

JWS

5-14-90

9.28.

**CROMWELL FOUNTAIN OPEN SPACE ASSOCIATION, INC.**

**A Non-Stock Corporation**

**ARTICLES OF INCORPORATION**

**THESE ARTICLES OF INCORPORATION**, made this 30th day of September, 1988, by **JAMES C. PRALEY**, a resident of Maryland having an address at 7419 Baltimore-Annapolis Boulevard, P.O. Box 1330, Glen Burnie, Maryland 21061.

**WITNESSETH THAT:**

**WHEREAS**, by an instrument entitled "Open Space Declaration of Covenants and Cross Easements", dated August 2, 1988 and recorded among the Land Records of Anne Arundel County, Maryland (the "Land Records"), in Liber 4659, folio 852, et seq. (the "Declaration"), Cromwell Fountain Associates, a Maryland general partnership, has subjected all of the Property therein described to the operation and effect of said Declaration; and,

**WHEREAS**, the property described in the Declaration has been subdivided into parcels of land, some of which (sometimes referred to herein as the "Building Parcels") may contain buildings containing apartment and/or townhouse type dwelling units; and,

**WHEREAS**, attached to the Declaration as "Exhibit A" is a designation of certain portions of the Property described in the Declaration which are the "Open Space" lands, as defined in the Declaration, which are for the benefit of all of the owners of dwelling units and parcels to be used for dwelling units on the Property; and,

**WHEREAS**, the Open Space will be owned and managed by this corporation, to be known as Cromwell Fountain Open Space Association, Inc. (the "Open Space Corporation"), whose purpose it is to manage the Open Space for the benefit of the Owners of the Property or parts thereof; and the owners of each of the dwelling units, and of each Building Parcel entitled to have dwelling units constructed thereon, shall be members of this corporation, with one (1) vote for each completed dwelling unit and one (1) vote for each incomplete dwelling unit. Notwithstanding the foregoing, in the event that one or more parcels become part of a Condominium Regime, the Council of Units Owners of such Condominium Regime shall be entitled to exercise all of the votes for Units in that Condominium; and in the event that any dwelling units or Building Parcels are not part of a Condominium Regime but are a part of a homeowner or similar association, then such association may exercise the voting rights of such dwelling units or Building Parcels in the Open Space Corporation; and,

**WHEREAS**, it is intended that the cost of the care and maintenance of such Open Space, shall be shared pro rata among the owners of the dwelling units when completed, and until completion, pro rata among the owners of the completed dwelling units and the owners of the Building Parcels for dwelling units not yet completed, with each such incomplete Building Parcel to bear the pro rata shares equal to the number of dwelling units allowed on that Building Parcel, which at this time is 997 dwelling units, with each incomplete dwelling unit to be responsible for a pro rata share equal to twenty-five percent (25%) of the share of completed dwelling units; and,

**WHEREAS**, in the event that there shall be a change or modification in the number of dwelling units allowed on the Property by a resubdivision plat or amended declaration, properly recorded among the Land Records of Anne Arundel County, Maryland, the pro rata shares of dwelling units and Building Parcels shall be likewise modified and changed so that the owners of each dwelling unit built or to be built will have a pro rata share of the votes consistent with Section 3 of the Declaration providing for one (1) vote for each dwelling unit; and,

**WHEREAS**, the Open Space Declaration of Covenants and Cross Easements creates rights in common for the owners of all of said Property, or parts thereof, including, but not limited to Condominium Unit Owners and other dwelling unit owners or occupants, to utilize the "Open Space" as therein defined, for community space, ingress, egress, access, utilities, recreation and other common purposes as therein set forth; and,

**WHEREAS**, an "Owner" of a dwelling unit, as defined in the Declaration, shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to, or a leasehold estate of ninety-nine (99) years or more in, any dwelling unit or any undivided, common or joint interest therein if such dwelling unit is owned by more than one entity, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. "Owner" shall not include any record Owner or holder of a reversionary interest in all or a portion of the dwelling unit under a lease with a term of ninety-nine (99) years or more, unless and until such reversionary interest shall mature or vest; and,

**WHEREAS**, when used herein, the term "dwelling unit", "completed dwelling unit", "incomplete dwelling unit", "Owner" and "Member" shall have the meanings as set forth in the Declaration.

