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ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
CROMWELL FOUNTAIN BUILDERS CONDOMINIUM, INC.
APPROVED FOR RECORD

4/15/98 at 8326

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, James C. Praley, whose post office address is 7419 Baltimore and Annapolis Boulevard, P. O. Box 1330, Glen Burnie, Maryland 21060, being of full age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form the following corporation.

SECOND: The name of the Corporation is:

CROMWELL FOUNTAIN BUILDERS CONDOMINIUM, INC.

THIRD: The Corporation does not contemplate pecuniary gain or profit, direct or indirect to its members. The purposes for which it is formed are:

(a) To manage, operate and maintain the Cromwell Fountain Builders Condominium in accordance with the Condominium Declaration (together with the Bylaws appended thereto as Exhibit B) dated April 1, 1998 and recorded among the Land Records of Anne Arundel County in Liber 8365, folio 714, as amended or supplemented from time to time, (the "Declaration") and the Phase Plat recorded among the Land Records of Anne Arundel County, Maryland in Plat Book E-88, page 4 (the terms used herein shall have the meanings set forth in the Declaration and Bylaws of the Cromwell Fountain Builders Condominium);

(b) To own, acquire, build, hold, improve, sell, convey, lease, operate and maintain recreation areas, parks, swimming pools, playgrounds, common streets, sidewalks and parking areas, including buildings, structures and personal property, and all general and limited common elements of the Cromwell Fountain Builders Condominium, all of which is hereinafter referred to as the "Common Elements";

(c) To fix, levy, collect and enforce payment by any lawful means of carrying charges and assessments, against the owners of any Condominium Unit within the Cromwell Fountain Builders Condominium regime in accordance with the Condominium Declaration and Bylaws;

(d) To own, acquire, build, hold, improve, sell, convey or lease any Condominium Unit within the Cromwell Fountain Builders Condominium Project;

(e) To provide for the designation, hiring and/or dismissal of the personnel necessary for the good working order of the Condominium and for the proper care of the general

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or limited Common Elements and to provide services for the project in a manner consistent with the provisions of the Bylaws and the Declaration;

(f) To promulgate and enforce such rules and regulations and such restrictions on or requirements as may be deemed proper respecting the use, occupancy and maintenance of the dwelling units and the use of the general and limited Common Elements as are designated on the Plats of the Condominium or otherwise, all of which shall be consistent with the provisions of the Bylaws and the Declaration;

(g) To pay taxes, if any, on the Common Elements and Condominium utility charges, and to pay all offices and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges;

(h) To borrow money, to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(i) Insofar as permitted by law, to do any other thing that in the opinion of the Board of Directors will promote the common benefit and enjoyment of the residents of the Condominium regime.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 1025 Rose Anne Road, P.O. Box 878, Glen Burnie, Maryland 21060. The Resident Agent of the Corporation is F. James Scott, Jr., a citizen and resident of the State of Maryland whose address is 1025 Rose Anne Road, P.O. Box 878, Glen Burnie, Maryland 21060.

FIFTH: Every person, group of persons, corporation, trust or other legal entity, or any combination thereof, who holds legal title to a Condominium Unit within the Cromwell Fountain Builders Condominium regime shall be a member of the Corporation; provided, however, that any Mortgagee, as such, shall not be deemed to be a member.

SIXTH: The Corporation shall have one class of membership, and each member shall be entitled to one vote for each Condominium Unit in which he, she or it holds the interest required for membership under Article Fifth hereof. When more than one person holds such interest or interests in any Condominium Unit, all such persons shall be members and the vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one unit. The Corporation is not authorized to issue any capital stock.

SEVENTH: The Corporation shall have no less than three (3) nor more than nine (9) directors, as the Bylaws shall provide, and Frank J. Scott, Sr., F. James Scott, Jr. and Steven R. Scott, Sr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified. After the first annual meeting, a majority of the duly chosen and qualified successors to the acting directors, and those who succeed them, shall thereafter be members of the Corporation

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members:

(a) The affairs of the Corporation shall be governed by a Board of Directors, a majority of whom shall be members of the Corporation, who shall hold office until the election of their successor or successors

(b) The Bylaws of the Corporation may be amended by the affirmative vote of members representing two-thirds (2/3) or more of all votes entitled to be cast at any meeting of the members duly called for such purpose, effective only upon the recordation among the Land Records of Anne Arundel County, Maryland, of an amendment to the Declaration setting forth such amendment to the Bylaws. Amendments may be proposed by the Board of Directors or by petition signed by members representing at least twenty percent (20%) of the total votes of the Condominium Project. A description of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment is to be voted upon.

(c) The Corporation may be dissolved only with the assent given in writing and signed by the members representing more than eighty percent (80%) of the total votes of the Condominium Project. Written notice of a proposal to dissolve setting forth the reasons therefore and the disposition to be made of the assets (which shall be consonant with Subsection (d) hereof) shall be mailed to every member not less than ten (10) days nor more than fifty (50) days in advance of any action taken.

(d) Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility, or to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of Corporation properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration, covenants and deeds applicable to the Condominium Project unless made in accordance with the provisions of such Declaration, covenants and deeds.

(e) To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations or associations organized for the same purpose, provided that any such mergers or consolidations shall require the assenting votes cast at duly held meeting of members representing eighty percent (80%) of the total votes of the Condominium regime entitled to be cast.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 1st day of April, 1998.

WITNESS:

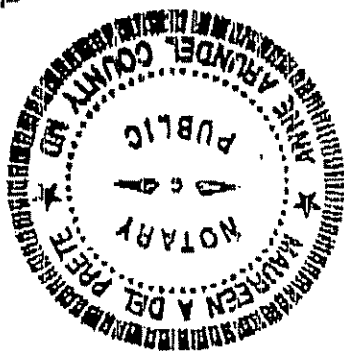
[Handwritten signature]

[Handwritten signature]
James C. Praley

STATE OF MARYLAND,
COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY, that on this 1st day of April, 1998, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JAMES C. PRALEY who acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal the day and year first above written.



[Handwritten signature]
Notary Public
My Commission Expires: 10/23/01

Please return to:

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