



STATE OF MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF INCORPORATION

OF

THE FIRST AQUARIUS HOMES ASSOCIATION, INC.

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, June 27, 1972

at 11:00 o'clock A.M.

AS WITNESS my hand and official seal of the said Department at
Baltimore this 7th day of July 1972.



RICHARD M. KELLER
SUPERVISOR, CHARTER DIVISION



ARTICLES OF INCORPORATION
OF
THE FIRST AQUARIUS HOMES ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 27, 1972 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

(A) 14652

Recorded in Liber F982, folio 385, 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 at Baltimore.



SDAT-BEST COPY ON FILM

THE FIRST AQUARIUS HOMES ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That, I, Jerold E. Williamson, whose post office address is 3701 Rossmoor Boulevard, Silver Spring, Maryland 20906, 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:

THE FIRST AQUARIUS HOMES ASSOCIATION, 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 3701 Rossmoor Boulevard, Silver Spring, Maryland 20906. Jerold E. Williamson, of 3701 Rossmoor Boulevard, Silver Spring, Maryland 20906, 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 acquire and to own and to provide for the maintenance, preservation, architectural control and management of certain community facilities

located within the community known as "Aquarius at Bal Pre", in Montgomery County, Maryland, to provide architectural control for the residential properties located therein and to promote the health, safety and welfare of the residents of said community.

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 make patronage-refunds to members as provided for in the By-Laws of the corporation;

(e) To exercise all of the powers and privileges and to perform all of the duties and obligations of THE FIRST AQUARIUS HOMES ASSOCIATION, INC., as the same are set forth in a certain Declaration of Covenants and Restrictions dated the 12th day of June, 1972, and recorded the 25th day of June, 1972, in Liber 4230 at folio 669 among the Land Records for Montgomery County, Maryland, which Declaration is by this reference incorporated herein as if set forth at length.

(f) 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 distribution of gains, profits or dividends to any of its members. The members of this corporation shall not be personally liable for the debts, liabilities or obligations of this corporation.

ARTICLE VI. The authorized number of memberships of this corporation is 386 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 in 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 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) on January 1, 1976.

ARTICLE VII. The corporation shall have a lien on the outstanding Class A membership 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 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 this corporation shall not be less than three (3) nor more than nine (9) 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>
Jerold E. Williamson	3701 Rossmoor Boulevard Silver Spring, Maryland 20906
G. W. Davis	3701 Rossmoor Boulevard Silver Spring, Maryland 20906
Richard H. Ashley	3701 Rossmoor Boulevard Silver Spring, Maryland 20906

ARTICLE X. This 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, 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 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 this corporation. This 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 this corporation (1) 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 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 these Articles of Incorporation.

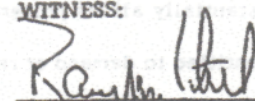
ARTICLE XIII. So long as there is any Class B membership of the corporation outstanding, the following actions shall require the prior written approval of the Federal Housing Administration and/or the Veterans Administration:

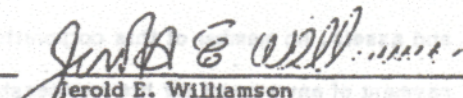
- (a) Any merger or consolidation of this corporation with another or any sale, lease, exchange or other transfer of all or substantially all of the assets of this corporation to another; and
- (b) Any sale, transfer, mortgage, assignment or dedication of any of the Common Areas or Community Facilities; and
- (c) Any amendment of these Articles of Incorporation or the dissolution of this Corporation.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation the 24th day of June, A.D., 1972.

WITNESS:

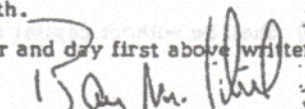

Barry M. Fitzpatrick

 [SEAL]
Jerold E. Williamson

STATE OF MARYLAND)
COUNTY OF MONTGOMERY) ss

BE IT REMEMBERED, that on this 24th day of June, 1972, personally appeared before me, a Notary Public in and for the State and County aforesaid, Jerold E. Williamson, party to the foregoing Articles of Incorporation, known personally to me as such, and I having first made known to him, the contents of said Articles of Incorporation, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and he acknowledged the facts stated to be true as set forth.

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


Barry M. Fitzpatrick, Notary Public

My Commission expires: 7-1-74.