

BY-LAWS
OF
DORSEY ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION: The name of the Corporation is Dorsey Estates Homeowners Association, Inc., hereinafter referred to as the "Association." The principal office of the Association shall be located at

but meetings of members and directors may be held at such places within the State of Maryland, county of Montgomery as may be designated by the Board of Directors ("Board").

ARTICLE II

DEFINITIONS

The Declaration of Covenants, conditions and Restrictions ("Declaration") recorded among the Land Records of Montgomery County, Maryland in Liber 5918 Folio 408 is incorporated herein by reference, and the definitions of terms used herein shall be as provided in Article I thereof.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association and each subsequent regular annual meeting of the members shall be held on a date established at the previous annual meeting or on such other date and at such time as established by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws.

If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of nine Directors, of whom three need not be Members of the Association; provided that the initial number of Directors, who shall hold office until the first annual meeting shall be three who need not be members.

Section 2. Term of Office. At the first annual meeting the Members shall elect three Directors for a term of one year, three Directors for a term of two years and three Directors for a term of three years; and at each annual meeting thereafter the Members shall elect three Directors for a term of three years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election of the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting.

The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members, subject to provisions of Article IV, Section 1 hereof.

Section 2 Election. Election of the Board shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and the right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days, for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these ByLaws or the Articles of Incorporation;

(d) declare the office of a Director to be vacant in the event such member shall be absent from three(3) consecutive regular meetings of the Board; and

(e) employ a manager, an independent contractor, or such other employees as they may deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each annual assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid; such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bound, as it may deem appropriate;

(g) cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act; and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit, at least once every three years, of the Association books to be made by a public accountant; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board shall appoint such other Committees as it, in its discretion, shall deem necessary for the preservation of the Common Areas and facilities, and the proper functioning of the Association. The Board shall name the chairman and members of the Committees, which said chairman and members shall serve at the pleasure of the Board; and the Board shall designate the rights, powers and duties of the said Committees.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association Annual and Special Assessments which are secured by a continuing lien upon the property against which the Assessment is made.

ARTICLE XII

CORPORATE SEAL

The Association may have a seal in usual form but use of such seal is not required for the execution of any document.

ARTICLE XIII

AMENDMENTS

Section 1. these By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin the date of incorporation.

IN WITNESS WHEREOF, we being all the Directors of Dorsey Estates Homeowners Association, Inc., have hereunto set our hands and seals this day of 1982.

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| | (SEAL) |
| | (SEAL) |
| | (SEAL) |

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Dorsey Estates Homeowners Association, Inc, and

That the foregoing By-Laws constitute the original By-Laws of the said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the day of , 1982.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this day of , 1982.

Secretary

ARTICLES OF INCORPORATION OF
DORSEY ESTATES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the General Laws of the State of Maryland, Robert J. Sullivan, Byron L. Huffman and Leonard J. Williams, all of whom are at least twenty-one years of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the Corporation is Dorsey Estates Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II

The post office address of the principal office of the Association is P.O. Box 176, Poolesville, Maryland 20837.

ARTICLE III

Byron L. Huffman whose post office address is 3574 Sharp Road, Glenwood, Maryland 21738, is hereby appointed the registered agent of this Association. Said resident agent is a citizen of the State and actually resides therein.

ARTICLE IV

The Declaration of Covenants, Conditions and Restrictions ("Declaration") recorded among the Land Records of Montgomery County, Maryland in Liber 5918 Folio 408 is incorporated herein by reference, and the definitions of terms used herein shall be as provided in Article I thereof. Where these Articles are inconsistent with the Declaration, the Declaration shall control.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is not authorized to issue capital stock and does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and Common areas, and for maintenance of storm water management, within the Properties subject to the Declaration and to promote the health safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association for this purpose

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.

(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 business 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 each class of members, mortgage, pledge, deed in trust, or hypothecate any of all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall comply with the provisions of the Declaration.

(f) Have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Corporations and Associations Article of the Annotated Code of Maryland by law now or hereafter have or exercise.

(g) Dedicate, sell or transfer all or any part of the Common Areas 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, and until such transfer or dedication has been approved in writing by the Maryland National Capital Park and Planning Commission, which approval shall not be unreasonably withheld. The Commission shall have the right to enforce this provision at law or in equity; and this provision shall not be subject to amendment without the approval of the Maryland National Capital Park and Planning Commission.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in those Lots which are subject by the Declaration to assessment by the Association, including contract sellers, shall be a

member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and shall not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Declarant 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. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration) and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earliest:

(a) When the total votes outstanding in Class A membership equals the total votes outstanding in the Class B membership; or

(b) Expiration of the Development Period.

AARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board of not more than nine (9) Directors, Of whom three (3) need not be members of the Association, or such other number, not less than three(3), as shall be prescribed in the By-Laws. The names and addresses of the persons who are to act in the capacity of directors until the first annual meeting or until their successors are duly chosen and qualify, and who shall adopt the original By-Laws of the Association prior to the first annual

Meeting are:

Robert J. Sullivan, 9617 Pinkney Court, Potomac, MD
Leonard J. Williams, 4100 Dresden Street, Kensington, MD 20795
Byron L. Huffman, 3574 Sharp Road, Glenwood, MD 21738

At the first annual meeting the members shall elect three (3) Directors for a term of one

year, three

(3) Directors for a term of two years and three (3) Directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years, unless otherwise provided for in the By-Laws.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than Seventy-five (75%) percent of each class of members, and after obtaining consent in writing of at least seventy-five (75%) percent of the first mortgagees. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

DURATION

This corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendments of these Articles shall require the assent of seventy-five (75%) percent of the entire membership, and seventy-five (75%) percent of the first mortgagees.

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dedication of Common Areas, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Maryland, we, the undersigned, constituting the incorporators of the Association have executed these Articles of Incorporation this _____ day of _____, 1982.

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

STATE OF MARYLAND, COUNTY OF PRINCE GEO. To wit:

I HEREBY CERTIFY that on this _____ day of _____, 1982, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared Robert J. Sullivan, Leonard J. Williams and Byron L. Huffman, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

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

Notary Public
My commission expires: