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LIBER 289 PAGE 713

ARTICLES OF INCORPORATION

OF

CHESAPEAKE STATION HOMEOWNERS ASSOCIATION, INC.

RECD FEE 5.00  
2890713 #  
#36632 C002 R01 T10:48  
CA09/23/82

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approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 15, 1982 at 12:57 o'clock p M. as in conformity  
with law and ordered recorded.

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Recorded in Liber 2547, folio 3783 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$

To the clerk of the Circuit Court of Calvert County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has  
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*



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ARTICLES OF INCORPORATIONCHESAPEAKE STATION HOMEOWNERS ASSOCIATION, INC.

FIRST: We, J.D. Murray and Robert E. Ford, whose post office address is P.O. Box 48A, Owings, Maryland, 28036, being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, hereby form a corporation by the execution and filing of these articles.

SECOND: The name of the corporation (hereinafter call the "Association") is CHESAPEAKE STATION HOMEOWNERS ASSOCIATION, INC.

THIRD: The Association is not formed for profit or pecuniary gain of any sort inuring to the benefit of the members thereof or to any individuals or corporations.

FOURTH: The purposes for which the Association is formed are as follows:

(a) to provide for the maintenance and preservation of the open spaces as defined in the Declaration of Covenants, Easements, Charges and Liens (hereinafter called the "Declaration") dated *June 10*, 1982 and recorded among the Land Records of Calvert County, Maryland, in Liber *ABE* No. *286*, Folio *36* *dsy*; and with respect to the "Property" therein described, to promote the health, safety and welfare of the residents and to enforce the covenants, conditions and restrictions described above within the residence community of Chesapeake Station as described above.

(b) to acquire by assignment or deed as the result of gift, purchase, or otherwise, and to own, hold, improve, build on, maintain, mortgage, convey, sell, lease, transfer,

dedicate to public use, or otherwise operate or dispose of the real properties identified as the "open space" within the aforesaid community of Chesapeake Station, and such personal property as may be necessary or proper for the conduct of the affairs of the Association;

(c) to exercise all of the powers and privileges and perform all of the duties and obligations of the Association set forth in the above described Declaration and as the same may be amended from time to time as therein provided; said Declaration to the extent of said powers, privileges, duties and obligations being incorporated herein as if set forth at length;

(d) fix, levy, collect and by all lawful means enforce payment of the assessment established by the terms of the Declaration and to pay all expenses in connection therewith and in connection with the conduct of the business of the Association including all licenses, taxes or charges levied or imposed against the properties of the Association by any government or governmental agency;

(e) exercise all other powers provided or allowed by the laws of the State of Maryland to non-stock corporations without limitations by the foregoing description of specific powers.

FIFTH: The Post Office address of the principal office of the Association in this state is P.O. Box 48A, Owings, Maryland 20836. The Resident Agent of the Association is J.D. Murray, whose Post Office address is P.O. Box 48A, Owings, Maryland 20836, who is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Association shall have five (5) Directors, which number may be increased or decreased pursuant to the By-Laws of the Association, but shall never be less than three (3) nor more than eleven (11); the names of the Directors who shall act until the first annual meeting or until

their successors are duly chosen and qualified are: J.D. Murray, Robert E. Ford and

SEVENTH: The Association is not authorized or empowered to issue capital stock of any type of class. The Association is and shall be membership corporation and every person or entity who is a record owner or a fee or undivided fee interest in any lot which is subject by the aforesaid Declaration to assessment by the Association, including contract sellers, and the Class B members, as hereinafter defined, shall be members of the Association. Persons or corporations holding any interest in any such lot merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of any lot subject to assessment by the Association. Membership shall be automatic upon recording of a deed of a fee or undivided fee interest and there shall be no qualification for membership other than the ownership of such record interest. Membership of Class B members shall be automatic upon the filing of these Articles of Incorporation.

EIGHTH: There shall be two classes of members of the Association as follows:

(a) Class A members shall be record owners of fee or undivided fee interests in the lots which are subject to assessment by the Association under the terms of the Declaration, including contract sellers. Such members shall be entitled to one vote for each lot in which they hold such interest. When more than one person holds interest in any lot, all such persons shall be members but the vote for such lot shall be apportioned into as many fractions as there are owners, so that in no event shall more than one full vote be cast with respect to such lot.

(b) Class B members shall be any person, partnership,

firm or corporation owning one or more lots, as the developer thereof, the Class B members shall be entitled to three (3) votes for each lot as to which they are the owners of a fee or undivided fee interest; provided that the membership of the Class B members shall terminate upon the earlier happening of any of the following events:

1. The acquisition by a person other than the developer of the legal title to each lot contained in the community; or

2. Termination of Class B membership as provided in the Declaration; or

3. October 15, 1992.

Upon termination of the Class B membership, the Class B members, as described above, shall be entitled to Class A membership for any lot as to which it shall then be the record owner of a fee or undivided fee interest.

NINTH: Any of the following actions or undertakings by the Association may be done only upon the assent of two-thirds of the entire Class A membership

1. To the extent permitted by law, participate in mergers and consolidations with other non-profit non-stock corporations organized for the purposes consistent with those for which the Association is organized.

2. Give a mortgage or mortgages of the open space defined in the Declaration to insure any borrowing by the Association.

3. Dedicate, sell or transfer any part of the open space as defined in the Declaration to any public agency, authority or utility.

4. Dissolve the Association in accordance with the laws of the State of Maryland. Upon any dissolution, the assets, both real and personal, and the right to fix, levy and assess and collect assessments of the Association shall be dedicated or given to an appropriate public agency to be

devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association by the terms of these Articles of Incorporation. In the event that such dedication is refused by all such public agencies, then such assets and rights shall be granted, conveyed, and assigned to any non-profit non-stock corporation, association or similar organization to be held and used for such purposes and uses as nearly as practicable the same as those to which they were required to be used by the Association under the terms of these Articles of Incorporation.

5. Increase the maximum amount of indebtedness or liability, direct or contingent, to which the Association and its real and personal properties may be subject to any time to an amount in excess of 150% of its income for the last previous fiscal year.

TENTH: The duration of the Association shall be perpetual.

ELEVENTH: (1) As used in this Article Eleven, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative

other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 10th day of June, 1982, and acknowledge the same to be our act. JOM (CKR)  
REF

WITNESS:

[Signature] (SEAL)  
[Signature] (SEAL)

ORIG. TO: [Signature]  
OCT 18 1982  
[Signature]