

AMENDED ARTICLES OF INCORPORATION

OF

BROADVIEW ESTATES COMMUNITY ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned, RONALD J. MACK, whose post office address is 665 Quail Run Court, Arnold, Maryland 21012, MANUEL L. PERRY, whose post office address is 673 Quail Run Court, Arnold, Maryland 21012, and KENNETH D. PEZZULLA, whose post office address is 316 Ridgely Road, Lutherville, Maryland 21093, each of whom being at least eighteen (18) years of age, do hereby form a corporation under the General Laws of the State of Maryland.

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

Broadview Estates Community Association, Inc.

THIRD: The purposes for which the Corporation is formed 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) pursuant to and in a manner consistent with a certain Declaration relating thereto and heretofore recorded among the Land Records of Anne Arundel County, Maryland, and pursuant to and in a manner consistent with a certain Supplementing Declaration relating thereto and to be recorded among the Land Records of said County, to lease, acquire, and to own and to provide for the maintenance, operation, and management of certain open spaces and other community and recreational facilities located within a community in Anne Arundel County, Maryland, known as "Broadview Estates," and to provide certain management and other services for the residential and other property located therein.

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

(1) to construct, improve, and maintain, operate and to buy, own, sell, convey, assign, mortgage, lease, or manage any real estate and any personal property necessary or incident to the furtherance of the business of the Corporation; and

(2) 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; and

(3) 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; and

(4) to make patronage refunds to members as provided for in the By-Laws of the Corporation; and

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

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 379 Broadview Lane, Annapolis, Maryland 21401. The Resident Agent of the Corporation is FREDERICK C. SUSSMAN, whose post office address is P. O. Box 6488, Annapolis, Maryland 21401. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation shall have no authority to issue capital stock and will not be operated for profit. The Corporation does not contemplate the distribution of gains,

profits, or dividends to any of its members. The members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

SIXTH: The authorized number of memberships of this Corporation is two hundred twenty (220) and shall consist of the following classes, which shall be known as "Class A" and "Class B";

(a) There shall be fifty-five (55) Class A memberships. With the exception of the Declarant, every person, group of persons, corporation, partnership, trust, or other legal entity, or any combination thereof, who is a record owner of a fee interest in any lot which is part of the premises described in Article II of the Declaration, or which otherwise becomes subject by the covenants set forth in the Declaration to assessment by the Corporation, shall be a Class A member of the Corporation; provided, however, that any such person, group of persons, corporation, partnership, trust, or other legal entity who holds such interest solely as security for the performance of an obligation shall not be a Class A member solely on account of such interest. Each Class A member shall be entitled to one (1) vote for each lot in which such member holds the interest required for Class A membership.

(b) There shall be one hundred sixty-five (165) Class B memberships. The Class B member shall be the Declarant, its nominee or nominees, and shall include every person, group of persons, corporation, partnership, trust, or other legal entity, or any combination thereof, who shall obtain any Class B membership by specific assignment from the Declarant. Each Class B member shall be entitled to one (1) vote for each Class B membership so held; provided, however, that each Class B membership shall lapse and become a nullity on the first to happen of the following events:

(i) thirty (30) days following the date on which the total authorized, issued, and outstanding Class A memberships equal 55, or

(ii) on January 1, 1987; or

(iii) upon the surrender of said Class B memberships by the then holders thereof for cancellation on the books of Corporation.

Upon the lapse or surrender of any of the Class B memberships as provided for in this Article, the Declarant shall thereafter become and remain a Class A member of the Corporation as to each and every lot in which the Declarant then holds the interest otherwise required for such Class A membership. In the event additional property is annexed to the property described in Article II of the Declaration subsequent to the date specified in Section 1(b)(i) or Section 1(b)(ii) of this Article, then the Declarant shall be a Class B member as to each lot which it owns in such annexed property.

Except as provided above, the members of the Corporation shall have no preemptive rights, as such members, to acquire memberships of the Corporation that may at any time be issued by the Corporation except as may be specifically provided in this Article.

The property, voting rights, and privileges of membership, the liability of each member for assessment for common expenses of the Corporation, and the method of collection thereof, shall be as set forth in the Declaration hereinabove referred to and the By-Laws of the Corporation.

