with the requirements of the General Laws of the State of Maryland, Dennis Rourke, 6110 Executive Boulevard, Rockville, Maryland 20852; William M. Canby, 200-B Monroe Street, Rockville, Maryland 20850; and Joel S. Kline, 200-B Monroe Street, Rockville, Maryland 20850, all of whom are at least twenty-one years of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the Corporation is FLINT LEDGE ESTATES COMMUNITY ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

The post office address of the principal office of the Association is 200-B Monroe Street, Rockville, Montgomery County, Maryland 20850.

ARTICLE III

William M. Canby, whose post office address is 200-B Monroe Street, Rockville, Maryland 20850, is hereby appointed the registered agent of this Association. Said resident agent is a citizen of the State and actually resides therein.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This association is not authorized to issue capital stock and 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 lots and Common Area, within that certain tract of property described in Schedule A attached hereto and incorporated by reference herein, and to promote the health, safety and welfare of the residents within the above-described property; and to that goal the Association may:

(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 in the office of the Clerk of the Circuit Court for Montgomery County 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, and until such transfer or dedication has been approved in writing by the Planning Commission of the City of Rockville. The request for dedication or transfer shall be submitted in writing to the said Planning Commission of the City of Rockville and the said Commission shall render in writing its approval or disapproval within ninety (90) days after the submission of such request to the said Commission. Failure on the part of the Commission to reply within the said ninety (90) day period shall be deemed to be approval by said Commission.

(f) organize, operate and maintain community recreational facilities for the promotion of social intercourse and the furtherance of recreational activities;

(g) have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under Title 5 of the Corporations and Associations Article of the Annotated Code of Maryland may by law now or hereafter have or exercise.

The foregoing enumeration of the purposes and objectives of the Association is made in furtherance, and not in limitation, of the powers conferred upon the Association by law, and is not intended by the mention of any particular purpose or objective in any manner to limit or restrict the generality of any other purpose incident to the maintenance and promotion of social intercourse and the furtherance of athletic exercise and sports or to limit or restrict any of the powers of the Association. The Association is formed under the articles, conditions, and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

This Association is not authorized to issue capital stock.

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 performance of an obligation. Membership shall be appurtenant to and shall 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 (as defined in the Declaration) 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. However, the vote for such Lot shall be exercised as they among themselves determine. In no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B members 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 Class A membership equal the total votes outstanding in the Class B membership; or
- (b) December 31, 1987.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not more than five (5) Directors as shall be prescribed in the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the first annual meeting or until their successors are duly chosen and qualify are:

<u>Name</u>	<u>Address</u>
Dennis Rourke	6110 Executive Boulevard Rockville, Maryland 20852
William T. Wheeler	932 Bonifant Street Silver Spring, Maryland 20910
Mark W. Kugler	932 Bonifant Street Silver Spring, Maryland 20910
William M. Canby	200-B Monroe Street, Rockville, Maryland 20850
Joel S. Kline	200-B Monroe Street Rockville, Maryland 20850

At the first annual meeting the members shall elect Directors for a term of one year. At each annual meeting thereafter the members shall elect five Directors for a term of one year each, unless otherwise provided for in the Bylaws.

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, and after obtaining consent in writing of at least seventy-five percent (75%) of the first mortgagees and, further, with the assent and approval of the Mayor and Council of the City of Rockville, Maryland. 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

This Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the assent of seventy-five percent (75%) of the entire membership and seventy-five percent (75%) of the first mortgagees.

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 Areas, dedication of Common Areas, 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 the Association, have executed these Articles of Incorporation this 28th day of July, 1983.

[Signature]
Witness

[Signature]
Dennis Rourke

[Signature]
Witness

[Signature]
William M. Ganby

[Signature]
Witness

[Signature]
Joel S. Kline

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I HEREBY CERTIFY that on this 28th day of July, 1983, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared DENNIS ROURKE, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Notary Public
My Commission expires: 7-1-86

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I HEREBY CERTIFY that on this 28th day of July, 1983, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared WILLIAM M. CANBY, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Notary Public
My Commission expires: 7-1-86

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I HEREBY CERTIFY that on this 29th day of July, 1983, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared JOEL S. KLINE, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Thomas R. McCann
Notary Public
My Commission expires: 7/1/86