

ARTICLES OF INCORPORATION
OF
CASTLE HARBOUR CONDOMINIUM, INC.

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THIS IS TO CERTIFY:

FIRST: I, the subscriber, EARL G. SCHAFFER, whose post office address is 4 Evergreen Road, Severna Park, Maryland 21146, being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland and amendments thereto authorizing the formation of corporations, form a non-profit corporation for the promotion and conduct of the purposes and objects hereinafter stated, by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is: CASTLE HARBOUR CONDOMINIUM, INC.

THIRD: The post office address of the principal office in the State of Maryland shall be 540 Baltimore Annapolis Boulevard, Severna Park, Maryland 21146. The Resident Agent of the Corporation is Richard W. McClelland, 540 Baltimore Annapolis Boulevard, Severna Park, Maryland 21146, who is a citizen of the State of Maryland and actually resides therein.

FOURTH: The purposes for which the Corporation is formed and the objectives which are to be promoted by it are as follows:

(a) To promote the social and general welfare and the common good of the unit owners and/or members of Castle Harbour Condominium, Inc. ("Condominium") in connection with the operation, maintenance, and management of the Condominium located in Anne Arundel County, State of Maryland, and known as Castle Harbour Condominium, Inc., pursuant to and in conformity with Title 11, Section 101, et seq., of the Real Property Article, Annotated Code of Maryland (1981 Replacement Volume) as amended from time to time hereinafter referred to as the "Maryland Condominium Act", on a non-profit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

FIFTH: In order to carry out its purposes and objectives, the Corporation shall have the following powers:

(a) To buy, own, acquire, sell, convey, assign, mortgage and lease any interest in property, real, personal or mixed, including units in the Condominium, and to construct, maintain and operate improvements thereon necessary or incident to the primary purpose of the Corporation to provide social and general welfare for the members and residents of Castle Harbour Condominium, Inc.

(b) To make and establish rules and regulations governing the use of the Condominium.

(c) To levy and collect assessments against its members to defray the common expenses of the Condominium as provided in the Declaration and in the By-Laws establishing the Condominium, including, but not limited to, the right to levy and collect assessments for the purchase of insurance on the Condominium and insurance protection of the Corporation and its members.

(d) To maintain, repair, replace, operate and manage the Condominium, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium

(e) To enforce the provisions of the Declaration, these Articles of Incorporation, the By-Laws of the Corporation which may be adopted, and amended from time to time, and the rules and regulations governing the use of the said Condominium.

(f) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(g) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of all agreements, mortgages,

deeds of trust, and any and all other instruments which may be necessary or appropriate to enable the Corporation to further the purposes and objectives of the Corporation, including but not limited to the right to act as attorney-in-fact and the exercise of the powers set forth in the Maryland Condominium Act and the Declaration and By-Laws of the Corporation.

(h) To exercise and perform without limitation all of the powers and duties of the Council of Unit Owners of the Condominium in a manner consistent with the provisions of the Maryland Condominium Act and the Declaration and By-Laws of the Condominium.

(i) To do and perform any and all acts and things which a nonstock corporation organized and existing under the general laws of the State of Maryland is or may be empowered to do, without limitation or restriction of any kind including, by way of example rather than of limitation, any and all acts and things which such a corporation is or may be empowered to do under the provisions of Title 2, Section 2-103, and Title 5, Section 5-202 of the Corporations and Associations Article of the Annotated Code of Maryland, (1975 edition), as from time to time amended; and

(j) In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual, or to any organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation; provided, however, that the Corporation shall have at all times the power to convey by deed, deed of trust, or mortgage any or all of its property in order to secure financing necessary or reasonably appropriate to carry out its purposes and objectives.

The foregoing enumeration of powers is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular power to limit or restrict any lawful power to which the Corporation may be otherwise entitled.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The Corporation shall be a membership corporation. Every person, group of persons, corporation, trust or other legal entity, or any combination thereof, who are the holders of interest record title to the fee simple interest to Unit, as that term is defined in the Declaration, or any common or joint interest therein if such unit is owned by more than one person or entity, shall be a member of the Corporation, provided, however, that any person, group of persons, corporation, trust or other legal entity, or any combination thereof, which holds such interest solely as security for the performance of an obligation shall not be a member.

EIGHTH: The Corporation shall have no capital stock and is not authorized to issue capital stock. The affairs of the Corporation shall be controlled and managed by a Board of Directors of the Council of Unit Owners who shall exercise all corporate powers. The Board of Directors shall consist of such number of persons as may be provided by the By-Laws but not less than three (3) nor more than nine (9) and shall always be an uneven number as may be provided from time to time by the By-Laws of the Corporation. The members of the Corporation shall not be liable for the debts, liabilities, or obligations of the Corporation except as provided in Section 11-101(c) of the Maryland Condominium Act.

NINTH: The names and addresses of the individuals who shall constitute the first Board of Directors and shall serve until the first annual meeting of the Corporation, or until their successors are duly elected and qualified are:

<u>Names</u>	<u>Addresses</u>
Richard W. McClelland	540 Baltimore Annapolis Boulevard, Severna Park, Maryland 21146
Jeanine R. Clark	540 Baltimore Annapolis Boulevard, Severna Park, Maryland 21146
Haaki Kavrakoglu	540 Baltimore Annapolis Boulevard, Severna Park, Maryland 21146

TENTH: None of the members of the Board of Directors nor any officer shall receive any compensation for serving in that capacity, but any person may be paid such compensation for services rendered the Corporation as the Board of Directors shall from time to time deem reasonable and any person may be reimbursed for any expenses, disbursements, or liability made or incurred by such person for or on

account of the Corporation or in connection with the management and conduct of the affairs of the Corporation. The provisions of this paragraph shall not be deemed to exclude any right of any Director, officer or employee to indemnification as may be provided in the By-Laws of the Corporation and authorized by the Corporations and Associations Article of the Annotated Code of Maryland (1975 Edition), as from time to time amended.

ELEVENTH: The Corporation is authorized and empowered to impose a lien on outstanding memberships in order to secure payment of any sums which shall be due or become due from the holder for any loan whatsoever.

TWELFTH: In the event any member sells, assigns, or otherwise transfers of record the fee interest in any condominium unit in which he holds the membership interest at the time such fee interest is transferred, simultaneously therewith there shall be an assignment to the transferee of the condominium unit of that membership interest. The foregoing assignment shall not occur in the event a condominium unit is transferred as security for the performance of an obligation.

THIRTEENTH: The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any Directors, officer, contributor, or private individual, nor shall any of such net earnings or of the property or assets of the Corporation be used other than for the purposes set forth herein.

FOURTEENTH: The Corporation reserves the right to amend, change, or repeal any of the provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Maryland; provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Corporation is formed.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act, this 20th day of January, 1986.



 (SEAL)
EARL G. SCHAFFER