SEVENTH: The Corporation shall have a lien on the outstanding Class A memberships in order to secure payment of any sums which shall be due or become due from the holders thereof for any reason whatsoever.

EIGHTH: In the event any Class A member sells, assigns, or otherwise transfers of record the fee interest in any lot in which he holds the interest required for Class A memberships, such member shall, at the same time, assign the Class A membership appurtenant to said lot to the transferee of the lot and deliver it to him for transfer on the books of the Corporation. The foregoing requirement shall not obtain in the event a lot is transferred as aforesaid merely as security for the performance of any obligation. Except as provided in this Article, Class A memberships shall not be transferable.

NINTH: The number of Directors of the Corporation shall not be less than three (3) natural persons nor more than five (5) natural persons, 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>
Stanley C. Vass	358 Broadview Lane Annapolis, Maryland 21401
Sallie A. Abeles	374 Broadview Lane Annapolis, Maryland 21401
Deborah I. Kuba	2806 Broadview Terrace Annapolis, Maryland 21401
David Z. Earle	379 Broadview Lane Annapolis, Maryland 21401

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 the Corporation shall be elected and shall serve as provided for in said By-Laws.

TENTH: The Corporation shall indemnify every Officer and Director of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any Officer or Director in connection with any action, suit, or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of the Corporation) to which he may be made a party by reason of being or having been an Officer or Director of the Corporation whether or not such person is an Officer or Director at the time such expenses are incurred. The Officers and Directors of the Corporation shall not be liable to the members of the Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Officers and Directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation, and the

Corporation shall indemnify and forever hold each such Officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer or Director of the Corporation, or former Officer or Director of the Corporation, may be entitled.

The Directors shall exercise the 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 any corporation, firm, or association (including the Grantor) in which one or more of the Directors of the 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 any of the conditions specified in any of the following paragraph exist:

(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 commercially reasonable to the Corporation at the time it is authorized, ratified, approved, or executed.

Common or interested 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.

ELEVENTH: Subject to the limitations set forth herein and in the Declaration and the By-Laws of this Corporation, the Corporation reserves the right to amend, alter, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation.

TWELFTH: Any other provision of these Articles of Incorporation, the Declaration, or the By-Laws to the contrary notwithstanding, neither the members, the Board of Directors, nor the Corporation shall, by act or omission, take any of the following actions without the prior written consent and approval of the holders of all institutional First Mortgages of record on the lots:

(a) abandon, partition, dedicate, subdivide, encumber, sell, or transfer any of the common areas and community facilities; provided, however, that the granting of rights-of-ways, easements, and the like for public utilities or for other purposes consistent with the use of the common areas and community facilities by the members of the Corporation shall not be considered a transfer within the meaning of this Article; or

(b) abandon or terminate the Declaration; or

(c) modify or amend any of the substantive provisions of the Declaration, the By-Laws, or these Articles of Incorporation; or

(d) merge or consolidate the Corporation with any other entity or sell, lease, exchange, or otherwise transfer all or substantially all of the assets of the Corporation to any other entity.

THIRTEENTH: The amount of any assessment, or portion of any assessment, levied against the members of the Corporation and required for payment of any capital expenditures or reserves of the Corporation may be credited upon the books of the Corporation to the "Paid-in-Surplus" account as a capital contribution by the members.

FOURTEENTH: As used in these Articles of Incorporation, the expression "Declarant" shall mean and refer to the Declarant, whether one or more, named in a certain Declaration dated the 5th

day of May, 1982, and recorded the 6th day of May, 1982, in Liber 3488, at folio 247, among the Land Records of Anne Arundel County, Maryland, as the same may be from time to time amended or supplemented. Unless it is plainly evident from the context that a different meaning is intended, all other terms used herein shall have the same meaning as they are defined to have in the Declaration.

FIFTEENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Amended Articles of Incorporation and acknowledged and same to be our act on this 29th day of December, 1986.

Witness:

Mary K. Sullivan

Paul F. Sullivan

Mary K. Sullivan

Ronald J. Mack

Manuel L. Perry
Manuel L. Perry

Kenneth D. Pezzolla
Kenneth D. Pezzolla