

MARYLAND MUTUAL NO. TEN, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, Charles N. Shaffer, whose post office address is 7 Hartman Court, Potomac, Maryland 20854; Patrick C. McKeever, whose post office address is 2311 Spencer Road, Silver Spring, Maryland 20910; and Barry M. Fitzpatrick, whose post office address is 14410 Barkwood Drive, Rockville, Maryland, 20853, each being at least twenty-one (21) years of age do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of this corporation shall be:

MARYLAND MUTUAL NO. TEN, INC.

ARTICLE II. The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III. The principal office for the transaction of business of this corporation shall be located in the County of Montgomery, State of Maryland, at 3700 Rossmoor Boulevard, Silver Spring, Maryland 20906. Barry M. Fitzpatrick of 342 Hungerford Court, Rockville, Maryland, 20850 shall be designated as the statutory resident agent of this corporation. Said resident agent is a citizen and actual resident of the State of Maryland.

ARTICLE IV. The general purpose for which this corporation is formed, and business or objects 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 is to inure to the benefit of any member or other individual;

- (b) To provide for the maintenance, operation and management of a certain condominium housing project located within the community known as ROSSMOOR-MARYLAND, in Silver Spring, Montgomery County, Maryland.

For the general purposes aforesaid, and limited to those purposes, this corporation shall have the following powers:

- (a) To construct, improve and maintain, operate and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the furtherance of the business of this corporation;
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, deed of trust, pledge, or other lien;
- (c) 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 non-profit purposes of the corporation;
- (d) To make patronage refunds to members as provided for in the By-Laws of the corporation;
- (e) 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 corporation or the common benefit of its members.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this corporation, and the enjoyment of the exercise thereof, as conferred by the General Laws of the State of Maryland.

ARTICLE V. This corporation shall be without capital stock and will not be operated for profit. This corporation does not contemplate the distributions of gains, profits or dividends to any of its members, except that upon the dissolution or winding up of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the directors or other persons in charge of liquidation, unless this corporation holds its assets in any trust, shall distribute any remaining assets to the members of this corporation entitled thereto in accordance with the provisions of the By-Laws of this corporation.

ARTICLE VI. The members of this corporation shall not be personally liable for the debts, liabilities, or obligations of this corporation.

ARTICLE VII. The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes for dues and assessments and the method of collection thereof, shall be as prescribed and set forth in the By-Laws of this corporation.

ARTICLE VIII. The corporation shall have a lien on the outstanding memberships in order to secure payment of any sums which shall be due or become due from the holders thereof for any reason whatsoever.

ARTICLE IX. In the event any member sells, assigns, or otherwise transfers of record the interest in any condominium unit in which he holds the interest required for membership, such member shall, at the same time, assign the membership appurtenant to said condominium unit to the transferee of the condominium unit and deliver it to him for transfer on the books of the corporation. The foregoing requirement shall not obtain in the

event a condominium unit is transferred as aforesaid merely as security for the performance of an obligation.

Except as provided in this Article, or as otherwise provided in the By-Laws, membership shall not be transferable and, in any event, no transfer of any membership shall be made upon the books of the corporation within ten (10) days next preceding the annual meeting of the members.

ARTICLE X. The number of directors of this corporation shall not be less than three (3) and the names 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>
Richard H. Ashley	12000 Old Georgetown Rd. Rockville, Maryland 20852
G. W. Davis	P.O. Box 2227 Silver Spring, Maryland 20906
Angelo M. Scioscia	12514 Kemmerton Lane Bowie, Maryland 20715

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 corporation. Officers of this corporation shall be elected and shall serve as provided for in said By-Laws.

ARTICLE XI. The directors shall exercise their powers and duties in good faith and with a view to the interests of the corporation. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any corporation, firm or association in which one or more of the directors of this corporation are directors or 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 of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if the condition specified in any of the following subparagraphs exists:

- (a) The fact of 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 by a vote sufficient for the purpose; or
- (b) 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
- (c) The contract or transaction is reasonable to the corporation at the time it is authorized, ratified or approved.

