

THE NEW MARK COMMONS HOMES ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, Edmund J. Bennett, whose post office address is 7315 Wisconsin Avenue, Bethesda, Maryland; Patrick C. McKeever, whose post office address is 2311 Spencer Road, Silver Spring, Maryland; and Barry M. Fitzpatrick, whose post office address is 14410 Barkwood Drive, Rockville, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of this corporation shall be: THE NEW MARK COMMONS HOMES ASSOCIATION, INC.

ARTICLE II. The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III. The principal office for the transaction of business of this corporation shall be located in the County of Montgomery, State of Maryland, at 514 New Mark Esplanade, Rockville, Maryland 20850. James H. Denny II shall be designated as statutory agent of this corporation. Said resident agent is a citizen and actual resident of the State of Maryland.

ARTICLE IV. The general purpose for which this corporation is formed, and business or objects to be carried on and promoted by it, 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 or other individual;

(b) To provide for the maintenance and management of certain recreational and other community facilities located within the community known as NEW MARK COMMONS, In the City of Rockville, Montgomery County, Maryland, and to provide architectural control for the residential properties located therein.

For the general purposes aforesaid, and limited to those purposes, this corporation shall have the following powers:

(a) To construct, improve and maintain, operate and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or Incident to the furtherance of the business of this corporation;

(b) To borrow money and Issue evidence of indebtedness in furtherance of any or all of the objects of Its business, to secure the same by mortgage, deed of trust, pledge, or other lien;

(c) To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the nonprofit purposes of the corporation;

(d) To make patronage refunds to members as provided for In the By-Laws of the corporation;

(e) Insofar as permitted by law, to do any other thing that, in the judgment of the Board of Directors, will promote the business of the corporation or the common benefit of its members.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this corporation, and the enjoyment of the exercise thereof, as conferred by the General Laws of the State of Maryland.

ARTICLE V. This corporation shall be without capital stock and will not be operated for profit. This 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.

ARTICLE VI. The authorized number of memberships of this corporation is 435, all of which shall be "Class A" memberships. Every person, group of persons or entity who is a record owner of a fee interest in any Living Unit which is or becomes subject by covenants of record to assessment by this corporation shall be a Class A member of this corporation; provided, however, that any such person, group of persons or entity who holds such interest merely as security for the performance of an obligation shall not be a member. Class A members shall be entitled to one vote for each Living Unit in which they hold the interest required for membership.

ARTICLE VII. The corporation shall have a lien on outstanding Class A memberships In order to secure payment of any sums which shall be due or become due from the holders thereof for any reason whatsoever.

ARTICLE VIII. In the event any Class A member sells, assigns, or otherwise transfers of record the fee interest in any Living Unit in which he holds the interest required for membership, such member shall, at the same time, assign the membership appurtenant to said Living Unit to the transferee of the Living Unit and deliver it to him for transfer on the books of the corporation. The foregoing requirement shall not obtain in the event a Living Unit is transferred as aforesaid merely as security for the performance of an obligation.

Except as provided in this Article, Class A membership shall not be transferable and, in any event, no transfer of any Class A membership shall be made upon the books of the corporation within ten (10) days next preceding the annual meeting of the members.

ARTICLE IX. The number of directors of this corporation shall not be less than three (3), and the names and post office addresses of the directors who shall act as such until the first annual meeting, or until such time as their successors are duly chosen and qualified are:

<u>Name</u>	<u>Address</u>
Edmund J. Bennett	7315 Wisconsin Avenue, Bethesda, Maryland
Brenda Bell	7315 Wisconsin Avenue, Bethesda, Maryland
Barry M. Fitzpatrick	342 Hungerford Court, Rockville, Maryland

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 By-Laws of the corporation. Officers of this corporation shall be elected and shall serve as provided for in said By-Laws.

ARTICLE X. The directors shall exercise their powers and duties in good faith and with a view to the interests of the corporation. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any corporation, firm or association in which one or more of the directors of this corporation are directors or officers or are pecuniarily or otherwise interested, is either void or voidable because such director or directors are present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if the condition specified in any of the following subparagraphs exists:

(a) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the Minutes, and the

Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; or

(b) The fact of the common directorate or interest is disclosed or known to the members, or a majority thereof, and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; or

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

Common or interested directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or hereof which authorizes, approves or ratifies any contract or transaction, and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XI. This corporation 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.

ARTICLE XII. In the event of dissolution of the corporation, the assets of the corporation, both real and personal, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by this corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15th day of September, A. D. , 1967.

Bonnie L. McVeigh (as to all)

Edmund Bennett

_____ [SEAL]
Patrick C. McKeever

_____ [SEAL]
Barry M. Fitzpatrick

Bonnie L. McVeigh, Notary Public