

THE RIDGES AT ANNAPOLIS
COMMUNITY ASSOCIATION, INC.
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That I, Vaughan K. Weikel, whose post office address is 100 South Charles Street, Baltimore, Maryland, 21201, being at least eighteen (18) years of age, do hereby declare myself as the 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 1. The name of the Corporation is:

THE RIDGES AT ANNAPOLIS COMMUNITY ASSOCIATION, INC.

ARTICLE 2. The principal office of the Corporation is located at 444 Park Creek Road, Pasadena, Anne Arundel County, Maryland, 21122.

ARTICLE 3. The resident agent of the Corporation is Joseph J. Feehley, whose address is 444 Park Creek Road, Pasadena, Maryland, 21122, and who is a citizen and an actual resident of the State of Maryland.

ARTICLE 4. The general purposes for which this Corporation is formed and the business or objects to be carried on and promoted by it, as are 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 Common Areas located in the subdivision known as The Ridges at Annapolis, in Anne Arundel County, to provide architectural control for the residential properties located therein, and to collect delinquent assessments due by members.

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

C. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Amended Declaration of Covenants, Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in Liber 3750, folio 741, et seq. among the Land Records of Anne Arundel County, Maryland, and as the same may be amended or supplemented from time to time as therein provided, said Declaration, amendments and supplements being incorporated herein as if set forth at length;

D. To fix, levy, collect and enforce payment by any lawful means, all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

E. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

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F. To borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, security for money borrowed or debts incurred;

G. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

H. To participate in mergers and consolidations with other nonstick corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; and

I. To have and to exercise any and all powers, rights and privileges which a corporation organized under the nonstick Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

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 or the exercise thereof, as conferred by the General Laws of the State of Maryland.

ARTICLE 5. Pursuant to Section 5-202(a) of the Corporations and Associations Article of the Annotated Code of Maryland, 1975 Edition, as amended, this Corporation has no authority to issue 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 6. every person or entity who is a record owner of a fee interest in any lot which is or becomes subject by that certain Declaration hereinabove referred to or any amendments or supplements thereto, to assessment by the corporation, shall be a member of the Corporation. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Corporation. The authorized maximum number of memberships of this corporation is seventy-seven (77).

ARTICLE 7. The Corporation shall have two (2) classes of voting membership:

A. The "Class A" members shall be all record lot owners, with the exception of the Declarant, who shall be entitled to one (1) vote for each lot owned. When more than one (1) person or entity holds and interest in any lot, all such persons or entities shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any one (1) lot.

B. The "Class B" members shall be the Declarant, Woodhill Corporation, its nominee, and its successors and assigns to whom the Declarant has specifically assigned its development rights. Each Class B member shall be entitled to one (1) vote for each lot owned. Each Class B membership shall lapse and be converted to a Class A membership upon the happening of the earlier of

- (i) January 1, 1990;
- (ii) Thirty (30) days following the first day upon which all authorized Class A memberships have been issued;
- (iii) The surrender of all Class B memberships by the then holder for cancellation on the books of the Association; or
- (iv) The transfer or conveyance of a lot to a purchaser other than a purchaser or assignee of the Declarant's development rights.

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ARTICLE 8. 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 reasons whatsoever.

ARTICLE 9. In the event any Class A member sells, assigns or otherwise transfers of record the fee interest in any lot in which that member 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 the transferee for transfer on the books of the Corporation. The foregoing requirement shall not apply in the event a lot is transferred as aforesaid merely as security for the performance of an obligation. Except as provided in this Article, 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 10. The number of directors of this 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 Joseph J. Feehley, Alison S. Mark, and Deanna L. Feehley. The number of Directors may be changed by amendment of the By-Laws of the Corporation.

ARTICLE 11. 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, except as herein provided, but only with the assent of two-thirds (2/3) of each class of members.

The Declarant, for the purpose of conforming to the requirements of any private or governmental lender or title insurance company, may amend these Articles of Incorporation at any time without the necessity of requesting approval from the members or from any contract purchasers of lots who would become members upon transfer of the lot to them.

ARTICLE 12. This Corporation shall exist perpetually.

ARTICLE 13. 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 nonstick 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 14. 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 of its property and assets, no member of this Corporation shall be entitled to demand or receive payment of any amount for his membership 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 4 of these Articles of Incorporation.

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ARTICLE 15. Any action taken under Articles 4G, 4H, 13, or 14 or any amendment of these Articles of Incorporation shall be subject to approval by Anne Arundel County, Maryland, for County requirements.

ARTICLE 16. As used in these Articles of Incorporation, the terms “Common Area”, “Declarant”, “The Property”, and “lot” shall have the same meaning as each is defined to have in the Declaration of Covenants Restrictions hereinabove referred to.

ARTICLE 17. To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article 17, or the adoption or amendment of any other provision of these Articles, the Declaration or the By-Laws inconsistent with this Article 17, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.