

DB

STATE OF MARYLAND
DEPT. OF ASSESSMENTS AND TAXATION
CUST. ID: 0001701576
WORK ORDER: 0001144614
DATE: 11-28-2005 11:09 AM
AMT. PAID: \$122.00

ARTICLES OF INCORPORATION
of
THE WARFIELDS II HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day formed a nonstock corporation, not for profit, and does hereby certify:

ARTICLE I

The name of the Corporation is **THE WARFIELDS II HOMEOWNERS ASSOCIATION, INC.**, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at **14451 Triadelphia Road, Glenelg, Maryland 21737.**

ARTICLE III

Ronald L. Spahn, whose post office address is 5401 Twin Knolls Road, Suite 7, Columbia, Maryland 21045, is hereby appointed the Resident Agent of the Association.

ARTICLE IV

The terms "Association," "Company," "Lots," "Owner," "Property" and "Sign Easement" as used in these Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions for **The Warfields II Homeowners Association, Inc.**, dated the 28th day of September, 2005, and to be recorded among the Land Records of Howard County (the "Declaration").

**ARTICLE V: PURPOSES 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 Sign Easement area located on the Property, including any improvements and amenities located thereon; (ii) the distribution among the Owners of the Property of the costs of the use, improvement, maintenance, and repair of the Sign Easement area including any improvements and amenities located thereon; (iii) the architectural control for any improvements located on the Property; (iv) the maintenance of any roads and/or roadways located on the Property; and (iv) the promotion of the health, safety, pleasure, recreation, and

welfare of the residents of the Lots within the Property. In furtherance of these purposes, the Association (by action of its Directors unless otherwise noted in these 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 therein provided, the Declaration being incorporated herein by reference as if set forth at length;
- (b) Fix, levy, collect, and enforce payment by any lawful means of 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 affairs 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, subject, however, to the requirements of the Declaration;
- (d) Borrow money and, with the assent of two-thirds (2/3) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of 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 subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members;
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of each class of the members; and
- (g) Have and exercise any and all powers, rights and privileges which a nonstock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE VI

Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII

The Association shall have two classes of voting membership:

CLASS A: Class A Members shall be all Owners with the exception of the Company 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; however, for purposes of a quorum they shall be treated as a single member. The votes 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: The Class B Member(s) shall be the Company and shall be entitled to ten (10) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(b) on the twelfth (12th) anniversary of the date of the Declaration.

Provided, however, the Class B Membership shall be revived (and the Company shall again be entitled to ten (10) votes for each Lot owned by the Company) during any periods of time occurring before the twelfth (12th) 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 Company exist which, when added to the other Lots then owned by the Company, would result in the Company having more than fifty percent (50%) of the votes of the Association were the Company to have ten (10) votes for each Lot owned by the Company instead of only a single vote for each Lot owned by the Company.

ARTICLE VIII: BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of two (2) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

1. **Kennard Warfield, Jr.**, 14451 Triadelphia Road, Glenelg, MD 21737
2. **Mary Ellen Warfield**, 14451 Triadelphia Road, Glenelg, MD 21737

These Directors, (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the event of death or resignation of a Charter Director during his term of office, the remaining Charter Director shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

ARTICLE IX: DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each class of the 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 this Association was created. In the event that acceptance of such a dedication is

refused, the assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to similar purposes.

ARTICLE X

The Association shall exist perpetually.


ARTICLE XI

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) Of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XI to the contrary notwithstanding, the Company shall have the absolute unilateral right, power, and authority to modify, revise, amend, or change any of the terms or provisions of these Articles of Incorporation all as from time to time amended or supplemented. However, this unilateral right, power, and authority of the Company may be exercised if and only if the Veterans Administration (VA), the Federal Housing Administration (FHA), the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae), or the Government National Mortgage Association (Ginnie Mae) or any successor agencies or entities thereto or any agencies or entities providing similar programs shall require such action as a condition precedent to the approval by such agency or entity of the Property or any part thereof or any Lots thereon for approved mortgage financing purposes under applicable VA, FHA, Freddie Mac, Fannie Mae, Ginnie Mae, or similar programs. If the VA or the FHA 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.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, the undersigned, **Ronald L. Spahn**, whose post office address is 5401 Twin Knolls Road, Suite 7, Columbia, Maryland 21045, being at least eighteen years of age, has executed these Articles of Incorporation this 30th day of September, 2005, for the purpose of incorporating this Association.

WITNESS:





Ronald L. Spahn

CONSENT TO SERVE AS RESIDENT AGENT

I, **Ronald L. Spahn**, whose post office address is 5401 Twin Knolls Road, Suite 7, Columbia, Maryland 21045, hereby consent to serve as Resident Agent for **The Warfields II Homeowners Association, Inc.** this 30th day of September, 2005.

WITNESS:

Ken J. Trail

[Signature]
Ronald L. Spahn

Warfields II HOA, Articles of Incorporation

CORPORATE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****


CUMENT CODE 02 BUSINESS CODE 04

Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361992188718

ID # D10979318 ACK # 1000361992188718
LIBER: B00884 FOLIO: 0465 PAGES: 0006
THE WARFIELDS II HOMEOWNERS ASSOCIATION
, INC.

MAIL
BACK

11/28/2005 AT 11:59 A WO # 0001144614

New Name _____

FEES REMITTED

Base Fee: <u>100</u>	Change of Name
Org. & Cap. Fee: <u>20</u>	Change of Principal Office
Expedite Fee: _____	Change of Resident Agent
Penalty: _____	Change of Resident Agent Address
State Recordation Tax: _____	Resignation of Resident Agent
State Transfer Tax: _____	Designation of Resident Agent and Resident Agent's Address
_____ Certified Copies	Change of Business Code
_____ Certificates	_____ Adoption of Assumed Name
Certificate of Status Fee: _____	_____
Personal Property Filings: _____	_____
Mail Processing Fee: <u>5</u>	_____
Other: _____	Other Change(s)
TOTAL FEES: <u>125</u>	_____

Credit Card _____ Check Cash _____

_____ Documents on 2 Checks

Approved By: _____

Keyed By: Ally

COMMENT(S): _____

Code 589
Attention: RONALD L. SPAHN

SPAHN, GREENBERG & BROIDA
RONALD L. SPAHN
STE 7
5401 TWIN KNOLLS RD
COLUMBIA MD 21045-3257

Stamp Work Order and Customer Number HERE