



Howard Homes presents Spring Breeze in Columbia's New Village of Kings Contrivance

ARTICLES OF INCORPORATION

SPRING BREEZE COMMUNITY ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, SEYMOUR F. RAPHAEL, whose post office address is 3400 Englemead Road, Baltimore, Maryland 21208 and LEE B. ROSENBERG, whose post office address is Woodland Road, Lutherville, Maryland 21093, each being at least twenty-one (21) years of age, do hereby associate themselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (which is hereinafter called the Association) is

SPRING BREEZE COMMUNITY ASSOCIATION, INC.

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

To organize and operate a real estate management Association devoted exclusively to provide for the acquisition, construction, management, maintenance, care and preservation of the Common Areas and facilities within that certain tract of land identified and described in paragraph (a) of Article FOURTH, together with any annexation of land thereto; to promote the recreation, health, safety and welfare of the residents within the said tract of land, and any annexation thereto, as may hereafter be brought within the jurisdiction of this Association; no part of the net earnings of the Association is to inure to the benefit of, or be distributable to, any director, officer or member of the Association, or any other person and no pecuniary gain or profit to the members thereof is contemplated or permissible; and, for such general purposes, and limited to those purposes, the Association is formed.

FOURTH: The powers which the Association shall have and exercise are the following:

(a) To acquire, own, hold, preserve, develop, improve, build upon, manage, operate and maintain common areas and facilities, improved or unimproved, all designed for the common use, benefit, enjoyment, recreation, health, safety and welfare of the record owner(s) of each residential lot in that part of the Village of Kings Contrivance (VKC) a subdivision of land located in the City of Columbia, in the Sixth Election District of Howard County, Maryland, which is intended to be improved as a Townhouse area or community and to be known as Spring Breeze Community (SBC). The first recorded part of said SBC common area is more particularly outlined and identified by lot letter and numerical designation as "E-82 and E-83", containing in all 2.413 acres, more or less, on that residential resubdivision plat entitled

"Columbia
Village of Kings Contrivance
Section 3 Area 1
Lots E-1 thru E-83
A Resubdivision of a Portion
of Parcel 'E'"

and recorded among the Land Records of Howard County, Maryland as Plat No. 4882, Sheet 2 of 2, and which said Plat is subject to any future revisions thereto. Together with the buildings and improvements thereupon erected, made or being and all and every the rights, alleys, ways, waters, privileges, appurtenances and advantages to the same belonging or in anywise appertaining.

The aforesaid Plat No. 4882, Sheet 2 of 2, comprises 6.594 acres, more or less, as a totality, and is part of the entire Parcel "E" land area comprising 11.272 acres, more or less, as shown on Plat No. 4230 recorded among the aforesaid Land Records. Fee simple ownership of all property shown on Plat No. 4882, Sheet 2 of 2, is vested in Howard Homes Building Co., Inc., by virtue of Deed of conveyance from 95-32 Corporation dated June 9, 1981 and recorded among the aforesaid Land Records in Liber 1056 folio 621.

(b) To become the record owner in fee simple of Lots Nos. E-82 and E-83 as aforesaid described, and by such act and at such time all property shown on said Plat No. 4882, Sheet 2 of 2, shall become subject to the terms and provisions of these Articles of Incorporation.

To become the record owner in fee simple of any common area lot on any recorded resubdivision plat containing any of the remainder of Parcel "E" as aforesaid identified, and by such act(s) and at such time(s), only, all property shown on said resubdivision plat(s) shall become subject to the terms and provisions of these Articles of Incorporation.

(c) For land areas other than Parcel "E" above, after first acquiring unencumbered fee simple title to any common area planned and subdivided for possession and use by a specific group of residential townhouse owners, the Association may annex and make subject to the terms of these Articles of Incorporation by appropriate recorded instrument, when prior approved by two-thirds (2/3) of the members of each class of membership entitled to vote, computed separately, all property delineated on any such record plat to be common area.

(d) To exercise all the powers, rights and privileges and to perform all the duties and obligations of the Association, as same are set forth in that certain document to be dated and to be titled, when recorded, as "Declaration of Covenants, Conditions and Restrictions for Spring Breeze Community" (Declaration), executed by Howard Homes Building Co., Inc. (Declarant), and recorded or intended to be recorded among the Land Records of Howard County, Maryland, and as same may thereafter from time to time be amended in accordance with the terms thereof.

(e) 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Association and expenses incurred to enforce the terms of the Declaration.

(f) 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.

(g) 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 entitled to vote, computed separately, 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.