Common or interest directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors 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 XII. This corporation reserves the right to amend, alter or repeal any provision contained in this Articles in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation.

ARTICLE XIII. In the event this corporation (1) is consolidation with another corporation or corporations, or (2) is merged into another corporation, or (3) sells, leases, exchanges

or otherwise transfers all or substantially all of its property and assets, no member of this corporation shall be entitled to demand or receive payment of any amount for his membership of or from this corporation or the consolidated corporation, the corporation surviving the merger or the transferee (each of which is hereafter in this Article referred to as the "successor"); provided, however, that the successor:

- (a) Shall be a corporation organized under and by virtue of the General Laws of the State of Maryland, and
- (b) Shall be without capital stock and shall not be operated for profit, and
- (c) Shall be organized for the same general purposes as specified in Article IV of this Articles of Incorporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14<sup>th</sup> day of June, 1971.

WITNESS:

\_\_\_\_\_(signed)\_\_\_\_\_ (signed)\_\_\_\_\_ (SEAL)  
Irene C. Pollitt (as to all) Charles N. Shaffer

\_\_\_\_\_(signed)\_\_\_\_\_ (SEAL)  
Patrick C. McKeever

\_\_\_\_\_(signed)\_\_\_\_\_ (SEAL)  
Barry M. Fitzpatrick

STATE OF MARYLAND )  
 ) SS  
COUNTY OF MONTGOMERY)

BE IT REMEMBERED, that on this 7<sup>th</sup> day of October, 1971, personally appeared before me, a Notary Public in and for the State and County aforesaid, Charles N. Shaffer, Patrick C. McKeever and Barry M. Fitzpatrick, parties to the foregoing Articles of Incorporation, known personally to me as such, and I

having first made known to them, and to each of them, the contents of the said Articles of Incorporation, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and they acknowledged the facts stated to be true as set forth.

GIVEN under my hand the year and day first above written.

\_\_\_\_\_  
(signed) \_\_\_\_\_  
Irene C. Pollitt, Notary Public

My commission expires: 7-1-74

ARTICLES OF INCORPORATION  
OF  
MARYLAND MUTUAL NO. TEN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 10, 1971 at 8:30 o'clock A.M. as in conformity with law and ordered recorded

Recorded in Liber F927, folio 277, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$17.00

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 of Baltimore.





MARYLAND

# State Department of Assessments and Taxation

THE RESOLUTION CHANGING THE RESIDENT AGENT  
AND AGENT'S ADDRESS

OF

MARYLAND MUTUAL NO. TEN, INC.

HAS BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF  
ASSESSMENTS AND TAXATION THIS 21<sup>ST</sup> DAY OF July, 1982 @ 8:30 A.M.  
AND WILL BE RECORDED.

BY: \_\_\_\_\_  
ROBERT M. CIERKES  
CHARTER DIVISION



Structure - All Basic Parts of the Structure (Repairs)	Mutual
- Painting	
External (including doors and fence)	Mutual
Internal	Resident
- Screens Functional	Mutual
- Screens Cosmetic	Resident

WORK DONE	PAID BY RESIDENT	MUTUAL 10
Repair heating system		X
Replace refrigerator	X	
Replace stove	X	
Replace washer	X	
Replace dryer	X	
Replace hot water heater	X	
Replace air conditioner	X	
Replace heating system	X	
Repair and replace electronic garage door opener	X	
Repair, replace hardware for manual garage door opener		X
Replace light bulbs, including fluorescent tubes and ballasts in kitchen	X	
Clean and repair gutter, downspouts		X
Replace sliding-glass patio door		X
Repair/replace electronic air cleaner	X	
Repair water faucet		X
Replace water faucet	X	

August 10, 1989