

ARTICLES
OF
INCORPORATION

FULTON MANOR HOMEOWNER'S ASSOCIATION, INC.

ARTICLES OF INCORPORATION

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 at least eighteen (18) years of age, has this day, formed a non-stock corporation, not for profit, and does hereby certify:

ARTICLE I

The name of the Corporation is FULTON MANOR HOMEOWNER'S ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at Suite 100, 9171 Baltimore National Pike, Ellicott City, Maryland 21042.

ARTICLE III

Earl D. Collins, whose address is Suite 100, 9171 Baltimore National Pike, Ellicott City, Maryland 21042, is hereby appointed the resident agent of the Association.

ARTICLE IV

For a further explanation of any terms used in these Articles of Incorporation, see the Declaration of Covenants, Conditions and Easements for Fulton Manor, Lots 4 thru 42 and Preservation Parcel 'A' (hereinafter the "Declaration"); which Declaration and Plat are intended to be recorded among the Land Records of Howard County in the near future.

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, and the specific purposes for which it is formed are to provide: (i) the use, improvement, maintenance, operation and repair of the Common Area, including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Area, including any

improvements and amenities located thereon; (iii) the distribution among the owners of the cost of the use, improvements, maintenance and repair of the Common Area, including any improvements and amenities located thereon; (iv) promotion of the health, safety, pleasure, recreation, and welfare of the residents of the aforementioned lots; and (v) compliance with and enforcement, if necessary, of the terms, conditions of a certain Deed of Preservation Easement as to Preservation Parcel 'A', which parcel is more particularly described on the aforesaid Plat entitled "Fulton Manor Lots 4 thru 42 and Preservation Parcel 'A'"; which Plat is intended to be recorded among the Land Records of Howard County sometime hereafter. (It is anticipated that the aforesaid Deed of Preservation Easement shall be recorded soon after the recordation of the aforesaid Plat). In furtherance of these purposes, the Association, (by action of its Directors, unless otherwise noted in these Articles of Incorporation, the By-Laws, 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 Deeds of Preservation Easement and in the Declaration of Covenants, Conditions and Easements which refers to the Association and/or the real property described herein;

(b) fix, levy, collect and force payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and 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) dedicate, sell or transfer all or any part of the Common Area (if any) 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; and

(e) 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-thirds (2/3rds) of the votes of each class of the Members; and

(f) 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 Owner of Lot 4 thru 42 and Preservation Parcel 'A' as shown on a Plat entitled "Fulton Manor Lots 4 thru 42 and Preservation Parcel 'A'", shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any of the aforesaid Lots.

ARTICLE VII

The Association shall have two classes of voting Membership:

Class A: Class A Member(s) shall be all Owners with the exception of the current owners and developers and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members, however, for purposes of a quorum they shall be treated as a single Member. The votes for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Class A Member(s) shall not be entitled to vote until two (2) years after the date of filing of these Articles of Incorporation, unless the Class B Membership shall cease to exist prior thereto.

Class B: The Class B Member(s) shall be Upchurch Property Partnership, A Maryland General Partnership, on behalf of the current owners and developers and shall be entitled to three votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the seventh anniversary of the date of filing these Articles of Incorporation or at such time as each of Lots 4 thru 42 and Preservation Parcel 'A' on the aforesaid plat have been sold to individual homeowners, whichever is sooner.

ARTICLE VIII

BOARD 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 By-laws 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:

Earl D. Collins
9171 Baltimore National Pike
Ellicott City, Maryland 21042.

Terrell Fisher
9171 Baltimore National Pike
Ellicott City, Maryland 21042.

Charles Crovo
9171 Baltimore National Pike
Ellicott City, Maryland 21042.

These 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 IX

DISSOLUTION

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 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 non-profit corporation, association, trust or other organization to be devoted to similar purposes.

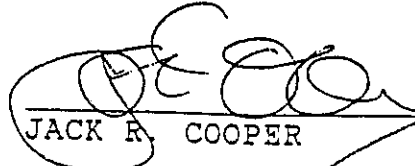
ARTICLE X

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 all members present in person or by proxy at the meeting at which the vote is taken.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, the undersigned, Jack R. Cooper, whose post office address is Suite 310, 5950 Symphony Woods Road, Columbia, Howard County, Maryland 21044, being at least eighteen (18) years of age, has executed *these Articles of Incorporation this 1st day of December, 1994, for the purpose of incorporating this Association.



JACK R. COOPER

STATE OF MARYLAND
COUNTY OF

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I HEREBY CERTIFY that on this 1st day of December, 1994, before me, the subscriber, a Notary Public of the jurisdiction aforesaid, personally appeared Jack R. Cooper known to me, or satisfactorily proven to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires: August 1, 1996

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STATE OF MARYLAND

329317

TO: TERRY F.
FROM: JACK COOPER

DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

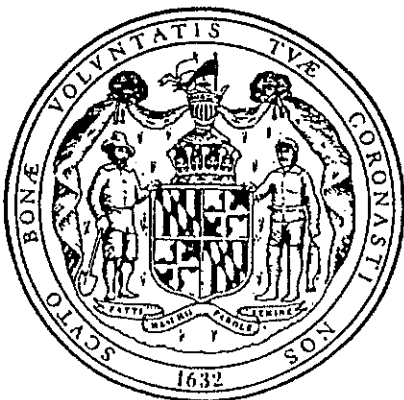
D4019824

DATE: DECEMBER 02, 1994

THIS IS TO ADVISE YOU THAT THE ARTICLES OF INCORPORATION FOR
FULTON MANOR HOMEOWNER'S ASSOCIATION, INC.
WERE RECEIVED AND APPROVED FOR RECORD ON DECEMBER 1, 1994 AT 4:22 PM.

FEE PAID:

70.00



HARRY J. NOONAN
CHARTER SPECIALIST

THIS IS NOT
A BILL

MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 W. PRESTON ST., BALTIMORE, MARYLAND 21201 / PHONE (410) 225-1340

THE ARTICLES OF INCORPORATION
OF
FULTON MANOR HOMEOWNER'S ASSOCIATION, INC.

YOUR ACCOUNT NUMBER
WITH THIS OFFICE IS

04019824

ACKNOWLEDGEMENT
NUMBER

108C3082436



HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS AND
TAXATION THIS 1ST DAY OF DECEMBER, 1994, AT 4:22 P.M. AND
WILL BE RECORDED.

FEE PAID

AMOUNT

30.00
20.00
20.00

RECORDED
ORGANIZATION AND CAPITALIZATION FEE
RECORDED FEE

IF COPIES OR CERTIFICATION WERE
ORDERED THEY WILL BE FORTHCOMING

TOTAL →

20.00

STATE OF MARYLAND

329317

TO: TERRY F.
FROM: JACK COOPER

DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

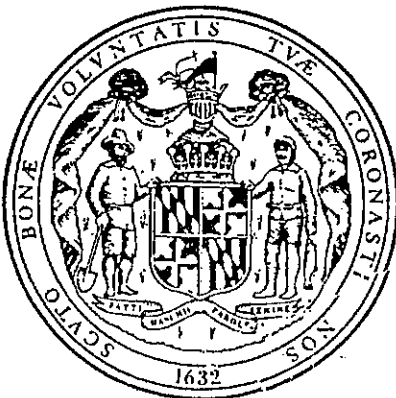
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HARRY J. NOONAN
CHARTER SPECIALIST