(h) To dedicate, sell or otherwise transfer all or any part of the common area, 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 in accordance with an appropriate instrument executed and acknowledged by two thirds (2/3) of the members of each class of membership of the Association entitled to vote, computed separately, agreeing to such dedication, sale or transfer.

(i) To participate in mergers and consolidations with other nonprofit organizations, organized for the same purpose, provided that any such merger or consolidation shall have the assent of two thirds (2/3) of the members of each class of membership entitled to vote of the Association, computed separately.

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

The Association is formed under the articles, conditions and provisions expressed herein and under 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 Sections 501(c) (3) or (4) or 528 of the Internal Revenue Code of 1954, as amended to date, 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 the exemption of the Association from taxation under the aforesaid Sections 501(c) (3) or (4) or 528 of the Internal Revenue Code of 1954, as amended to date.

FIFTH: The post office address of the principal office of the Association in this State is Post Office Box 802, Columbia, Maryland 21044. The name and post office address of the resident agent of the Corporation in the State of Maryland is J. Elmer Weisheit, Suite 303 Equitable-Towson Building, Towson, Maryland 21204. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Association is not authorized to issue any capital stock. The Association shall be comprised of members. 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 defined in the Declaration, which initially shall be a Class B Member, a Class A Member shall be a record owner of one or more residential lots subject to the terms hereof. Class A Members shall be entitled to one vote per lot, for each such lot owned by the members, in all proceedings in which action shall be taken by members of the Association.

(b) Class B Member: The Class B Member shall be Declarant, as defined in the Declaration. The Class B Member shall be entitled to three votes per residential 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: As to all residential lots on Plat No. 4882, Sheet 2 of 2, the Class B Member shall be converted to a Class A Member on January 1, 1984, 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.

As to all residential lots on subsequent portions of the remainder of Parcel "E" aforesaid, the automatic conversion date shall be not later than the first day of January next ensuing following at least thirty-six (36) months after the recordation of any such plat.

The term "record owner" as used in these Articles, means and includes any person, firm, corporation, trustee or legal entity, including contract sellers, holding the record legal title to a residential lot in SBC. If more than one person, firm, corporation, trustee or other legal entity, including contract sellers, hold the record legal title to any one lot, 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. 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. Conversely, every owner of a lot which is subject to assessment by the Association shall become and be a member of the Association.

If any single membership in the Association is comprised of two or more persons, firms, corporation, 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.

SEVENTH: The number of directors of the Association shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Association, but shall never be fewer than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Lee B. Rosenberg, Seymour F. Raphael and J. Elmer Weisheit. No director need be a member of the Association.

EIGHTH: The duration of the Association shall be perpetual. However, the Association may be dissolved 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 three-fourths (3/4) of the members of the Association, or, if there be more than one class of members, then by not less than three-fourths (3/4) of the members of each class of the Association entitled to vote, 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 any 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 acceptance, such assets shall be granted, conveyed and assigned, if practicable, to any nonprofit corporation, association, trust or other organization as shall at the time qualify as an organization or organizations exempt from taxation under Sections 501(c) (3) or (4) or 528 of the Internal Revenue Code of 1954, as amended, 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.

NINTH: Amendment of these Articles shall require the assent of seventy-five percent (75%) of each class of members of the Association entitled to vote, computed separately.

TENTH: As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, other than any part of Parcel "E" aforesaid; mergers and consolidations; mortgaging of Common Area, dissolution; and amendment of these Articles.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledged the same to be our act on this 15th day of June, 1981.

WITNESS:

Mary M. Nelson
act as

Seymour F. Raphael
Seymour F. Raphael, Incorporator
Lee B. Rosenberg
Lee B. Rosenberg, Incorporator

STATE OF MARYLAND, COUNTY OF Howard TO WIT:

I HEREBY CERTIFY that on this 15th day of June before me, a Notary Public of the State aforesaid, personally appeared SEYMOUR F. RAPHAEL, one of the incorporators in the above Articles of Incorporation, and he acknowledged the said Articles to be his act.

WITNESS my hand and Notarial Seal.

MY COMMISSION EXPIRES JULY 1, 1982

Mary Margaret Nelson
Notary Public

My Commission expires: July 1, 1982

STATE OF MARYLAND, COUNTY OF Howard TO WIT:

I HEREBY CERTIFY that on this 15th day of June before me, a Notary Public of the State aforesaid, personally appeared LEE B. ROSENBERG, one of the incorporators in the above Articles of Incorporation, and he acknowledged the said Articles to be his act.

WITNESS my hand and Notarial Seal.

MY COMMISSION EXPIRES JULY 1, 1982

Mary Margaret Nelson
Notary Public

My Commission expires: July 1, 1982