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AMENDED ARTICLES OF INCORPORATION

OF

COLLINGTON MANOR HOMEOWNERS ASSOCIATION, INC.

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STATE DEPT OF  
ASSOCIATION

In compliance with the requirements of Corporations and Associations Article of the Annotated Code of Maryland, as amended, authorizing the formation of Corporations, the undersigned, a resident of the State of Maryland, and of full age, has this day voluntarily associated himself for the purpose of forming a corporation and does hereby certify:

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is COLLINGTON MANOR HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

The Association is organized, and shall be operated as a non-profit membership corporation, and no part of the net earnings of the Association shall inure to the benefit or be distributed to its members, Directors, Officers, or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose herein provided in Article VI.

ARTICLE III

The principal office of the Association is located at 8965 Guilford Road, Suite 290, Columbia, Maryland 21046.

ARTICLE IV

Thomas H. Lawrence, whose address is 8965 Guilford Road, Suite 290, Columbia, Maryland 21046, is hereby appointed the initial resident agent of this Association. Said agent is a citizen of Maryland and actually resides therein.

ARTICLE V

The terms "Common Area," "Declarant," "Lots," "Owner(s)," and "Property," as used in these Amended Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the "Declaration") which is applicable to the property and which has been recorded among the Land Records of Prince George's County. It is intended that the Declaration be incorporated herein as if set forth in length.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: July 31, 1990

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature]

This stamp replaces our previous certification system. Effective: 10/84

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the Common Area located in the Property, including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Area, including any improvements and amenities located thereon; (iii) the distribution among the Owners of the Lots of the costs of the use, improvement, maintenance and repair of the Common Area, including any improvements and amenities located thereon; (iv) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property; and (v) to provide for the maintenance, preservation and architectural control of the residence Lots. In furtherance of these purposes, the Association, (by action of its Directors unless otherwise noted in these Amended Articles of Incorporation or in the Declaration) shall have full power to:

(a) 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 as the same may be amended from time to time as herein provided;

(b) 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) 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) Borrow money, and with the assent of two-thirds (2/3) of the votes of each class, 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) Dedicate, sell or transfer all or any part of the Common Area 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 members entitled to cast two-thirds (2/3) of each class of votes outstanding;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of votes outstanding;

(g) Have and to exercise any and all powers, rights, and privileges which a non-stock corporation organized under the laws of the State of Maryland may have as such laws now exist or are hereafter in effect;

(h) Grant such easements upon, over, under, and across the Common Area for sewer, water, storm water drainage, gas, electric and telephone lines and for such other public utilities as are proper and convenient for the use and enjoyment of the buildings erected and to be erected in the subdivision of the property, which subdivision is known or is to be known as COLLINGTON MANOR; and,

(i) Grant easements and/or licenses for ingress and egress over the Common Area for trash collection, snow removal, police protection and such other purposes as are proper for the use and benefit of the owners of houses erected and to be erected in the aforesaid subdivision.

#### ARTICLE VII

##### MEMBERSHIP

The Association shall not be authorized to issue capital stock. 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, or, if such Lot is subject to a reversion reserved in a lease redeemable pursuant to Title 8 of the Real Property Article, Annotated Code of Maryland, the owner of the leasehold interest, including contract sellers, 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.

#### ARTICLE VIII

##### VOTING RIGHTS

The Association shall have two classes of voting membership.

Class A. Class A members shall be all Owners, with the

exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an 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 vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Declarant 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 on the first to occur of either of the following events:

(a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership. Provided, however, the Class B Membership shall be revived (and the Declarant shall again be entitled to three (3) votes for each Lot owned by the Declarant) during any periods of time occurring before the tenth anniversary of the date of the Declaration, when by reason of the annexation of additional land as a part of the Property additional Lots owned by the Declarant exist which, when added to the other Lots then owned by the Declarant, would result in the Declarant having more than 50% of the votes of the Association were the Declarant to have three votes for each Lot owned by the Declarant instead of only a single vote for each Lot owned by the Declarant.); or,

(b) on the tenth anniversary date of the Declaration, PROVIDED, HOWEVER, that if the Declarant is delayed in the improvement and development of the Property on account of a sewer, water, or building permit moratorium or by any other cause or event beyond the Declarant's control then the aforesaid ten (10) year period shall be extended by a period of time equal to the length of the delays or three (3) years, whichever is less.

