

THE RIDGES AT ANNAPOLIS
COMMUNITY ASSOCIATION, INC.

BY-LAWS

ARTICLE 1

NAME AND LOCATION

Section 1. Name and Location. The name of the Corporation is The Ridges at Annapolis Community Association, Inc., hereinafter referred to as the "Corporation". The principal office of the Corporation shall be located 444 Park Creek Road, Pasadena, Maryland, 21122 or at any other location as designated by the Board of Directors pursuant to Article 5, Section 1 hereof, but meetings of members and directors may be held at such places within the State as may be designated by the Board of Directors.

ARTICLE 2

DEFINITIONS

Section 1. "Corporation" shall mean and refer to The Ridges at Annapolis Community Association, Inc., its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions and any amendments thereto, and such additions thereto as may hereafter be annexed by the Corporation by amendments or supplements to the aforesaid Declaration.

Section 3. "Common Area" shall mean all real property owned by the Corporation for the common use and enjoyment of the Owners as designated in the Declaration as common areas and community facilities.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Woodhill Corporation, a Maryland corporation, its successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Amended Declaration of Covenants and Restrictions applicable to the properties recorded in Liber 3750, folio 741, et seq. among the Land Records of Anne Arundel County, Maryland and any amendments or supplements thereto.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE 3

PURPOSE OF THE CORPORATION

Section 1. Purpose. The purpose of this Corporation is to provided for the preservation, maintenance and management of certain Common Areas within the community known as "The Ridges at Annapolis" in Anne Arundel County, Maryland, to provide architectural control for the residential properties located therein, and to collect delinquent assessments owed to the Corporation by Members, all consistent with the provisions of its Articles of Incorporation, these By-Laws and the Declaration aforementioned.

ARTICLE 4

MEMBERSHIP AND VOTING

Section 1. Membership and Voting Rights. The members shall be all record Lot Owners, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person or entity holds an interest in any Lot, all such persons or entities shall be members. The vote for each such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. No person or entity who holds an interest in a Lot solely as security for the performance of an obligation shall be a member of this Corporation by virtue of that interest.

Section 2. Lien. The Corporation shall have a lien on the outstanding memberships in order to secure payment of any sums which shall be or become due from the holders thereof for any reason whatsoever. Nothing herein contained shall prohibit or estop the Corporation from asserting any other lien which may inure to it.

ARTICLE 5

MEETING OF MEMBERS

Section 1. Place of Meetings. Meetings of the Members shall be held at the principal office or place of business of the Corporation or at such other suitable place convenient to the membership as may be designated by the Board of Directors. Unless otherwise designated by the Board of Directors, the principal place of business shall be the address of the President, and the

Secretary shall notify the State Department of Assessments and Taxation of the correct address annually.

Section 2. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Corporation and each subsequent regular annual meeting of the members shall be held on the first Monday in March of each year thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the members when directed so to do by a resolution of the Board of Directors or upon the written request of at least twenty-five percent (25%) of the members, which request shall be presented to the Secretary; provided, however, that no such special meeting shall be held prior to the first annual meeting. The Notice of any Special Meeting shall state the time and place of such meeting and the purpose thereof. No other business shall be transacted at any special meeting.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Corporation, or supplied by such member to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting of members entitled to cast or of proxies entitled to cast twenty-five percent (25%) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be presented.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 7. Adjourned Meetings. If, at any regular or special meeting of the members of the Corporation, there be less than a quorum present, a majority of those members present and entitled to vote may adjourn the meeting to a time not less than

forty-eight (48) hours from the time the original meeting was called, at which time the quorum requirement shall be twenty percent (20%) of the members of record of the Corporation, and any business which might lawfully have been transacted at the meeting, as originally called, may be transacted without further notice.

