

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **

DOCUMENT CODE 02 BUSINESS CODE 04

Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



ID # D07468358 ACK # 1000361988598227
LIBER: B00537 FOLIO: 0927 PAGES: 0008
PATRIOT SQUARE HOMEOWNERS' ASSOCIATION,
INC.

07/10/2003 AT 09:55 A WO # 0000763566

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: 20

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 170

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code
- _____ Adoption of Assumed Name
- _____ Other Change(s)

Code 770

Attention: _____

Mail to Address: _____

CUST ID: 0001164255
WORK ORDER: 0000763566
DATE: 07-11-2003 10:14 AM
AMT. PAID: \$170.00

Stamp Work Order and Customer Number HERE

Credit Card Check _____ Cash _____

Documents on _____ Checks

Approved By: MS 013

Keyed By: _____

COMMENT(S):

M

**ARTICLES OF INCORPORATION
OF
PATRIOT SQUARE HOMEOWNERS' ASSOCIATION, INC.**

ARTICLES OF INCORPORATION

PATRIOT SQUARE HOMEOWNERS' ASSOCIATION, INC.

Table of Contents

Name 1

Principal Office..... 1

Resident Agent..... 1

Definitions..... 1

 (a) "the Code" 1

 (b) "the Declaration"..... 1

Purposes and Powers 1

Members; Voting Rights..... 2

Preemptive Rights..... 3

Lien on Class A Memberships for Monies Due 3

Membership Transfers 3

Board of Directors 3

Indemnification of Corporate Representatives..... 4

Conflicts of Interest..... 4

Duration 5

Dissolution..... 5

Amendment..... 5

Special Agency Approval..... 5

ARTICLES OF INCORPORATION

PATRIOT SQUARE HOMEOWNERS' ASSOCIATION, INC.

THIS IS TO CERTIFY:

That the undersigned subscriber, Wayne T. Kosmerl, whose address is 125 West Street, Fourth Floor, P.O. Box 2289, Annapolis, Maryland 21404-2289, being of full legal age and a resident of Maryland, in compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, does hereby designate himself as incorporator and executes this instrument with the intention of forming a non-stock corporation which is not for profit.

FIRST: Name. The name of the corporation is 'PATRIOT SQUARE HOMEOWNERS' ASSOCIATION, INC.', hereinafter called "the Association".

SECOND: Principal Office The address of the principal office of the Association is 106 North Washington Street, Suite 103, Easton, Maryland 21601.

THIRD: Resident Agent. Wayne T. Kosmerl, a citizen and resident of Maryland, whose address is 125 West Street, Fourth Floor, Annapolis, Anne Arundel County, Maryland 21401, is hereby appointed to be the resident agent of the Association.

FOURTH: Definitions. Throughout these Articles, any word or words that are defined in Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, in the other provisions of said Corporations and Associations Article applicable thereto, or in the Declaration of Covenants, Conditions and Restrictions for Patriot Square dated July 9, 2003 and recorded by Lenfest at Patriot Square, LLC, among the Land Records of Talbot County, Maryland in Liber 1166, folio 737, as amended from time to time, shall have the same meaning as provided in said Corporations and Associations Article or Declaration. In addition, the word or words listed below within quotation marks shall be deemed to have the meanings that follow them:

(a) "**the Code**" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, and all published rules, rulings (including private rulings) and regulations thereunder at the time of reference thereto.

(b) "**the Declaration**" shall mean the Declaration of Covenants, Conditions and Restrictions for Patriot Square dated July 9, 2003 and recorded by Lenfest at Patriot Square, LLC, among the Land Records of Talbot County, Maryland in Liber 1166, folio 737, as amended from time to time.

FIFTH: Purposes and Powers. The Association is organized to act exclusively as a "residential real estate management association" as such term is defined in Section 528 of the Code. As such, 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 (other than by acquiring, constructing, or providing management, maintenance, and care of Association property and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any Member or individual, provided, however, that reasonable compensation may be paid for services rendered; and provided, further, that nothing herein contained shall be deemed at any time to require the Association to elect, for income taxation purposes, to be taxed as a "homeowners association" pursuant to Section 528 of the Code. Specifically, and subject at all times to the limitations imposed with respect to qualifying as a "residential real estate management association" under Section 528 of the Code, the Association shall provide for: (i) the use, improvement, maintenance, operation and repair of the Common Areas located in the Property including any improvements and amenities located thereon; (ii) the establishment of Rules and Regulations for the use of the Property including any improvements and amenities located thereon, (iii) the distribution among the Owners of the Property of the common expenses, including, without limitation, the costs of the use, improvement, maintenance and repair of the Common Areas and any improvements and amenities located thereon;

(iv) architectural control of the Lots and the Common Areas of the Property; and (v) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property; and (vi) such other obligations, responsibilities, powers, and rights as are set forth in the Declaration. In furtherance of these purposes and subject at all times to the terms and provisions of the Declaration, the Association (by action of its directors ("the Board") unless otherwise noted in these Articles of Incorporation) 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, the Declaration being herein incorporated by reference as if hereinbelow fully set forth.

