

ARTICLES OF INCORPORATION
OF
ANNAPOLIS ROADS WEST COMMUNITY ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 12, 1983 at 12:14 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2605, folio 3219, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 26.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Anne Arundel 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.



A 143845

gcp

EXHIBIT

A

MA

ARTICLES OF INCORPORATION

OF

ANNAPOLIS ROADS WEST COMMUNITY ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Mark D. Dopkin, whose Post Office address is 10th Floor, Sun Life Building, 20 S. Charles Street, Baltimore, Maryland 21201, being of full legal age, acting as incorporator, do hereby form a corporation pursuant to the General Laws of the State of Maryland.

SECOND: The name of the Corporation (hereinafter called "the Association") is ANNAPOLIS ROADS WEST COMMUNITY 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. The purposes for which the Association is formed are as follows:

(1) Its general purpose is to provide for the maintenance and preservation of the real property described as the "Common Area", in a Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") made by Annapolis Roads Limited Partnership dated May 21, 1981, recorded among the Land Records of Anne Arundel County, Maryland, in Liber N.G.L. 3412, folio 152, and with respect to the Common Areas 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 Annapolis Roads West.

(2) For the general purpose aforesaid, the Association shall have the following specific purposes:

(a) To acquire by assignment or deed as the result of gift, purchase, or otherwise, and to own, hold, improve, build on, operate, maintain, mortgage, convey, sell, lease, transfer, dedicate to public use, or otherwise deal with or dispose of the Common Area within the aforesaid community of

Montgomery Meadows, other real property, and such personal property as may be necessary or proper for the conduct of the affairs of the Association;

(b) To exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the aforesaid Declaration 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;

(c) To establish, fix, make, impose, levy, collect and enforce payment of, 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;

(d) To purchase, lease, option, or otherwise acquire, own, hold, preserve, develop, improve, build upon, manage, operate, maintain, convey, sell, exchange, rent, lease, dedicate for public use, or in any manner transfer or dispose of any real or personal property in connection with the affairs of the Association;

(e) To borrow or to raise money for any of the purposes of the Association, and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and, upon authorization of two-thirds (2/3) of the members of each class of membership in the Association, voting separately thereon, to secure the payment of the money borrowed and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Association;

(f) To dedicate, sell or otherwise transfer all or any part of the Common Areas, property and facilities of the Association to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed upon by the members, provided, however, that no such dedication, sale or transfer shall be effective unless made by an appropriate instrument signed by two-thirds (2/3) of the members of each class of the membership in the Association, computed separately, agreeing to such dedication, sale or transfer;

(g) To participate in the mergers and consolidations with other non-profit organizations, organized for the same purpose, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members of the Association;

(h) To annex to Annapolis Roads West, at any time, and from time to time within ten (10) years of the date of the Declaration, any part of the Remaining Property of Annapolis Roads West or other property designated by the Annapolis Roads Limited Partnership without the consent of any of the members of the Association, and thereafter to annex other and additional residential property and Common Areas, provided that any annexation of such other and additional residential property and Common Areas shall have the assent of two-thirds (2/3) of each class of members of the Association;

(i) To have and to exercise any and all powers, rights and privileges which a corporation organized under the non-stock, Non-Profit Corporation Law of the State of Maryland by law may now or hereafter have or exercise, without limitation by the foregoing description of specific powers.

The Association is formed under the articles, conditions and provisions expressed herein and in the General Laws of this State. In no event, however, shall the Association:

(i) carry on any propaganda or otherwise attempt to influence any legislation or any public administrative action; (ii) participate or intervene in any political campaign on behalf of any candidate for public office, by any means, including the publication or distribution of any statement for or against any such candidate; (iii) carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Law; or (iv) invest in or use any property in such a manner as to jeopardize its exemption from taxation under the aforesaid Section 501(c)(4) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

FOURTH: The post office address of the principal office of the Association in this State is 6600 Heritage Hill Drive, Glen Burnie, Maryland 21061. The name and post office address of the resident agent of the Association in this State is Mark D. Dopkin, 10th Floor, Sun Life Building, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: 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; and the names of the directors who shall act until their successors are duly chosen and qualify are: Allen J. Berman, Leonard Shapiro, Mark D. Dopkin, Michele Berman, and Leslie Shapiro. No director need be a member of the Association.

