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ARTICLES OF INCORPORATION

OF

THE OVERLOOK PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of the Annotated Code of Maryland, Corporations and Associations Article, Section 5-201 et. seq., the undersigned, a resident of the State of Maryland, of legal age, has this day formed a non-stock corporation, not for profit, and does hereby certify:

ARTICLE I
Name

The name of the corporation is:

THE OVERLOOK PROPERTY OWNERS ASSOCIATION, INC.

hereinafter called the "Association".

ARTICLE II
Defined Terms

The terms, "Association", "Bylaws", "Builder", "Common Areas", "Declarant", "Lots", "Owner", and "Property" or "Properties" as used in these Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions, Restrictions and Easements relating to The Overlook residential subdivision, situated in Anne Arundel County, Maryland, and recorded among the Land Records of that County.

ARTICLE III
Principal Office

The principal office of the Association is located at 2661 Riva Road, Suite 220, Annapolis, Maryland 21401.

ARTICLE IV
Resident Agent

James C. Praley, whose address is c/o Lessans, Praley & McCormick, P.A., 7419 Baltimore-Annapolis Boulevard, Post Office Box 1330, Glen Burnie, Maryland 21060, is hereby appointed the initial resident agent of this Association; said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE V
Purpose of Formation

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed is to provide for maintenance, preservation and architectural control of the residential lots and open space and common areas within that certain tract of property (the "Property"), situate in Anne Arundel County, Maryland and depicted on the Plats of "The Overlook", which Plats are recorded among the Land Records of said County in Plat Book 243, pages 41 through 49, inclusive, and to promote the health, safety and welfare of the residents within the 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 of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements, hereinafter called the "Declaration", applicable to the Property, intended to be recorded among the Land Records of Anne Arundel County, Maryland, 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 - provided, however, that 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;

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

ARTICLE VI
Membership

Every person 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 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 Corporation shall not be authorized to issue stock to any member or entity.

ARTICLE VII
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. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Member shall be the Declarant and Builder (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 the Class A Membership equal the total votes outstanding in the Class B Membership; or
- (b) on December 31, 2006.

ARTICLE VIII
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) 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 names of the persons who are to act in the capacity of directors until the selection of their successors are:

Gary W. Koch
Frances Johnson
Nancy Riddleberger

ARTICLE IX
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. 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 a non-profit corporation, association, trust or other organization devoted to such similar purpose.

ARTICLE X
Duration

The corporation shall exist perpetually.

ARTICLE XI
Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership. Notwithstanding, and in addition to, any other provision of these Articles of Incorporation, the Declaration, the Bylaws and the Rules and Regulations, the Declarant shall have the right, and hereby reserves the sole right and authority, to be exercised in its sole discretion without the consent of any other person, at any time and from time to time while it owns any Class B membership, if so required by the FNMA, the FHLMC, the VA, the FHA or any other governmental or quasi-governmental agency, to amend, modify or add to the provisions of these Articles of Incorporation, and the other documents and instruments relating to the Association or the Property as need therefore be made. Such right also is reserved to comply with the requirements of any lender or title insurance company, provided such amendments, modifications or additions made pursuant to the requirements of any lender or title insurance company do not adversely or materially affect the interests in the Property of the Owners or mortgagees of any Lots. Any such amendments, modifications of, or additions to these Articles of Incorporation by the Declarant shall be effective on the date specified in the written instrument effecting the same, if any, or, if none, on such date as the instrument is recorded among the records of the Maryland State Department of Assessments and Taxation.

IN WITNESS WHEREOF, for the purpose of forming this non-stock corporation under the Laws of the State of Maryland, the undersigned, whose address is 7419 Baltimore-Annapolis Boulevard, Post Office Box 1330, Glen Burnie, Maryland 21060, has executed these Articles of Incorporation this 3rd day of JANUARY, 2003.


James C. Pratey

I HEREBY consent to act as resident agent in Maryland for the entity named in the attached instrument.


James C. Praley

After filing please return to:

James C. Praley, Esq.
Lessans, Praley & McCormick, P.A.
7419 Baltimore-Annapolis Blvd.
P.O. Box 1330
Glen Burnie, Maryland 21060

G:\Overlook\HOA\Articles of Inc. - The Overlook
BL 12.18.02

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****


DOCUMENT CODE 02 BUSINESS CODE 04

Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361987955717

ID # D07196611 ACK # 1000361987955717
LIBER: B00474 FOLIO: 0267 PAGES: 0006
THE OVERLOOK PROPERTY OWNERS ASSOCIATIO
N, INC.

01/24/2003 AT 02:01 P WO # 0000693629

New Name _____

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: 20
Expedite Fee: 30
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Other: _____
TOTAL FEES: 90

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code
_____ Adoption of Assumed Name
_____ Other Change(s)

Credit Card Check _____ Cash _____

Code 146

Documents on _____ Checks

Attention: _____

Approved By: 90013

Mail to Address: _____

Keyed By: _____

COMMENT(S): _____

Stamp W/

CUST ID: 000104
WORK ORDER: 0001
DATE: 01-28-2003
AMT. PAID: \$90.