(b) fix, levy, collect, and enforce payment by any lawful means of all charges or assessments imposed or imposed pursuant to the powers contained in the provisions 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;

(d) borrow money and, with the assent of two-thirds (2/3) of the votes of each class 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 Common Areas to any public agency, authority, or utility subject, however, to such conditions as may be agreed to by the Members;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-third (2/3rds) of the votes of each class of the Members;

(g) take action upon a stated proposal or for the election of directors without a meeting of the Members of the Association upon a vote of the Members by mail, in accordance with such reasonable procedures therefor as the Board of Directors of the Association shall prescribe and under its supervision; and

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

SIXTH: Members; Voting Rights. Every Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. The Association shall have two classes of voting membership:

Class A: Class A Members shall be all Owners with the exception (initially) of the Declarant and any other Class B Member, such Owners being individually entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be entitled to participate in the Association as Members; provided, however, that persons holding any such interest solely as contract purchasers or as security for the performance of an obligation shall not be Members solely on account of such interests; and provided, further, that, for purposes of voting and determining the existence of a quorum, all such persons so holding an interest in any one Lot shall be treated as a single Member. The vote for any such Lot shall be exercised as determined by the Members holding interests therein, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Members shall be (a) the Declarant and (b) any successor or assignee of the Declarant who takes title to Lots of the Declarant for the purposes of construction of houses or other improvements or the sale or lease of improvements so constructed and who is designated as such in a recorded instrument. The Class B Members shall be entitled to a number of votes which shall be one (1) more than three (3) times the aggregate number of all Class A members existing from time to time, all of which Class B votes shall initially be exercised as determined by the Declarant but any (or all) of which shall be thereafter exercisable as assigned by the Declarant to any other person who is a Class B Member. The Class B membership shall cease and become converted to Class A membership upon the happening of any of the following events, whichever occurs first:

(i) December 31, 2010;

(ii) Upon the conveyance of title to seventy-five percent (75%) of the Lots, other than to any successor or assignee of the Declarant who takes title to Lots of the Declarant for the purposes of construction of houses or other improvements or the sale or lease of improvements so constructed; or

(iii) when, at such time as may be before the event specified in (i) above, the Declarant, in its sole discretion so determines.

From and after the time that any Class B membership ceases and becomes converted to a Class A membership, the Class B Members shall become Class A Members entitled to cast one (1) vote for each Lot in which such members hold an interest. At such time, the Declarant shall call a meeting of the Members of the Association as provided in the Bylaws for special meetings to advise the membership of the termination of Class B status.

The Association shall have no capital stock and shall not be authorized to issue capital stock.

SEVENTH: Preemptive Rights. The Members of the Association shall have no preemptive rights, as such Members, to acquire any memberships of the Association that may at any time be issued by the Association except as may be specifically provided in Article SIXTH above.

EIGHTH: Lien on Class A Memberships for Monies Due. The Association 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 to the Association from the holders thereof for any reason whatsoever.

NINTH: Membership Transfers. In the event that any Class A Member sells, assigns or otherwise transfers of record the fee simple interest in any Lot in which he holds the interest required for Class A membership (whether voluntarily or by operation of law), such Member shall, at the same time, assign the Class A membership appurtenant to said Lot to the transferee of the Lot and deliver it to him for transfer on the books of the Association. The foregoing requirement shall not apply in the event a Lot is transferred as aforesaid merely as security for the performance of an obligation or in the event a Member merely contracts to transfer his Lot without conveying legal title to the same. Except as provided in this article, Class A membership shall not be transferable.

TENTH: Board of Directors. The affairs and business of the Association shall be managed by a Board of Directors which shall have all powers and duties necessary for the administration of the affairs of the Association and which may do all such acts and things as are not by the Declaration, these Articles, the Bylaws, or applicable law directed to be exercised and done by the Members. The number of directors which shall constitute the whole Board shall be an uneven number of not less than three (3) nor more than seven (7) natural persons. Until the first annual meeting of the Association which occurs after such time as the Class B membership shall cease and become converted to Class A membership, the initial Board shall be comprised of three (3) persons designated by the Declarant. The Declarant's designees need not be residents of the Property or Members of the Association, and the Declarant shall have the right, in

its sole discretion, to replace such designees as may be so selected and designated by it, with or without cause, and to select and designate their successors if vacancies occur for any reason during this period. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are

<u>Name</u>	<u>Address</u>
1. Thomas P. Roane	106 North Washington Street, Suite 103, Easton, Maryland 21601
2. Lauren L. Roane	106 North Washington Street, Suite 103, Easton, Maryland 21601
3. Kimberly White	106 North Washington Street, Suite 103, Easton, Maryland 21601

From and after the time of the first annual meeting of the Association which occurs after such time as the Class B membership shall cease and become converted to Class A membership, the Board shall be comprised of five (5) Members, all of whom shall be elected by the Members at that meeting. The term of office and manner of election of the Directors shall be as specified in the Bylaws, and the number of Directors may be changed by amendment of such Bylaws.