Section 8. Voting. At any meeting of the members of the Corporation, each member present, either in person or by proxy, shall have the right to cast one vote for each membership of which he appears the Owner on the books of the Corporation and never more than one vote. The vote of the majority of those present, either in person or by proxy, shall decide any questions brought before the meeting, unless the question is one upon which a different vote is required by express provision of the General Laws of the State of Maryland, the Articles of Incorporation, these By-Laws, or of the Declaration of Covenants and Restrictions hereinabove mentioned.

Section 9. Suspension of Voting Privileges. Upon resolution of the Board of Directors, no member shall be eligible to vote or to be elected to the Board of Directors or any Corporate office, who is shown on the books of the Corporation to be more than ten (10) days delinquent in the payment of any assessments due the Corporation.

ARTICLE 6

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Corporation shall be managed by a Board of an odd number not less than three (3) Directors nor more than nine (9) Directors, as established by the Members, a majority of whom must be a member of the Corporation.

Section 2. Term of Office. At the first annual meeting, the Members shall elect three (3) Directors for a term of one year, three (3) Directors for a term of two (2) years, and three (3) Directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three Directors for a term of three years. If there shall be more than three (3) Directors but less than nine (9) Directors, the terms shall be staggered so that no more than three (3) Directors shall be elected in any year.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Corporation. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Corporation.

However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE 7

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE 8

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Corporation, or by any three (3) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the

Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE 9

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules governing the use of the Common Area, and the personal conduct of the members and their guests thereon, and to establish fines and penalties for the infraction thereof;
- (b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Corporation;
- (c) exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration; and
- (d) declare the office of member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, provided written notice is delivered to the member of the Board of Directors prior to the third meeting.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by twenty-five percent (25%) of members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Corporation, and see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each lot at least ninety (90) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least sixty (60) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after a lien is recorded against a Lot; and

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Corporation;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate, and at the expense of the Corporation;

(g) cause the Corporation to maintain a policy of directors and officers liability insurance, at the expense of the Corporation; and

(h) cause the Common Area to be maintained including, but not limited to, the maintenance, repair and replacement of all Common Areas; and establish a reserve fund for such maintenance, repair and replacement.

ARTICLE 10

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Corporation shall be a President, who shall at all times be a member and a member of the Board of Directors, a Vice President, who shall at all times be a member and a member of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. If at any time there shall be less than four (4) Directors, the officers shall be a President, a Secretary and a Treasurer.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time upon the giving of written notice

to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Duties. The duties of the officers are as follows:

PRESIDENT

(a) The President shall be a member and shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

VICE PRESIDENT

(b) The Vice President shall be a member and shall perform all duties assigned by the President, and in the absence of the President, shall perform all duties of the President. If the position of President becomes vacant for any reason, the Vice President shall automatically become the President, and the Board of Directors shall appoint a member to serve the balance of the Vice President's term.

SECRETARY

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; notify the State Department of Assessments and Taxation of the Corporation's principal place of business; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Corporation together with their addresses; and shall perform such other duties as required by the Board.

TREASURER

(d) The Treasurer shall receive and deposit in appropriate bank accounts insured by the agency of the federal government all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Corporation; keep proper books of account; cause an annual review statement of the Corporation books to be made by a public accountant at the completion of each fiscal year and upon a vote of the members at an annual meeting, to cause an annual audit of the Corporation's

books; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE 11

COMMITTEES

The Board shall appoint an Architectural and Environmental Control Committee as provided in the Declaration (of which a majority must be members), and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE 12

BOOKS AND RECORDS

The books, records and papers of the Corporation shall be subject to inspection by any members at all times, during hours as established from time to time by the Board of Directors. The Declaration, the Articles of Incorporation and the By-Laws of the Corporation shall be available for inspection by any member at the principal office of the Corporation (which principal office shall be at the address of the President), where copies may be purchased at reasonable cost.

