

AND TAXATION

APPROVED FOR PAYMENT

10/25/89 at 10:41 A.M.
ARTICLES OF INCORPORATION
OF
FOXCHASE/MARLBORO HOMEOWNERS ASSOCIATION, INC.
A MARYLAND NON-STOCK CORPORATION.

RECEIVED
ASSSESSMENT
STATE OF MARYLAND
69 OCT 25 1989

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THIS IS TO CERTIFY that David L. Carney, Kenneth A. Berg and G. Randall Grimm, all adult citizens of the United States of America and residents of the State of Maryland, do hereby associate themselves with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

ARTICLE ONE

Name

The name of the corporation (which is hereinafter called the corporation) is "FOXCHASE/MARLBORO HOMEOWNERS ASSOCIATION, INC."

ARTICLE TWO

Purposes

The purpose and objects for which this corporation is formed are: to assume the duties and functions of the homeowners association under a certain Declaration of Covenants for the Foxchase subdivision which is recorded at Liber 7432, folio 740 among the land records of Prince George's County, to manage the said subdivision, maintain its common areas, to represent the owners of property in the subdivision and their tenants in community and government hearings affecting the subdivision, to enforce the said covenants, and otherwise act to protect and promote the general welfare of the subdivision.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 8 page document on file in this office. DATED: 10-25-89
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: David L. Carney
This stamp replaces our previous certification system. Effective: 10/84

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ARTICLE THREE

Powers

Strictly for the purposes and objects aforesaid, and not in conflict therewith, this corporation shall have the following powers and authority:

- (a) To make and enter into any and all contracts or agreements as may be necessary and proper for the purposes and objects set forth herein.
- (b) To purchase, lease or acquire by devise, gift or otherwise, such real and personal property as may be necessary and proper for carrying out or accomplishing the purposes and objects of the corporation, and to sell, exchange and replace the same and to erect upon such real estate as may be so acquired a suitable building or buildings to maintain such building or buildings or space in any building or buildings, so long as it may be necessary and proper for carrying out and accomplishing the purposes and objects of the corporation.
- (c) To engage, hire or employ such persons or other entities as may be necessary and proper for carrying out and accomplishing the purposes and objects of the corporation and to pay them such compensation as to the Board of Directors may seem reasonable and proper.
- (d) To borrow or raise money for any of the purposes and objects of the corporation and to issue bonds, notes and 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 to secure the payment thereof and interest thereon by mortgage or deed of trust upon, or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real, personal or mixed, and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations, for any of the purposes or objects of the corporation.

(e) To take such actions as are called for and allowed by the aforesaid protective covenants, including but not limited to, the power to assess and collect assessments from the members of the corporation to fund its costs and activities.

ARTICLE FOUR

Principal Office; Resident Agent

The principal office of the said corporation shall be located in Baltimore County, Maryland, at 1531 South Edgewood Street, Suite M, Baltimore, MD 21227; and Meyers, Billingsley, Shipley, Curry, Rodbell & Rosenbaum, P.A., a Maryland corporation, whose post office address is 6801 Kenilworth Avenue, Suite 400, Riverdale, MD 20737, shall be its resident agent.

ARTICLE FIVE

Non-Stock

The corporation hereby formed is an organization of individuals created solely for the purposes and objects set forth in the Declaration of Covenants for Foxchase subdivision recorded among the land records of Prince George's County, Maryland at Liber 7432, folio 740, and not with a view to any pecuniary gain or profit to the members thereof, and whatever property, real, personal or mixed, that may be acquired by it or whatever income may accrue therefrom shall be held and utilized solely for and in the prosecution of the purposes and objects aforesaid, and it shall therefore have no capital stock.

ARTICLE SIX

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the aforesaid Declaration of Covenants, including contract sellers, shall be a member of the 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 lot which is subject to assessment by the corporation. Ownership of such lot shall be the sole qualification for membership. The designated representative of corporate owners and the families of record owners shall also be members of the corporation, enjoying all rights and obligations of membership, but no household shall be entitled to more than one (1) vote per lot owned.