SIXTH: The Association is not authorized or empowered to issue capital stock of any type or class. The Association is and shall be a membership corporation, and every person or entity who is a record owner, as hereinafter defined, of a lot

now or hereafter laid out or established in Annapolis Roads West or any part of the Remaining Property of Annapolis Roads West or other property brought within the jurisdiction of the Association. Each member shall be designated either a Class A member or a Class B member. A description of each class of membership with the voting rights and powers of each class is as follows:

(a) Class A Member: Except for Declarant, as hereinafter defined, who shall be a Class B Member, a Class A Member shall be a record owner holding title to one or more lots laid out in Annapolis Roads West or any part of the Remaining Property of Annapolis Roads West or other property brought within the jurisdiction of the Association. Each Class A member shall be entitled to one vote per lot, for each such lot owned by such member, in all proceedings in which action shall be taken by members of the Association.

(b) Class B Member: A Class B Member shall be Annapolis Roads Limited Partnership (the "Declarant" as defined in the Declaration), its successors and assigns, if such successors or assigns shall be a record owner holding title to more than one undeveloped lot laid out in Annapolis Roads West or any part of the Remaining Property of Annapolis Roads West or other property brought within the jurisdiction of the Association for the purpose of development thereof through construction of a single-family dwelling thereon. Each Class B Member shall be entitled to three (3) votes per lot, for each such lot owned by such member, in all proceedings in which action shall be taken by members of the Association.

(c) Conversion: Each Class B Member shall be converted to a Class A Member on January 1, 1992, or at such earlier time as the total number of votes entitled to be cast by Class A Members of the Association equals or exceeds the total number of votes entitled to be cast by Class B Members of the Association.

The term "record owner", as used in these Articles, shall mean and include the person, firm, corporation, trustee, or legal entity, or the combination thereof, including contract sellers, holding record title to a lot in Annapolis Roads West or any part of the Remaining Property of Annapolis Roads West or other property brought within the jurisdiction of the Association, subject by covenants of record to a lien for charges and assessments levied by the Association, as said lot is now or may from time to time hereafter be created or established, either in his, her, or its own name, or as joint tenants, tenants in common, tenants by the entirety, or tenancy in co-partnership, if the lot is held in such real property tenancy or partnership relationship. If more than one person, firm, corporation, trustee, or other legal entity, or any combination thereof, hold the record title to any one lot, whether in a real property tenancy, partnership relationship, or otherwise, all of same, as a unit, and not otherwise, shall be deemed a single record owner and shall be or become a single member of the Association by virtue of ownership of such lot.

If any single membership in the Association is comprised of two or more persons, firms, corporations, trustees or other legal entities, or any combination thereof, then each constituent may cast such portion of the vote of the member as shall equal his, her or its proportionate interest in the lot or lots held by said member, provided, however, that if only one votes, he, she, or it may cast the entire vote of the member and such act shall bind all.

The term "record owner", however, shall not include any contract purchaser, nor the owner of any redeemable ground rent issuing out of any lot, nor shall it include any mortgagee, trustee or other grantee named in any mortgage, deed of trust or other security instrument covering any lot, designed

solely for the purpose of securing performance of an obligation or payment of a debt. Membership in the Association shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

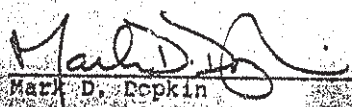
SEVENTH: The duration of the Association shall be perpetual. However, the Association may be dissolved only under and in accordance with the laws of the State of Maryland, provided such dissolution first be authorized, in writing, signed by not less than two-thirds (2/3) of the members of the Association, or, if there be more than one class of members, then by not less than two-thirds (2/3) of each class of members of the Association, computed separately. Upon any dissolution of the Association, after discharge of all corporate liabilities, the Board of Directors shall dispose of the assets of the Association, by dedication thereof to an appropriate public agency to be used for purposes similar to those for which the Association was formed. In the event that such dedication is refused, such assets shall be granted, conveyed, and assigned to any non-profit corporation, trust or other organization as shall at the time qualify as an organization or organizations exempt from taxation under Section 501(c) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue laws, as the Board of Directors may determine, preferably to a semi-public agency, to be used in furthering, facilitating or effectuating purposes similar to those for which the Association was formed.

EIGHTH: Amendment of these Articles shall require the assent of seventy-five per cent (75%) of the entire membership.

NINTH: As long as there is a Class B Membership, the following actions will require the prior approval of the Federal Housing Administration for the Veterans Administration: annexation of additional properties (other than all or any part of the Remaining Property of Annapolis Roads West), mergers and con-

solidations, mortgaging of Common Areas, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 12th day of August, 1983.