ARTICLE 13

ASSESSMENTS

Section 1. As more fully provided in the Declaration, each member is obligated to pay to the Corporation initial, annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within ten (10) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, attorney's fees and reasonable costs of collection, and the Corporation may bring an action at law against the Owner personally obligated to pay the same or establish and foreclose the lien against the property, and interest, costs, late charges (if such late charge is imposed by the Board of Directors), and reasonable attorney's fees of not less than twenty percent (20%) of the total delinquency of any action shall be added to the amount of such assessment. All actions to establish a lien shall be taken in accordance with the provisions of Section 14-201 et seq of the Real Property Article, Annotated Code of Maryland as amended from time to time. No Owner may waive or otherwise escape liability to the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

Section 2. The Corporation shall establish and maintain a reserve fund for replacement of all common areas and community facilities by the allocation and payment to such reserve fund of an amount designated from time to time by the Board of Directors. The fund shall be conclusively deemed to be a common expense. Such funds shall be deposited in a special account with a lending institution, the accounts of which are insured by an agency of the United States of America, or may, in the discretion of the Board of Directors, be invested in obligations of, or be fully guaranteed as to principal by, the United States of America. The reserve for replacements may be expended only for the purpose of effecting the replacement of the items listed in this Article 13, Section 2. The amounts required to be allocated to the reserve for replacements may be reduced by appropriate resolution of the Board of Directors, upon the accumulation in such reserve fund of a sum sufficient to replace items listed in this Article 13, Section 2, which sum shall be within the sound discretion of the Board of Directors. The proportionate interest of any Owner in any reserve fund for replacement shall be considered an appurtenance of his Lot and shall not be separately withdrawn, assigned, transferred, or otherwise separated from the Lot to which it appertains, and shall be deemed to be transferred with such Lot.

ARTICLE 14

CORPORATE SEAL

The Corporation shall have a seal in circular form having within its circumference the words: "The Ridges at Annapolis Community Association, Inc." and across its diameter the words - Incorporated 1990.

ARTICLE 15

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by the votes of a majority of all members whether present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration, Articles and these By-Laws, the Declaration shall control.

ARTICLE 16

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Audit. At the close of each fiscal year the books and records of the corporation a review statement (or upon vote by the members, an audited financial statement) shall be prepared by a Certified Public Accountant or other person acceptable to the Board of Directors, whose report will be prepared in accordance with the requirements of the Board. Based upon such report, the Corporation shall furnish its members with an annual financial statement including the income and disbursements of the Corporation. The cost of the review statement or audit shall be at the expense of the Corporation.

Section 3. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes, contracts, and other documents shall be executed on behalf of the Corporation by the President and the Treasurer and all checks and other drafts shall be executed on behalf of the Corporation by the President and the Treasurer.

IN WITNESS WHEREOF, we, being all of the Directors of The Ridges at Annapolis Community Association, Inc. have hereunto set our hands this 1st day of May, 1990.

WITNESS:

Walter Beliveau

Joseph J. Feehley
Joseph J. Feehley

Walter Beliveau

Alison S. Mark
Alison S. Mark

Walter Beliveau

Deanna L. Feehley
Deanna L. Feehley

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of The Ridges at Annapolis Community Association, Inc., a Maryland corporation; and

That the foregoing By-Laws constitute the original By-Laws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof held on the 30th day of May, 1990.

IN WITNESS WHEREOF, I have hereunto subscribed my name
and affixed the seal of the Corporation this 2 day of
May, 1990.
(SEAL) Alison J. Mark

STATE OF MARYLAND, _____ OF _____, TO WIT:

I HEREBY CERTIFY that on this 2ND day of
MAY, 1990, before me, the subscriber, a Notary
Public of the State of Maryland, in and for ANNE ARUNDEL COVA
personally appeared JOSEPH J. PENNEY, DEANNA L. PENNEY and he/she
ALISON S. MARK acknowledged that the foregoing By-Laws to be an authorized
corporate act and deed.

AS WITNESS my hand and Notarial Seal the day and year
first above written.

Walter Belvidere
Notary Public

My Commission Expires:

July 1, 1990