

COUNCIL OF UNIT OWNERS
GREENHILLS CONDOMINIUM, INC.
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That I, Joseph L. Alfandre, whose post office address is 932 Hungerford Drive, Suite 31B, Rockville, Maryland 20850, 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:
COUNCIL OF UNIT OWNERS OF
GREENHILLS CONDOMINIUM, INC.

ARTICLE II. The period of existence and duration of the life of this Corporation shall be perpetual, subject to the right of the Unit Owners to terminate the Condominium as provided by applicable provisions of Maryland law.

ARTICLE III - The principal office for the transaction of business of this Corporation shall initially be located in the County of Montgomery, State of Maryland, at:

932 Hungerford Drive
Suite 31B
Post Office Box 1039
Rockville, Maryland 20850

The following named person shall be designated as the statutory resident agent of this Corporation, and said resident agent is a citizen and actual resident of the State of Maryland:

Joseph L. Alfandre
Suite 31B
932 Hungerford Drive
Post Office Box 1039
Rockville, Maryland 20850

ARTICLE IV. The general purposes 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) pursuant to and in conformity with the requirements of Title 11, Section 11-101, et. Seq., Real Property Article, Annotated Code of Maryland, as amended, hereinelsewhere called the "Act", and in a manner consistent with a certain Declaration relating thereto and to be recorded among the Land Records for Montgomery County, Maryland, to provide for the maintenance, operation and management by the Council of Unit Owners of a certain condominium project located in Montgomery County, Maryland, hereinelsewhere called the "Condominium" and identified as follows:

"GREENEILLS CONDOMINIUM"

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

(1) To have perpetual existence, subject to the right of the unit owners to terminate the condominium regime as provided herein;

(2) To sue and be sued, complain and defend any court;

(3) To transact its business, carry on its operations and exercise the powers provided in this subsection in any state, territory, district, or possession of the United States and in any foreign country;

(4) To make contracts and guarantees, incur liabilities, and borrow money, sell, mortgage, lease, pledge, exchange, convey, transfer, and otherwise dispose of any part of its property and assets;

(5) To issue bonds, notes, and other obligations and secure the same by mortgage or deed of trust of any part of this property, franchises, and income;

(6) To acquire by purchase or any other manner, to take, receive, own, hold, use, employ, improve, and otherwise deal with any property, real or personal, or any interest therein, wherever located;

(7) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of corporation of the State, or foreign corporations, and of associations, partnerships, and individuals;

(8) To invest its funds and to lend money in any manner appropriate to enable it to carry on the operations or to fulfill the purposes named in the Declaration or By-Laws, and to take and to hold real and personal property as security for the payment of funds so invested or loaned;

(9) 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 purposes of the Corporation; and

(10) Insofar as permitted by law, to do any other thing that will promote the interests of the Corporation or the common benefit of its members and, in general, to exercise the powers set forth in the applicable sections of the Horizontal Property Act, being Title 11 of the Real Property Article of the Annotated Code of Maryland, as amended, and as the Act may hereafter be amended, and to do every other act not inconsistent with the law which may be appropriate to promote and attain the purposes set forth in said Horizontal Property Act, the Declaration and the By-Laws of this Corporation.

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 be personally liable for the debts, liabilities, or obligations of this Corporation.

ARTICLE VI. The authorized number of memberships of this Corporation is equivalent to the total number of Units in the Condominium. Every person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who is a record owner of fee interest in any Unit in the Condominium shall be a member of the Corporation; provided, however, that any such person, groups of persons, corporation, partnership, trust, or other legal entity, or any combination thereof, who holds such interest solely as security for the performance of an obligation shall not be a member by reason only of such interest.

The property, voting and other rights and privileges of membership, the liability of each member for assessments for common expenses, and the method of collection thereof, shall be as set forth in the Declaration relating to the Condominium and the Exhibits thereto.

The Corporation reserves the right to expand the Condominium in accordance with the provisions of Section 11-120 of the Act.

ARTICLE VII. The Corporation shall have a lien foreclosable as provided in said Declaration of the outstanding memberships and the Units owned by those holding membership in order to secure payment of any sums which shall be due or become due from the holders of memberships for any reason whatsoever.

ARTICLE VIII. In the event any member sells, assigns, or otherwise transfers of record the fee interest in any Unit in which he holds the interest required for membership, then and in that event, and at the same time, the membership in this Corporation appurtenant to such Unit shall automatically, without, further act, be transferred to the transferee of the Unit and transferred on the books of the Corporation. The foregoing requirement shall not obtain in the event a Unit is transferred as aforesaid solely as security for the performance of an obligation.

ARTICLE IX. The number of Directors of this Corporation shall be an uneven number of not 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>
Jack Alfandre	932 Hungerford Drive Suite 31B Post Office Box 1039 Rockville, Maryland 20850
Jack Alfandre, Jr.	932 Hungerford Drive Suite 31B Post Office Box 1039 Rockville, Maryland 20850
Joseph L. Alfandre	932 Hungerford Drive Suite 31B Post Office Box 1039 Rockville, Maryland 20850

The qualifications, powers, duties and tenure of the Office of Director and the manner by which Directors are to be chosen shall be as prescribed and set forth in the By-Laws of the Corporation. Officers of this Corporation shall be elected and shall serve as provided for in said By-Laws.

ARTICLE X. The Corporation shall indemnify every officer and Director of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or Director in connection with any action, suit or other proceeding (including settlement of any such suit or proceeding, if approved by the then Board of Directors of the Corporation) to which he may be made a party by reason or being or having been an officer or Director of the Corporation whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors of the Corporation shall not be liable to the members of the Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation and the Corporation shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such action.

Interested Directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or any committee thereof which authorizes, approves or ratifies any contract, or transaction; and Interested Directors may vote thereat to authorize any contract or transaction with like force and effect as if he were not such Director or officer of such other corporation, or not so interested, provided that the fact of the common directorship or interest is disclosed or known to the Board of Directors or

the committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum.

ARTICLE XI. This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereafter prescribed by Maryland statute for the amendment of Articles of Incorporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of September, 1982.

WITNESS:

JOSPEH L. ALFANDRE (SEAL)

STATE OF MARYLAND)
) ss:
COUNTY OF MONTGOMERY)

BE IT REMEMBERED, that on this 28th day of September, 1982, personally appeared before me, a Notary Public in and for the State and County aforesaid, Joseph L. Alfandre, 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 herein stated to be true as set forth.

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

Notary Public

My Commission Expires: 7-1-86