**NOW, THEREFORE**, the undersigned, being at least eighteen (18) years of age, hereby forms a non-stock 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 "Corporation") is and shall be:

CROMWELL FOUNTAIN OPEN SPACE ASSOCIATION, INC.

Article 2. Purposes and Powers.

2.1. This Corporation does not contemplate pecuniary gain or profit, direct or indirect, to itself or its members. The general purpose for which it is formed is: to provide for operation, maintenance and preservation of certain Open Spaces within that Property described in that certain Open Space Declaration of Covenants and Cross Easements, by Cromwell Fountain Associates, dated August 2, 1988 (hereinafter referred to as the "Declaration") recorded among the Land Records of Anne Arundel County, Maryland, in Liber 4659, folio 852, said Declaration being incorporated herein as if set forth at length; and with respect to the "Property" therein described to promote the health, safety and welfare of the residents therein and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation. The Open Space is described on Exhibit A hereto. For this general purpose, the Corporation shall have the following specific purposes and powers:

2.1.1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration and as the same may be amended from time to time as therein provided;

2.1.2. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

2.1.3. Manage, maintain, care for and operate the Open Space (using such professional assistance, if any, as the Corporation may elect);

2.1.4. Adopt such reasonable rules and regulations governing the use and enjoyment of the Open Space by the said Owners, occupants, tenants, family members and guests, and to charge such reasonable fees for such use and enjoyment, as the Corporation may elect;

2.1.5. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or these Articles of Incorporation, and enforce any and all covenants, conditions, easements, restrictions, charges and liens, and agreements set forth in the Declaration or these Articles of Incorporation, including, but not limited to, the imposition and enforcement of the assessments and liens set forth in Section 4 and other Sections of the Declaration;

2.1.6. Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

2.1.7. Make contracts, incur liabilities, and with the assent of eighty percent (80%) of the members, mortgage, pledge, deed of trust, or hypothecate any or all of its real property as security for money borrowed or debts incurred;

2.1.8. Subject to the provisions of the Declaration, participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, provided that any such merger or consolidation shall have the assent of members entitled to cast eighty percent (80%) of the votes of the members; and,

2.1.9. Have and to exercise to the extent necessary or desirable for the accomplishment of the purposes of the Corporation any and all powers, rights and privileges which corporations of similar character, may now or hereafter have or exercise under the General Laws of the State of Maryland.

2.2 Anything contained in the foregoing provisions of this Article to the contrary notwithstanding, nothing in such provisions shall be deemed to empower the Corporation to take any action prohibited by the provisions of the Open Space Declaration of Covenants and Cross Easements.

✓ Article 3. Resident Agent and Address. The post office address of the Corporation is c/o Lessans and Tate, 7419 Baltimore-Annapolis Boulevard, P.O. Box 1330, Glen Burnie, Maryland 21061. The resident agent of the Corporation is James C. Praley, whose address is 7419 Baltimore-Annapolis Boulevard, P.O. Box 1330, Glen Burnie, Maryland 21061. The resident agent is a citizen of the State of Maryland.

Article 4. Lack of Authority to Issue Stock.

4.1. The Corporation 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 Corporation may have from time to time to issue such bonds, notes and other evidence of secured or unsecured indebtedness, in such amounts, for such consideration, upon such terms and subjects to such conditions as the Corporation may determine.

Article 5. Membership.

5.1. The Corporation's membership shall consist of and be limited to those persons who are the Owners of all or part of the Property described in the aforesaid Declaration as follows:

Every individual or entity who is an Owner, as defined in the Declaration, of a dwelling Unit (both completed dwelling units and incomplete dwelling units), including owners or Building Parcels, and including contract sellers, shall be a member of this Corporation. 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 dwelling unit.

Article 6. Directors.

6.1. Board of Directors. The affairs of this Corporation shall be managed by a Board of not less than two (2) nor more than nine (9) Directors, as the By-Laws shall provide, who need not be members of the Corporation. The composition of the Board of Directors and the term of its members shall be governed on the following additional conditions:

(1) The names and addresses of the persons who are to serve as the initial directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Frank J. Scott, Sr.	305 E. Furnace Branch Road P.O. Box 878 Glen Burnie, Maryland 21061
James C. Praley	7419 Baltimore-Annapolis Blvd. P.O. Box 1330 Glen Burnie, Maryland 21061

6.2. Beginning with the first annual meeting of the Corporation, to be held on or about August 1, 1990, the members, at each such annual meeting, shall elect the number of directors as set forth in the By-Laws, each for a term of one (1) year. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of the remaining directors or by a sole remaining director and if not previously so filled, shall be filled at the next meeting of members of the Corporation.

