

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 02 BUSINESS CODE 04

Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



ID # D07643406 ACK # 1000361989016963
LIBER: 000578 FOLIO: 0738 PAGES: 0010
SYMPHONY VILLAGE AT CENTREVILLE HOMEOWN
ERS ASSOCIATION, INC.

11/04/2003 AT 10:13 A WO # 0000808068

New Name _____

FEES REMITTED

Base Fee: 100
 Org. & Cap. Fee: 20
 Expedite Fee: 50
 Penalty: _____
 State Recordation Tax: _____
 State Transfer Tax: _____
 Certified Copies _____
 Copy Fee: _____
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Other: _____
 TOTAL FEES: 170

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent
 and Resident Agent's Address
 _____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 162

Attention: _____

Credit Card _____ Check Cash _____

1 Documents on 2 Checks

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S): [Signature]

UCC DIRECT SERVICES
STE 600
120 W FAYETTE ST
BALTIMORE

MD 21201-3741

Stamp Work Order and Customer Number HERE

STATE OF MARYLAND
 DEPT. OF REVENUE
 CUSTOMER SERVICE CENTER
 WORK ORDER # 0000000000
 DATE: 11-04-2003 01:48
 AMT. PAID: \$170.00

ARTICLES OF INCORPORATION

OF

**SYMPHONY VILLAGE AT CENTREVILLE
HOMEOWNERS ASSOCIATION, INC.**

FIRST: I, the undersigned, **JEFFREY V. CARUSO**, whose post office address is 1662 Village Green, Crofton, Maryland 21114, being at least twenty-one (21) years of age, do hereby designate myself as incorporator with the intention of forming a non profit not stock corporation under and by virtue of the laws of the State of Maryland.

SECOND: The name of the corporation is **Symphony Village at Centreville Homeowners Association, Inc.**, hereafter referred to as the "**Association.**"

THIRD: The Association is incorporated as a non-stock corporation not for profit under the provisions of the Annotated Code of Maryland, as amended.

FOURTH: The principal office and post office address of the Association shall be located at 1662 Village Green, Crofton, Maryland 21114. The name and address of the resident agent of the Association is Jeffrey V. Caruso, 1662 Village Green, Crofton, Maryland 21114; said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The purposes for which this Association is formed do not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within

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that certain tract of property identified and certain offsite areas described as Symphony Village at Centreville. These Lots and Common Areas are subject to a certain Declaration of Covenants, Conditions and Restrictions (the "**Declaration**") either recorded or to be recorded among the Land Records of Queen Anne's County, Maryland. The purposes for which this Association is formed also include the promotion of the health, safety and welfare of the residents within the above-described property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and the following:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.

(b) To fix, levy, collect and enforce payment 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.

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred; and

(e) To have and to exercise any and all powers, rights and privileges which a corporation, organized under the corporation not-for-profit law of the State of Maryland, by law may now or hereafter have or exercise.

SIXTH: Members of the Association shall at all times be, and be limited to, the Declarant and the Persons who constitute Owners of the Lots. If more than one Person owns a Lot, then all of the Persons who own such Lot shall collectively constitute one Owner and be one Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership of such Lot shall be the sole qualification for membership. Every person or entity who is an Owner of any Lot is entitled to membership and voting rights in the Association as set forth in these Articles, the By-Laws or the Association and the Declaration. Membership is appurtenant to, and inseparable from, ownership of a Lot.

SEVENTH: The Association shall have two classes of voting membership consisting of the following:

i. **Class A Members.** The Class A Members shall be the Owners of Lots, other than the Declarant, and shall have one vote for Lot for which a certificate of occupancy or similar permit has been issued by the appropriate governmental agency.

ii. **Class B Members.** The Class B Member shall be the Declarant and the Declarant shall have three votes for Lot owned by the Declarant. The Class B membership shall cease and be converted to Class A membership on the first to occur of (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or (b) December 31, 2010.

Notwithstanding the foregoing, in the event that the Class B membership shall terminate, but subsequent to such termination the Declarant shall subject an Additional Phase to the Property, the Class B membership shall be reinstated until the first to occur of (1) the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership (including the additional Lots which are included in the Additional Phase) or (2) December 31, 2010.

iii. The number of Declarant vote shall be subject to the provisions of Article 3.3(iii).

EIGHTH: The term for which this Association is to exist is perpetual.

NINTH: The affairs of the Association are to be managed by a president, vice president, secretary and treasurer. The Officers of the Association shall be elected by the Directors. The officers who are to serve until the first election of the Directors are as follows:

President - Jeffrey Michael

Vice President - Jeffrey C. Caruso

Secretary - Robert H. Karen

Treasurer - Janet Rock

The first annual meeting of the Association and the first election of the Board of Directors shall be held on the first Wednesday in December, 2003, or by order of the Board of Directors at such earlier date as they determine, and thereafter annual meetings of the Members shall be held on the first Wednesday in December of each year, if not a legal holiday, or non-business day, and if a legal holiday, or non-business day, then on the next business day following. The Directors elected at the first annual meeting and at each subsequent annual meeting of the Members shall elect officers of the Association who will hold office until the next meeting of the Board of Directors, or until their successors are elected and qualified.

