

RRR:Jr./dc 10/26/79 0099-53807

## ARTICLES OF INCORPORATION 1/

OF

ELLICOTT MILLS HOMEOWNERS  
ASSOCIATION, INC.

In compliance with the requirements of Title 5, subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is of full age, has this day, formed a non-stock corporation, not for profit, and does hereby certify:

ARTICLE I

The name of the Corporation is ELLICOTT MILLS HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at Suite 322, The Quadrangle, The Village of Cross Keys, Baltimore, Maryland 21210.

ARTICLE III

Russell R. Reno, Jr., whose address is 1800 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, is hereby appointed the registered agent of the Association.

ARTICLE IV

The terms "Dickey Property," "Association," "Unplatted Land," "Lot," "Lot Owner," "Parcel One," "Declarant," "Residents," "Local Open Space," "Pool Area," and "Storm Water Management Facility," as used in these Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions for

1/ The material set forth in these articles of Incorporation is a composite of the original Articles of Incorporation dated June 23, 1978 which are recorded with the State Department of Assessments and Taxation of Maryland, as modified by the First Amendment to the Articles of Incorporation of Ellicott Mills, dated October 31, 1979, which is also recorded or intended to be recorded with the State Department of Assessments and Taxation of Maryland.

Ellicott Mills dated June 23rd, 1978 and recorded among the Land Records of Baltimore County in Liber 5903, at folio 524 (the "Declaration").

ARTICLE V

PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for; (i) the use, improvement, maintenance, operation and repair of the Local Open Space located in Parcel One of the Dickey Property as well as the maintenance of the grass, shrubs and other plants located on any islands built within public roads located within Parcel One (hereinafter called the "Islands"), (ii) the use, improvement, maintenance, operation and repair of the Pool Area, which Pool Area is labeled as "Pool, Bath House and Parking Area" on the Record Plat entitled "Plat A Section S-1 of Ellicott Mills" recorded among the Land Records of Baltimore County in Plat Book No. E.H.K. 43, folio 23, (iii) the establishment of rules and regulations for the use of the Local Open Space an the Pool Area, (iv) the distribution among the Lot Owners of Lots within Parcel One (and in certain instances the Declarant) of the costs of the use, improvement, maintenance and repair of the Local Open Space, and the Pool Area, of the costs of the maintenance of the grass, shrubs and other plants located within any Islands, and 61% of the costs of the maintenance, operation and repair of the Storm Water Management Facility not otherwise borne by Baltimore County, Maryland, and (v) the promotion of the health, safety, pleasure, recreation and welfare of the Residents of the Lots within Parcel One. In furtherance of these purposes, the Association, (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, said

Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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 Association subject, however, to the requirements of the Declaration;

(d) borrow money and, with the assent of two-thirds (2/3rds) of the votes of the members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Local Open Space or Pool Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and open space, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the votes of the members;

(g) have and to exercise any and all powers, rights and privileges which a non-stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

#### ARTICLE VI

Every Lot Owner of a Lot in Parcel One shall be a member of the Association. Declarant shall be a member of the Association so long as Declarant is either a Lot Owner or the Owner of Unplatted Land. Membership shall be appurtenant to and may not be separated from ownership of any Lot or of Unplatted Land.

ARTICLE VII

The Association shall have two classes of voting membership:

Class A: Class A Members shall be all Lot Owners in Parcel One with the exception of the Declarant and shall be entitled to one vote for each residential dwelling unit which has been or may be constructed on each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The votes for such Lot shall be exercised as they determine, but in no event shall more votes be cast with respect to any Lot than would be permitted if the Lot were owned by a single person.

Class B: The Class B Member(s) shall be the Declarant and shall be entitled to three votes for each residential unit which may be constructed on each Lot owned by the Declarant. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events whichever occurs earlier:

(a) When the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership.

(b) on December 31, 1989.

Provided, however, the Class B Membership shall be revived (and Declarant shall again be entitled to three votes for each residential unit which may be constructed on each Lot owned by Declarant) during any periods of time occurring before December 31, 1989, when

(i) by reason of the recording of Resubdivision Plats with respect to previously subdivided portions of Parcel One, or

(ii) by reason of recording Subdivision Plats for portions of the Unplatted Land, or

(iii) by reason of the annexation of additional land beyond the boundaries of Parcel One pursuant to Article VIII below,

additional Lots owned by Declarant are created which, when added to the other Lots then owned by the Declarant, would result in the Declarant having more than 50% of the votes of the Association were Declarant to have three votes for each residential unit which may be constructed on each Lot owned by the Declarant instead of only a single vote for each such unit.

ARTICLE VIIIBOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are: Jonathan W. Kolker, Russell R. Reno, Jr. and Connie J. O'Connell. The aforesaid Directors, (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the event of death or resignation of a Charter Director during his term of Office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

ARTICLE IXDISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3rds) of the votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

The Association shall exist perpetually.

ARTICLE XI

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3rds) of the votes of the members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XI to the contrary notwithstanding Declarant shall have the absolute unilateral right, power and authority to modify, revise, amend or change any of the terms or provisions of these Articles of Incorporation all as from time to time amended or supplemented. This unilateral right, power and authority of Declarant may be exercised if

and only if either the Veterans Administration or Federal Housing Administration or any successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of Parcel One or any part thereof or any Lots thereon for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs. Should the Veterans Administration or any successor agencies thereto approve Parcel One or any part thereof or any Lot therein for federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the consent of the agency giving such approval.

ARTICLE XII

Whenever in these Articles reference is made to residential units "which may be erected on a Lot" it is intended that the clause refer to residential units permitted to be erected on the Lot pursuant to applicable zoning, whether or not in fact erected.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, the undersigned, Russell R. Reno, Jr., whose post office address is 1800 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, being at least eighteen years of age, has executed these Articles of Incorporation this 23rd day of June, 1978, for the purpose of incorporation this Association.

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Russell R. Reno, Jr.

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this            day of            , 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared RUSSELL R. RENO, JR., and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

BALTIMORE COUNTY CIRCUIT COURT (Homeowners Association Record) 22, p. 0416, MSA\_CE539\_22. Date available 02/06/2015. Printed 04/07/2016.