ELEVENTH: Indemnification of Corporate Representatives. The Association shall indemnify a corporate representative of the Association in connection with any proceeding to the fullest extent permitted by, and in accordance with, Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (said Section 2-418 being hereinafter referred to as "the Indemnification Section"). With respect to an employee or agent (other than a corporate representative) of the Association, the Association may, as determined by the Board, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section. As used in this Article ELEVENTH, any word or words that are defined in the Indemnification Section, as amended from time to time, shall have the same meaning herein as provided in the Indemnification Section. As used in this Article ELEVENTH, the term "corporate representative" means an individual who is a present or former director or officer of the Association or who serves or served another corporation, association, trust or other enterprise as a director, officer, trustee, or management principal at the request or direction of the Association or for the Association's benefit and who, by reason of his holding such position, was, is, or is threatened to be made, a party to a proceeding.

TWELFTH: Conflicts of Interest. Any Member, officer, or director, individually, or any firm of which any Member, director or officer may be a member, or any corporation or association of which any Member, director or officer may be an officer or director or in which any Member, director or officer may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or be pecuniarily or otherwise interested in, any contract or transaction of the Board or the Association, and, in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated, provided, however, that in the event that a Member director, or officer or any firm of which a Member, director or officer is a member, or any corporation or association of which a Member, director or officer may be an officer or director is so interested, such fact shall be disclosed or shall have been made known to the Board; and provided, further, that such a contract or transaction shall be valid and enforceable only if (a) it is approved or ratified by the affirmative vote of either (i) a majority of the disinterested directors of the Board (even if the disinterested directors constitute less than a quorum) or (ii) a majority of the votes cast by the Members entitled to vote other than the votes of the interested Member, director, corporation, or association (even if the holders of such votes constitute less than a quorum) or (b) it is fair and reasonable to the Board and the Association. Any Member or director who is so interested in such a contract or association, may be counted in determining the existence of a quorum at the meeting of the Board or of the Association, as the case may be, which shall authorize, ratify, or confirm any such contract or transaction.

THIRTEENTH: Duration. The Association shall exist perpetually.

FOURTEENTH: Dissolution. Except as otherwise provided in the Declaration, the Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each

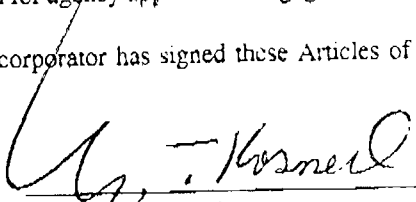
class of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

FIFTEENTH: Amendment. Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) of all the votes of the Members entitled to be cast, except that if (and only if) the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Veterans Administration, the Federal Housing Administration, or any successor or comparable agencies thereto approve the Property or any part thereof or any Lot therein for agency approved mortgage financing purposes, any amendments or modifications to these Articles shall be approved by such agency, and any amendments or modifications to these Articles necessary to comply with requirements of any of such agencies may be made by the Board of Directors without the assent of the membership.

SIXTEENTH: Special Agency Approval. As long as there is a Class B membership, annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles, will require prior approval of the Federal Housing Administration or the Veterans Administration as long as such agency approves the Property or any part thereof or any Lot therein for agency approved mortgage financing purposes

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this _____ day of July, 2003.

WITNESS:

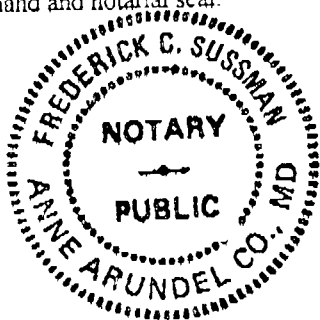


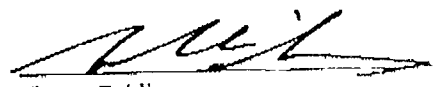
Wayne T. Kosmerl
Incorporator

STATE OF MARYLAND, ANNE ARUNDEL COUNTY:

I hereby certify, that on this 9th day of July, 2003, before me, the subscriber, a Notary Public in and for the state and county aforesaid, personally appeared WAYNE T. KOSMERL who is known to me to be the incorporator named in the foregoing Articles of Incorporation, and he acknowledged the execution of said instrument to be his act.

As witness my hand and notarial seal.