Mark D. Popkin



MARYLAND

State Department of Assessments and Taxation

THE

ARTICLES OF AMENDMENT

OF

ANNAPOLIS ROADS WEST COMMUNITY ASSOCIATION, INC.

Changing its name to

MARINER'S POINT COMMUNITY ASSOCIATION, INC.

Have BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION THIS 12th DAY OF August, 1983 at 12:34 p.m.
AND WILL BE RECORDED.

BY: *Louise Mangione*.....

EXHIBIT

B



MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

03355

TO WHOM IT MAY CONCERN:

This is to advise you that your Articles of Amendment
for ANNAPOLIS ROADS WEST COMMUNITY ASSOCIATION, INC. were
received and approved for record on August 12, 1983 at 12:34 p.m.

The official acknowledgment will be forthcoming from this Department.

Very truly yours,

A. Margaret Huber
Charter Specialist

\$ 20.00 FEE PAID

301 West Preston Street, Baltimore, Maryland 21201 / Phone: 301-383-2560

A75-011

ANNAPOLIS ROADS WEST COMMUNITY ASSOCIATION, INC.

ARTICLES OF AMENDMENT

Annapolis Roads West Community Association, Inc., a Maryland corporation, having its principal office in Anne Arundel County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the Corporation (hereinafter called the "Association") is MARINER'S POINT COMMUNITY ASSOCIATION, INC."

SECOND: The Amendment to the Charter of the Corporation is evidenced by these Articles of Amendment were duly advised and approved by the Board of Directors of the Corporation at its meeting held on August 12, 1983 in the manner and by the vote required by Section 2-603 of the Corporations and Associations Article of the Annotated Code of Maryland and by the Charter of the Corporation. At the time these Articles of Amendment were adopted no stock of the Corporation was outstanding or subscribed for.

IN WITNESS WHEREOF, these Articles of Amendment have been signed and acknowledged in the name and on behalf of Annapolis Roads West Community Association, Inc. by the authorized officers, and they hereby acknowledge these Articles of Amendment to be the corporate act of Annapolis Roads West Community Association, Inc., and state, under the penalties of perjury, that to the best of their knowledge, information and belief, the matters and facts contained herein are true in all material respects.

ATTEST:

ANNAPOLIS ROADS WEST COMMUNITY
ASSOCIATION, INC.

Judith D. Strader
Asst. Sec.

By: Allan Berman (2202)
Allan Berman, President

Upon Motion duly made, seconded and unanimously carried the following officers were elected to serve until the next annual meeting of Directors or until their successors have been duly elected and have qualified:

Allan J. Berman	President
Leonard A. Shapiro	Vice President, Secretary and Treasurer
Judith Strader	Assistant Secretary

The Chairman advised the meeting that he and Mr. Dopkin had met with several of the homeowners of Annapolis Roads, Section One on the evening of August 11, 1983. The homeowners in Section One are not obligated to join the Association but have the right to do so. Most of those present indicated that they thought they had joined and if not certainly intended to do so. They were advised that the tentative budget for the Association was \$180.00 per year. Mr. Dopkin advised the meeting that Article V, Section 3 of the Declaration of Covenants, Conditions and Restrictions dated May 21, 1981 provided for an initial annual assessment of \$120.00 which assessment could be increased from January 1, 1982 by an amount equal to the increase in the Consumer Price Index. If the increase was greater than that percentage, it required approval by a vote of two-thirds of all members. After discussion, and upon Motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the annual assessments for maintenance due by any member of the Association pursuant to Article V of the Declaration of Covenants, Conditions and Restrictions through August 30, 1983 be waived and that such maintenance assessments become due and payable accounting from September 1, 1983;

FURTHER RESOLVED, that the annual assessment be increased to \$180.00 per Lot, payable in monthly installments of \$15.00 per month.

The Chairman then indicated that Mrs. Judith Strader had prepared a tentative operating budget. A discussion of the budget following but no

formal action was taken.


The Chairman then advised the meeting that it would be advisable for marketing purposes, to change the name of the Association to "Mariner's Point Community Association". After discussion and upon Motion duly made, seconded and unanimously carried it was:

RESOLVED, that the name of the Association be changed to Mariner's Point Community Association, Inc.

FURTHER RESOLVED, that the Articles of Amendment, a copy of which are attached hereto be and they are hereby approved;


FURTHER RESOLVED, that the proper officers of the corporation be and they are hereby authorized to execute the Articles of Amendment and to file same with the State Department of Assessments and Taxation.


Aidan J. Berman


Leonard A. Shapiro


Mark P. Dopkin


Michele Berman


Leslie Shapiro