

ARTICLES OF INCORPORATION
OF
THE MARINE OAKS PHASE II HOMEOWNERS' ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 27 1988 AT 10:25 AM OCTOBER 17 1988 IN CONFORMITY
WITH LAW AND ORDER RECORDED

RECORDED IN LIBER 2644 FOLIO 000159 OF THE CHANCERY RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDING FEE PAID SPECIAL FEE PAID

1988

TO THE CLERK OF THE CIRCUIT COURT OF BALTIMORE

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL INSTRUMENTS THEREON HAVE
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE



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MARINE OAKS PHASE II
HOMEOWNERS' ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THESE ARTICLES OF INCORPORATION, made this 19 day of April, 1984, by Ivan Stein, a resident of Maryland having an address at 10 Church Lane, Baltimore, Maryland 21208.

WITNESSETH, THAT WHEREAS by an instrument entitled "Declaration of Covenants, Conditions, Charges and Liens", dated April 11, 1984, and recorded among the Land Records of Baltimore County, Maryland (hereinafter referred to as "the Declaration"), Marine Oaks, a limited partnership organized and existing under the law of Maryland, has subjected to the operation and effect of the Declaration all of that land, situate and lying in the said County, which is described in Exhibit A thereto, together with the improvements thereon and the appurtenances thereto, thereby creating a community with respect to the same known as "Marine Oaks Phase II" (hereinafter referred to as "the Community"), all as is more particularly set forth in the Declaration; and

WHEREAS, under the provisions of the Declaration the affairs of the Community are to be governed by a non-stock corporation organized and existing under the law of Maryland; and

WHEREAS the undersigned, by these Articles of Incorporation, intend to incorporate such entity.

NOW, THEREFORE, THE UNDERSIGNED, being at least eighteen (18) years of age, hereby forms a nonstock corporation under the general laws of the State of Maryland, upon the terms and subject to the conditions which are hereinafter set forth:

Article 1. Name The name of the corporation (hereinafter referred to as "the Association") is and shall be

THE MARINE OAKS PHASE II
HOMEOWNERS' ASSOCIATION, INC.

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Article 4. Lack of authority to issue stock.

4.1. The Association is not authorized or empowered to issue capital stock of any type or class.

4.2. Nothing in the foregoing provisions of this Article shall be deemed in any manner to alter or impair any right or power which the Association may have from time to time to issue such bonds, notes and other evidence of secured or unsecured debt, in such amounts, for such consideration, upon such terms and subject to such conditions as the Association may determine.

Article 5. Membership.

5.1. The Association's membership shall consist of, and be limited to all of the Owners, as that term is defined by the provisions of the Declaration.

5.2. The Association's membership shall be divided into such classes of membership as are prescribed by the provisions of the Declaration, each of which classes shall exist during such times, and the respective members of which shall have such rights, as are set forth therein.

5.3. An Owner's membership in the Association shall be appurtenant to his Lot, and may not be separated from his ownership thereof.

Article 6. Directors.

6.1. The number of directors which the Association shall have shall be three (3), which number may be increased or decreased by an amendment of the Association's by-laws, but shall never be less than three (3).

6.2. The names of the directors who shall act until the first annual meeting of the Association's membership and until their successors are elected and qualified are:

Ivan Stern
Charles Carrington
Gala Stern

6.3. The Association's board of directors shall exercise all of the Association's powers, except for those, if any, conferred upon or reserved to the Association's

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members by law, or by the provisions of these Articles of Incorporation, the Association's by-laws or the Declaration, as from time to time amended.

Article 7. Perpetual existence. The Association's existence shall be perpetual.

Article 8. Voting rights.

8.1. The voting rights of each member of the Association are as set forth in the provisions of the Declaration, as from time to time amended (which provisions are hereby incorporated herein by reference).

8.2. Except in those circumstances, if any, in which the giving of a proxy by a member of the Association is expressly permitted by the provisions of the Declaration (in which circumstances such member shall be entitled to vote by such proxy), no member of the Association may vote by proxy.

Article 9. Amendment of Articles of Incorporation.

9.1. These Articles of Incorporation may be amended in and only in the same manner as that set forth in the provisions of section 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 edition, as amended) for stock corporations, with each member of the Association having the rights thereunder held by a stockholder of a stock corporation.

9.2. Without limiting the generality of the foregoing provisions of this Article, no amendment of these Articles of Incorporation shall be effective unless approved by the Association's membership by the affirmative vote of three-fourths (3/4) of all of the votes entitled to be cast thereon.

Article 10. Dissolution of the Association.

10.1. The Association may be voluntarily dissolved only in accordance with the provisions of section 5-208 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 edition, as amended), except that such dissolution must have been approved by the Association's membership by the affirmative vote of two-thirds (2/3) of all of the votes of each Class of membership entitled to be cast thereon.

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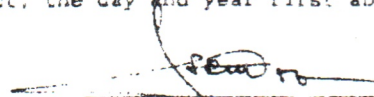
10.2. Upon any dissolution of the Association other than incident to its merger or consolidation with another entity, and except as is otherwise required by applicable law, the Association's assets shall be granted to an appropriate public agency to be used by such agency for purposes which are the same as or similar to those for which the Association has been organized, provided, that if such agency does not accept such grant, such assets shall be granted to any nonprofit corporation, association, trust or other entity, to be used by such entity for such purposes.

Article 11. Obtaining approval by Federal Housing Administration and Veterans Administration.

Before the Class B Membership (as that term is defined by the provisions of the Declaration) terminates pursuant to the provisions of the Declaration, the consent or approval of the Federal Housing Administration and/or the Veterans Administration shall be obtained to any of the following actions taken while a Mortgage (as that term is defined by the provisions of the Declaration) is in effect which is insured by such entity:

- 11.1. a dissolution of the Association;
- 11.2. a merger or consolidation of the Association with another entity;
- 11.3. the Association's grant of a Mortgage covering any or all of the Commons;
- 11.4. the Association's dedication of any or all of the Commons to public use;
- 11.5. an amendment of these Articles of Incorporation; and
- 11.6. an expansion of the Community pursuant to the provisions of Section 7 of the Declaration.

IN WITNESS WHEREOF, the undersigned hereby executes and seals these Articles of Incorporation and acknowledges them to be his act, the day and year first above written.

 (SEAL)
IVAN STERN

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