#### ARTICLE IX

##### BOARD OF DIRECTORS

(a) The affairs of this Association shall be managed by a Board of three (3) Directors, which number may be increased to five (5) or decreased to three (3), pursuant to the By-Laws, but shall never be less than three (3). The Directors need not be members of the Association. The name and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Thomas H. Lawrence  
8965 Guilford Road, Suite 290  
Columbia, Maryland 21046

Michael Lance  
8965 Guilford Road, Suite 290  
Columbia, Maryland 21046

Andrew L. Lang  
8965 Guilford Road, Suite 290  
Columbia, Maryland 21046

(b) At the first annual meeting, the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years, and at each annual meeting thereafter, the members shall elect one Director for a term of three years.

(c) The Directors shall exercise their powers and duties in good faith and with a view to the best interests of the Association. No contract or other transaction between the Association and one or more of its Directors, or between the Association and any other corporation, firm or association in which one or more of the Directors of this Association are directors and officers or are pecuniarily or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraphs exist:

(1) the fact that the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the Minutes, and the Board authorizes, approves, or ratifies such contract or transaction in good faith or by a vote sufficient for the purpose; or

(2) the fact of the common directorate or interest is disclosed or known to the members, or a majority thereof, and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; or

(3) the contract or transaction is commercially reasonable to the Association at the time it is authorized, ratified, approved or executed.

(d) Common or interested Directors may be counted in determining the presence of a quorum of any meeting of the Board or committee thereof which authorizes, approves or ratifies any contract or transaction, and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation, or not so interested.

#### ARTICLE X

The initial Board of Directors of the Association will have the right to establish By-Laws for the governing of affairs of the Association. Said By-Laws shall provide for an annual meeting of

the members of the Association and shall accordingly affix a time for such meetings. Said By-Laws may be amended by the vote of two-thirds (2/3) of each class of votes cast in person or by proxy at any membership meeting of the Association duly called for the purpose.

#### ARTICLE XI

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of each class of votes outstanding. 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 this Association was created. In the event that such dedication is not accepted, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE XII

##### INDEMNIFICATION

(1) As used in this Article XII, any word or words that are defined in Section 2-418 of the Corporation and Association Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

#### ARTICLE XIII

##### DURATION

The Association shall exist perpetually.

#### ARTICLE XIV

##### AMENDMENTS

Amendment of these Articles shall require the assent of members entitled to cast seventy-five percent (75%) of the votes of each class of members cast in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XIV to the contrary notwithstanding, the Declarant shall

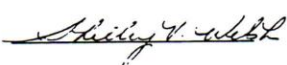
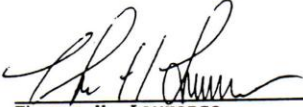
have the absolute unilateral right, power and authority to modify, revise, amend or change any of the terms or provisions of these Amended Articles of Incorporation all as from time to time amended or supplemented. However, this unilateral right, power and authority of the Association may be exercised if and only if either the Veterans Administration or the Federal Housing Administration or any successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of the Property or any part thereof, or any Lots thereon, for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration, or similar programs. If the Veterans Administration or the Federal Housing Administration, or any successor agencies thereto approve the Property, or any part thereof, or any Lot therein for federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

ARTICLE XV

As long as there is a Class B membership and as long as a Lot is security for a F.H.A. or V.A. loan, the following actions will require the prior approval of the F.H.A. or the V.A.: annexation of additional property, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Association, under the laws of the State of Maryland, the undersigned, has executed these Amended Articles of Incorporation this \_\_\_\_ day of June, 1990.

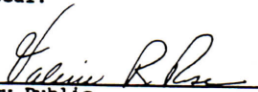
WITNESS:

  
  
Thomas H. Lawrence

STATE OF MARYLAND, HOWARD COUNTY, to wit:

I HEREBY CERTIFY, that on this 13 day of July, 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Thomas H. Lawrence, and acknowledged the foregoing Amended Articles of Incorporation to be his respective act.

WITNESS my hand and notarial seal.

  
Notary Public

My Commission expires: 7-1-90

My Commission Expires August 1, 1994

A:1006MANO  
COLLINGTON MANOR  
3536.021

Post Recording Return To:  
Russell D. Karpook, Esquire  
20 S. Charles Street  
Baltimore, Maryland 21201



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EXHIBIT - 5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 31, 1990 AT 2:24 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

RECORDING  
FEE PAID

SPECIAL  
FEE PAID

20.00

D2904241

TO THE CLERK OF THE COURT OF

HOWARD COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
CAPITAL HOMES MD. INC.  
8965 GUILFORD RD., STE. 290  
COLUMBIA MD 21046

024C3040259

A 333566



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.