Article 7. Perpetual Existence. The Corporation's existence shall be perpetual.

## Article 8. Voting Rights.

8.1. There shall be a maximum of nine hundred ninety seven (997) votes, being one for each dwelling unit intended to be constructed upon the Property; provided, however, that in the event that the number of dwelling units allowed on the "Property" referred to in the Declaration is changed or modified by a resubdivision plat or amended Declaration recorded pursuant to the provisions of the Declaration, then the number of votes of this corporation shall be modified so that at all times there shall be one (1) vote for each dwelling unit allowed on the Property.

8.2. Each member shall, at meetings of the Corporation's membership, have one vote for each dwelling unit owned by them; provided, however, that when more than one (1) person or entity holds an interest in any dwelling unit, all such persons or entities shall be members and the vote for such unit shall be exercised as they among themselves determine. In no event shall more than one (1) vote be cast with respect to any dwelling unit. In the event that one or more dwelling units become part of a Condominium Regime, the Council of Unit Owners of such Condominium Regime shall be entitled to exercise all of the votes for Units in that Condominium; and in the event that any dwelling units or Building Parcels are not part of a Condominium Regime but are a part of a homeowner or similar association, then such association may exercise the voting rights on such dwelling units or Building Parcels in the Corporation. The exercise of such voting shall be in accordance with Condominium or homeowners association documents, as the case may be.

## Article 9. Assessments.

9.1. Right to Levy Assessments. The Corporation may obtain funds to pay its current or capital expenses incurred in exercising the powers and performing the duties which it holds under the provisions of these Articles of Incorporation or the Declaration, and to create reserves for the payment of its future such expenses, by from time to time levying an assessment (each of which is hereinafter referred to as an "Assessment") against each member, all upon the terms, for the purposes and subject to the conditions which are set forth in the provisions of the Declaration.

9.2. Procedure for Levying Assessments. Any determination by the Corporation to levy Assessments and/or of their respective amounts shall be made in accordance with the provisions of the Declaration.

9.3. Member's Personal Liability for Assessments. Each member shall be personally liable for payment of each Assessment (or each installment thereof, if payable in installments) levied against it in accordance with the provisions of the Declaration. No member may waive or otherwise escape liability for assessments by non-use of the Open Space or abandonment of his dwelling unit, or in any other manner.

9.4. Recovery of Unpaid Assessments.

9.4.1. The Corporation shall be entitled to recover in an action at law or in equity, from any member liable for payment of an Assessment, a money judgment for both (a) such Assessment, and (b) any and all interest accrued thereon on the date of such recovery, and costs incurred by the Corporation in obtaining such recovery (including, by way of example rather than of limitation, that of reasonable attorney's fees).

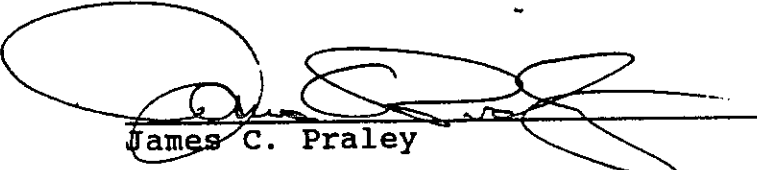
9.4.2. Unpaid Assessments shall also be subject to such liens as are set forth in the Declaration.

Article 10. Amendment of Articles of Incorporation.

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 Articles of the Annotated Code of Maryland (1985 Repl. Vol., as amended) for stock corporations, with each member having the rights hereunder held by a stockholder of a stock corporation.

Article 11. Dissolution of the Corporation. The Corporation 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 (1985 Repl. Vol., as amended), except that such dissolution must have been approved by each Member. Upon dissolution, the assets of this 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 toe same as those to which they were required to be devoted by the Corporation.

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

  
James C. Praley (SEAL)