Notary Public
My commission expires: 11/1/07

CORPORATE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 80 BUSINESS CODE _____

W 7468 358

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361989282458

ID # D07468358 ACK # 1000361989282458
LIBER: B00604 FOLIO: 0500 PAGES: 0002
PATRIOT SQUARE HOMEOWNERS' ASSOCIATION,
INC.

01/14/2004 AT 10:26 A WO # 0000836029

New Name _____

FEES REMITTED

Base Fee: 25

Org. & Cap. Fee: _____

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies

Copy Fee: _____

Certificates

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 75

- _____ Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 162

Attention: _____

Credit Card _____ Check Cash _____

Documents on _____ Checks

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S): [Signature]

UCC DIRECT SERVICES
STE 600
120 W FAYETTE ST
BALTIMORE

MD 21201-3741

Stamp Work Order and Customer Number HERE

5 01 0 3 2 1 4 0
REV OF ASSOCIATION AND MEMBERSHIP
CUST ID: 0001286213
WORK ORDER: 0000836029
DATE: 01-14-2004 01:17 PM
AMT. PAID: \$75.00

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
01286213
WORK ORDER: 0000836029
DATE: 01-14-2004 01:17 PM
AMT. PAID: \$75.00

The directors/stockholders/general partner/authorized person of _____

Patriot Square Homeowners' Association, Inc.

(Name of Entity)

organized under the laws of Maryland, passed the following resolution:
(State)

[CHECK APPLICABLE BOX(ES)]

The principal office is changed from: (old address)

Suite 103, 106 N. Washington Street

Easton, MD 21601

to: (new address)

c/o McDaniels Homes, 9470 Annapolis Road, Suite 226

Lanham, MD 20706

The name and address of the resident agent is changed from:

Wayne T. Kosmerl, 4th Floor, 125 West Street

Annapolis, MD 21401

to:

Derek A. McDaniels, c/o McDaniels Homes, 9470 Annapolis Road, Suite 226

Lanham, MD 20706

I certify under penalties of perjury the foregoing is true.

Secretary or Assistant Secretary
General Partner
Authorized Person

I hereby consent to my designation in this document as resident agent for this entity.

SIGNED

Resident Agent

CORPORATE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 80 BUSINESS CODE _____

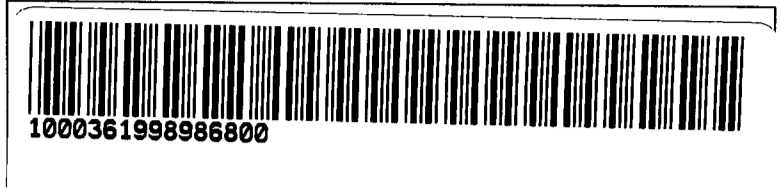
D07468358

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



ID # D07468358 ACK # 1000361998986800
PAGES: 0002
PATRIOT SQUARE HOMEOWNERS' ASSOCIATION,
INC.

10/08/2009 AT 02:39 P WO # 0001781604

New Name _____

FEES REMITTED

Base Fee: 25
Org. & Cap. Fee: _____
Expedite Fee: _____
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____
TOTAL FEES: 25

- _____ Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code

- _____ Adoption of Assumed Name

- _____ Other Change(s)

Credit Card _____ Check X Cash _____

11 Documents on 1 Checks WO#

Approved By: 15

Keyed By: _____

COMMENT(S): _____

Code _____

Attention: _____
NOREEN MADDOX
3435 BOX HILL CORPORATE CENTER DR
ABINGDON MD 21009-1204

CUST ID: 0002338566
WORK ORDER: 0001781604
DATE: 10-09-2009 01:55 PM
AMT. PAID: \$275.00

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

The directors/stockholders/general partner/authorized person of Patriot Square
Homeowners Association, Inc.

(Name of Entity)

organized under the laws of MD, passed the following resolution:
(State)

[CHECK APPLICABLE BOX(ES)]

The principal office is changed from: (old address)

9470 Annapolis Road #226

Lanham, MD 20706

to: (new address)

3435 - G Box Hill Corporate Center Drive

Abingdon, MD 21009

The name and address of the resident agent is changed from:

Derek A McDaniels

to:

Noreen Maddox

3435 - G Box Hill Corporate Center Drive Abingdon MD
21009

I certify under penalties of perjury the foregoing is true.

Noreen Maddox
Secretary or Assistant Secretary
General Partner
Authorized Person

I hereby consent to my designation in this document as resident agent for this entity.

2009 OCT - 8 2:39
RECEIVED
DEPARTMENT OF
ASSESSMENTS & TAXATION

SIGNED Noreen Maddox
Resident Agent

CUST ID: 0002338566
WORK ORDER: 0001781604
DATE: 10-09-2009 01:55 PM
AMT. PAID: \$275.00