

STATE OF MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF INCORPORATION

OF

HARBOUR WALK TOWNHOUSE ASSOCIATION, INC.

as approved and received for record by the State Department of Assessments and Taxation of

Maryland, *March 6, 1980*

at *11:00* o'clock *a.m.*

AS WITNESS my hand and official Seal of the said Department at

Baltimore this *12th* day of *March*, 1980

Dean W. Kitchen
Charter Specialist

**Articles of Incorporation
of
Harbor Walk Townhouse Association, Inc.**

THIS IS TO CERTIFY:

That I, Carole S. Gould, whose post office address is 1100 One Charles Center, Baltimore, Maryland 21201, being at least eighteen years of age, do hereby declare myself as incorporator with the intention of forming a nonprofit, nonstock corporation under and by virtue of the General Laws of the State of Maryland, and for such purpose do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I. The name of this Corporation shall be HARBOR WALK TOWNHOUSE ASSOCIATION, INC. (the "Association").

ARTICLE II. The general purposes for which the Association is formed, and business or objectives to be carried on and promoted by it are as follows:

(a) to organize and operate a corporation, no part of the net earnings of which shall inure to the benefit of any member or other individual; and

(b) to provide for the maintenance, operation, preservation and management of a certain town house project located in Baltimore City, Maryland, more particularly described as, follows:

TRACT I

Lot No. 57, Section 1, Otterbein Project Subdivision, Plan recorded among the Land Records of Baltimore City in Plat Pocket Folder R.H.B. No. 2616, and now resubdivided and known as Lots 57, 65, 66, 67, 68, 69, 70, 71 and 72 as shown on a Plat entitled "Otterbein Project Amended Final Subdivision Plan, Section 1", as revised through April 26, 1979, said Plat being recorded among the Land Records of Baltimore City in Plat Pocket Folder WA No. 2649.

BEING the same property heretofore granted and conveyed by Mayor and City Council of Baltimore to HARBOR WALK ASSOCIATES JOINT VENTURE and recorded among the Land Records of Baltimore City.

TRACT II

Lots 2 through 21 and Lots 23 through 41, both inclusive, as shown on a Plat entitled "Final Subdivision-Lot 11, Inner Harbor West Project" dated September 24, 1979, and recorded among the Land Records of Baltimore City in Plat Pocket Folder WA No. 2679.

BEING the same property heretofore granted and conveyed by Mayor and City Council of Baltimore to HARBOR WALK ASSOCIATES JOINT VENTURE and recorded among the Land Records of Baltimore City.

For the general purposes aforesaid and to promote 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 the Association, the Association shall have the following powers:

(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 that certain Declaration of Covenants, Restrictions

and Easements (the “Declaration”) applicable to the property and recorded or to be recorded among the Land Records of Baltimore City, Maryland, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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 fees, 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, and with the assent of two-thirds of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) to dedicate, sell or transfer all or any part of the Common Area (as defined in the Declaration) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer. Declarant may subject and annex additional development areas within the Otterbein Urban Renewal Area to terms and conditions of the Declaration and other pertinent documents.

(f) to participate in mergers and consolidations with other nonprofit, nonstock corporations organized for the same purposes provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members, terms and conditions of the Declaration and other pertinent documents.

(g) to subject or annex additional residential property and Common Area as designated by Declarant;

(h) to enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the nonprofit purposes of the Association;

(i) insofar as permitted by law, to do any other thing that, in the judgment of the Board of Directors, will promote the business of the Association or the common benefit of its members and, in general, to exercise the powers set out in the Declaration herein above referred to and the By-Laws of the Association and to do every other act not inconsistent with law which may be appropriate to promote and attain the purposes set forth in the Declaration and the By-Laws;

(j) to have and to exercise any and all powers, rights and privileges which a nonprofit, nonstock corporation organized under the General Laws of the State of Maryland by law may now or hereafter have or exercise, provided these actions do not adversely affect the corporation’s exemption from federal income taxation.

ARTICLE III. The principal office for the transaction of business of the Association shall be initially located at c/o HARKINS ASSOCIATES, INC., 8720 Georgia Avenue, Silver Spring, Maryland 20910.