(a) The corporation shall have two (2) classes of voting membership:

Class A. Class A members shall be all those owners as defined hereinabove in this Article. Class A members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot may be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be Richmond American Homes of Virginia, Inc., its successors or assigns, and any other residential home builder designated in writing by Richmond American Homes of Virginia, Inc. The Class B members shall be entitled to three (3) votes for each lot in which they hold the interest required for membership. Class B membership shall terminate as and when provided in the Declaration of Covenants referenced in Article II hereof.

(b) Only members of the corporation shall have the right to vote for the election of directors at the annual meeting of the corporation called for that purpose.

ARTICLE SEVEN

Management

The management of the affairs of the corporation shall be vested in a Board of Directors.

ARTICLE EIGHT

Directors

The affairs of this corporation shall be managed by a Board of three (3) Directors. The number of Directors may be changed by amendment of the By-Laws of the corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of the successors are:

David L. Carney
Kenneth A. Berg
G. Randall Grimm

At the organizational meeting of the Board of Directors of the corporation, the members of the Board shall adopt By-Laws by which to govern the corporation and shall prescribe such rules and regulations as they may see fit.

At the first annual meeting after the dissolution and conversion of Class B membership, the Board shall be expanded to five (5) Directors, all of whom from that time on shall be members of the corporation, and the members shall elect two (2) Directors for a term of one (1) year, two (2) Directors for a term of two (2) years, and one (1) Director for a term of three (3) years. At the expiration of the initial term of each respective Director, his successor shall be elected to serve a term of three (3) years.

ARTICLE NINE

Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE TEN

FHA/VA APPROVAL

As long as there is a Class B membership, and the property is subject to any federal finance or loan assurance program, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area designated for homeowner association purposes, dedication of such area, dissolution of the corporation and amendment of these Articles.

ARTICLE ELEVEN

Planning Board Approval

The corporation formed to own and maintain the Common Areas defined in the Declaration of Covenants will not be dissolved without the consent of the Prince George's County Planning Board.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24th day of May, 1989.

WITNESS:

Carol Vies
Carol Vies
Carol Vies

David L. Catney
David L. Catney
Keneth A. Berg
G. Randall Grimm
G. Randall Grimm

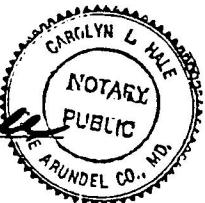
STATE OF Maryland
COUNTY OF Anne Arundel, to wit:

On this 24th day of May, 1989, before
me, the undersigned officer, personally appeared David L.
Carney and acknowledged that he executed the foregoing
instrument for the purposes therein contained.

In witness whereof, I hereunto set my hand and
official seal.

My Commission Expires: 7-1-90

Carolyn L. Hale
Notary Public



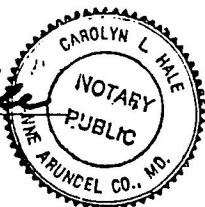
STATE OF Maryland
COUNTY OF Anne Arundel, to wit:

On this 24th day of May, 1989, before
me, the undersigned officer, personally appeared Kenneth A.
Berg and acknowledged that he executed the foregoing instrument
for the purposes therein contained.

In witness whereof, I hereunto set my hand and
official seal.

My Commission Expires: 7-1-90

Carolyn L. Hale
Notary Public



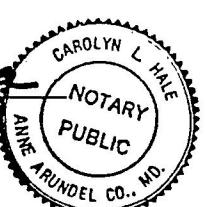
STATE OF Maryland
COUNTY OF Anne Arundel, to wit:

On this 24th day of May, 1989, before
me, the undersigned officer, personally appeared G. Randall
Grimm and acknowledged that he executed the foregoing
instrument for the purposes therein contained.

In witness whereof, I hereunto set my hand and
official seal.

My Commission Expires: 7-1-90

Carolyn L. Hale
Notary Public



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PLEASE RETURN TO:
ROBERT H. ROSENBAUM
MEYERS, BILLINGSLEY, SHIPLEY,
CURRY, RODBELL & ROSENBAUM,
6801 KENILWORTH AVENUE, SUITE 400
RIVERDALE, MARYLAND, 20737-1385