

LIBER 0490 FOLIO 734

ARTICLES OF INCORPORATION
OF
WEXFORD HOMEOWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 10, 1984 AT 01:17 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2632, FOLIO 001809, ON OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ _____ RECORDING FEE PAID \$ _____ SPECIAL FEE PAID \$ _____

TO THE CLERK OF THE CIRCUIT COURT OF _____

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 DEPARTMENT OF BALTIMORE.

David W. Ketter



A 154813

WEXFORD HOMEOWNERS ASSOCIATION, INC.ARTICLES OF INCORPORATION

I, Anton J. Berk, whose post office address is 5530 Wisconsin Avenue, Suite 1100, Chevy Chase, Maryland, 20815, being at least twenty-one (21) years of age, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of this corporation shall be:

WEXFORD HOMEOWNERS ASSOCIATION, INC. 3

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, 5530 Wisconsin Avenue, Chevy Chase, Maryland, 20815. Alan W. Margin 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, whose address is 7101 Wisconsin Avenue, Suite 1401, Bethesda, Maryland, 20814.

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 acquire and to own and to provide for maintenance, preservation, architectural control and management of certain community facilities located

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REGISTRATION

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within the community known as "Wexford" located in Germantown, Montgomery County, Maryland; to provide architectural control for the residential properties located therein; to promote the health, safety and welfare of the residents of said community; and to provide for the exterior maintenance of the residential properties located therein.

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, 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 and, with the consent of two-thirds (2/3) of each class of members, 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 exercise all of the powers and privileges and to perform all of the duties and obligations of WEXFORD HOMEOWNERS ASSOCIATION, INC., as the same are set forth in a certain Declaration of Covenants, Conditions and Restrictions dated the 27th day of January, 1984 and recorded or to be recorded among the Land Records for Montgomery County, Maryland, which Declaration is by this reference incorporated herein as if set forth at length.
- (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. The corporation shall be without capital stock and shall 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 this corporation.

ARTICLE VI. There shall be as many memberships in the corporation as shall equal the number of Lots in the subdivision known as Wexford as the same may be from time to time expanded in accordance with the Declaration of Covenants, Conditions and Restrictions for Wexford, and shall consist of the following classes:

(a) Every person, group of persons or entity who is a record owner of a fee interest in any Lot which is or becomes subject by covenants of record to assessment by this corporation shall be a Class A member of this corporation, provided, however, that any such person, group of persons or entity who holds such interest merely as security for the performance of an obligation shall not be a member and, provided further, that the Declarant shall not be a Class A member. Class A members shall be entitled to one vote for each Lot which they hold the interest required for membership.

(b) The Class B member shall be the Declarant or its nominee or nominees and shall be entitled to three votes for each Lot in which it holds the interest otherwise required for Class A membership, provided, however, that

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each Class B membership shall lapse and become a nullity on the first to happen of the following events:

(i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(ii) seven (7) years from the date of recordation of the Declaration, unless the development of the property is delayed for the reasons stated in the Declaration, in which case the seven (7) year period shall be extended as set forth in the Declaration.

ARTICLE VII. 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.

ARTICLE VIII. 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 membership, such member shall, at the same time, assign the 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 an obligation.

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

ARTICLE IX. The number of directors of the corporation shall not be less than three (3) nor more than seven (7) 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>
Anton J. Berk	5530 Wisconsin Avenue Chevy Chase, MD 20815
Lawrence I. Kaplan	5530 Wisconsin Avenue Chevy Chase, MD 20815
Albert F. Policicchio, Jr.	5530 Wisconsin Avenue Chevy Chase, MD 20815

ALL MEMBERS OF THE BOARD OF DIRECTORS (AFTER LAPSE OF THE CLASS B MEMBERSHIPS) SHALL BE MEMBERS OF THE ASSOCIATION.

ARTICLE X. 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 amendment of Articles of Incorporation, but only with the assent of two-thirds (2/3) of each class of members.

ARTICLE XI. In the event of dissolution of the corporation, the assets of the corporation, both real and personal, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the corporation. The corporation shall not be dissolved without the prior written consent of at least two-thirds (2/3) of each class of members.

ARTICLE XII. In the event the corporation (I) is consolidated with another

corporation, or (2) is merged into another corporation, or (3) sells, leases, exchanges or otherwise transfers all or substantially all its property and assets, no member of the corporation shall be entitled to demand or receive payment of any amount for his membership of or from the 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 these Articles of Incorporation.

ARTICLE XIII. So long as there is any Class B membership of the corporation outstanding and any mortgage or deed of trust secured by any Lot which is part of The Property, or any loan, bond, note, or other obligatory writing secured thereby, is then insured by the Federal Housing Administration or guaranteed by the Veterans Administration, the following actions shall require the prior written approval of the Federal Housing Administration and/or the Veterans Administration:

(a) Any merger or consolidation of the corporation with another or any sale, lease, exchange or other transfer of all or substantially all of the assets of this corporation to another; and

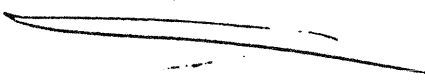
(b) Any sale, transfer, mortgage, assignment or dedication of any of the Common Areas or community facilities; and

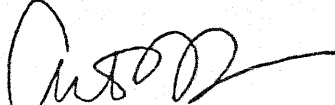
(c) Any amendment of these Articles of Incorporation or the dissolution of the Corporation.

ARTICLE XIV. As used in these Articles of Incorporation, the terms "Common Area", "Declarant", "Property" and "Lot" shall have the same meaning as each is defined to have in the Declaration of Covenants, Conditions and Restrictions hereinabove referred to.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act this 26th day of JANUARY, 1984.

WITNESS:




Anton J. Berk (SEAL)