ARTICLE IV. The following named corporation shall be designated as the initial resident agent of the Association, said corporation having been duly organized and presently existing pursuant to the laws of the State of Maryland:

HARKINS ASSOCIATES, INC.
8720 Georgia Avenue
Silver Spring, Maryland 20910

ARTICLE V. The Association shall have no authority to issue capital stock and shall not be operated for profit. This Association does not contemplate the distribution of gains, profits or dividends to any of its members.

ARTICLE VI. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers and the Class B Member, shall be a 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. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association excepting the case of the Class B Member. Membership shall be automatic upon recording of a deed of a fee or undivided fee interest and there shall be no qualifications for membership other than the ownership of such record interest.

ARTICLE VII. The Association shall have two classes of voting membership:

(a) **Class A.**

Class A Members shall be all record owners of a fee or undivided fee interest 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 (1) vote for each lot in which they hold such interest. When more than one (1) person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B.

The Class B Member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Notwithstanding (a) above, effective as of the date of subjecting and annexing any additional property to the terms and conditions of the Declaration, Declarant shall hold Class B membership for each lot so subjected and annexed and, further, Declarant's Class A membership, if any, shall convert to Class B membership all as more particularly set forth in By-Laws.

ARTICLE VIII. The affairs of the Association shall be managed by a Board of Directors. The number of directors shall be an uneven number of not less than three (3) nor more than five (5), and the name and post office addresses of the directors who shall act as such

until the first annual meeting, or until such time as their successors are duly chosen and qualified are;

<u>Name</u>	<u>Address</u>
Michael Marcellin	8720 Georgia Avenue Silver Spring, Maryland 20910
Edward M. Garbarino	8720 Georgia Avenue Silver Spring, Maryland 20910
John F. Weatherby	8720 Georgia Avenue Silver Spring, Maryland 20910

The qualifications, powers, duties and tenure of the Office of Director and the manner by which directors are to be chosen shall be as prescribed and set forth in the By-Laws of the Association. Officers of the Association shall be elected and shall serve as provided in the By-Laws.

ARTICLE IX. Any of the following actions or undertakings by the Association may be done only upon the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any:

1. To the extent permitted by law, participate in mergers and consolidations with other nonprofit, nonstock corporations organized for the purposes consistent with those for which the Association is organized.
2. Give a mortgage or mortgages of the Common Area to secure any borrowing by the Association.
3. Dedicate, sell or transfer any part of the Common Area to any public agency, authority or utility.
4. Dissolve the Association in accordance with the laws of the State of Maryland. Upon any such 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 it is unable to find a public agency to accept such dedication then such assets and rights shall be granted, conveyed and assigned to any nonprofit, nonstock 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 at any time to an amount in excess of 150% of its income for the last previous fiscal year.

ARTICLE X. The corporation shall exist perpetually.

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

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, I, Carole S. Gould, the incorporator of this Association, have executed these Articles of Incorporation this *6th* day of *March, 1980*.

WITNESS:

Bertha G. Tyras

CAROLE S. GOULD

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this *6th* day of *March, 1980*, before me, a Notary Public of said State, personally appeared Carole S. Gould, known to me (or satisfactorily proven), to be the person whose name is subscribed to the foregoing instrument, and known to me to be an Incorporator of HARBOR WALK TOWN HOUSE ASSOCIATION, INC., a Maryland corporation and who, in my presence, signed and sealed the same and acknowledged that she executed the same for the purposes therein contained, as the duly authorized incorporator of said corporation, by signing her name as incorporator.

AS WITNESS my hand and Notarial Seal.

Frances A. Harris
Notary Public

My Commission Expires:

7/1/82

**Articles of Incorporation
of
Harbor Walk Townhouse Association, Inc.**

approved and received for record by the State Department of Assessments and Taxation of Maryland *March 6, 1980* at *11:00* o'clock *A.M.* as in conformity with law and ordered recorded.

Recorded in Liber *2469*, folio *002595*, 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 *Montgomery* 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 95108

gcp