TENTH: This Association shall be governed by a Board of Directors consisting of not less than three (3) and no more than five (5) persons and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members are as follows:

Jeffrey V. Caruso

Jeffrey Michael

Robert Karen

Commencing with the first annual meeting and at each subsequent annual meeting of the Members of the Association, the Directors of the Association will be elected by the Members and they will hold office in each instance until the next annual meeting of the Members or until their successors are elected and qualified. Directors elected by the Class B Member need not themselves be Owners nor Members of the Association. Thereafter, the Directors of the Association shall be elected at the annual meeting of the Association, which annual meeting will be held on the first Wednesday in December of each year. Vacancies in the Board of Directors shall be filled by the remaining Directors at a special meeting called for that purpose and a Director so elected shall serve until the next annual meeting of the Association.

ELEVENTH: The Board of Directors shall have all the powers and duties referred to in the Declaration and under the laws of the State of Maryland respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to the following: **(a)** to elect the Officers of the Association; **(b)** to administer the affairs of the Association and the Common Area; **(c)** to engage the services of manager or managing agent for the property and to fix the terms of such management agreement and the compensation and the authority of the manager or managing agent; **(d)** to promulgate such rules and regulations concerning the operation and use of the property or the Common Area as may be

consistent with the Declaration and to amend the same from time to time; **(e)** to provide for the maintenance, repair and replacement of the Common Area, and **(f)** to estimate and adopt an annual operating budget and to provide for the assessment and collection from the Lot Owners of their respective shares of all estimated expenses.

TWELFTH: The initial By-Laws of this Association are those adopted by the Board of Directors and entered in the Minute Book of the Association. Such By-Laws may be altered, amended, added to or repealed by the Members of the Association in the manner provided for in said initial By-Laws and in conformity with the provisions and requirements of the Maryland Statutes regulating non-stock corporations not for profit, as amended from time to time, which is currently set forth in the Annotated Code of Maryland, as amended from time to time.

THIRTEENTH: The Articles of Incorporation may be altered, amended, changed, added to, or repealed, in the manner now or hereafter prescribed by statute or herein or by the By-Laws of this Association as they exist from time to time, at any duly called meeting of the Members of this Association provided that **(a)** the notice of the meeting is given in the manner provided for in Article 3.3 of the initial By-Laws and it contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and **(b)** there is an affirmative vote of seventy-five percent (75%) of all Members of the Association present in person or by proxy in favor of said alteration, amendment, change, addition, or repeal, provided that: **(i)** any amendment to this Articles of Incorporation, so long as there exists Class B Members, shall require the consent of one hundred (100%) percent of the Class B membership; **(ii)** no amendment shall increase financial obligations of an Owner in a discriminatory manner or further restrict development on existing Lots; **(iii)** no amendment to the Declaration shall diminish or impair the rights of the Declarant under the Declaration without the prior written consent of the Declarant;

(iv) no amendment shall modify or delete any provision of this Declaration required by subdivision approval conditions applicable to the Property; (v) no amendment may be made to these Articles of Incorporation which are prohibited by the Declaration.

Except as specifically provided in the Declaration, no provision of these Articles of Incorporation or any amendment hereto shall be construed to grant to any Owner or to any other Person any priority over any rights of Mortgagees or change or alter the priority of any Institutional First Mortgage which shall then be a lien on any Lot.

FOURTEENTH: This Association shall never have or issue shares of stock nor shall it have the authority to do so. The Association will never have or provide for non-voting membership.

FIFTEENTH: From time to time and at least once annually the Officers of the Association shall furnish periodic reports to the Members, which shall include profit and loss statement and balance sheets prepared in accordance with sound business and accounting practices.

SIXTEENTH: Capitalized terms used in these Articles of Incorporation not otherwise defined shall have the same meaning as defined in the Declaration.

SEVENTEENTH: The Association shall have all the powers set forth and described in the Maryland Statutes regulating non-stock corporations not for profit, as amended from time to time, which are currently set forth in the Annotated Code of Maryland, together with those powers conferred by the aforesaid Declaration, this Charter and any and all lawful By-Laws of the Association.

EIGHTEENTH: Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by

reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlement (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify such Director or Officers with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such Director or Officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Association to indemnify any such Director or Officer against any liability of the Association to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or Officer may be entitled as a matter of law or otherwise.

NINETEENTH: Notwithstanding anything to the contrary contained herein, the Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization.

TWENTIETH: Notwithstanding anything to the contrary contained in these Articles of Incorporation, if the real property described in the Declaration, or the

development thereof, is approved by the Federal Housing Administration or the United States Veterans Administration, so long as there is a class B membership, the following actions will require the approval of the Federal Housing Administration or the United States Veterans Administration, as applicable: annexation of additional properties, mergers and/or consolidations of the Association, mortgaging of Association property, dedication of Association property, dissolution of the Association, and/or amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of October, 2003.

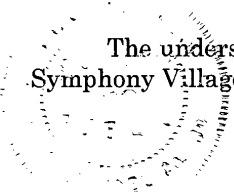
WITNESS:

Karicy P. Walsh

[Signature] (SEAL)
JEFFREY V. CARUSO

CONSENT OF RESIDENT AGENT

The undersigned hereby consents to their appointment as resident agent of Symphony Village at Centreville Homeowners Association, Inc.



[Signature] (SEAL)
JEFFREY V. CARUSO

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STATE OF MARYLAND
COUNTY OF Anne Arundel

I HEREBY CERTIFY that on this 29th day of October, 2003, before me, a notary public for the foregoing jurisdiction, personally appeared **JEFFREY V. CARUSO**, who acknowledged that he did execute the foregoing Articles of Incorporation for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of October, 2003.

Karicy P. Walsh (SEAL)
NOTARY PUBLIC

My Commission expires:

5-30-04