

ARTICLES OF INCORPORATION
OF
THE WOODMONT OVERLOOK HOMES
ASSOCIATION, INC.

In compliance with the laws of the State of Maryland, the undersigned incorporators, all of whom are residents of the State of Maryland and all of whom are of full 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 The Woodmont Overlook Homes Association, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 6500 Rock Spring Drive, Suite 302, Bethesda, Maryland 20817.

ARTICLE III

Ronald J. Cohen, whose address is 6500 Rock Spring Drive, Suite 302, Bethesda, Maryland 20817, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association 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 Area within that certain tract of property described as:

Lots 34 through 53 and Parcel A, Block A and Lots 4 through 33 and Parcel B, Block A, all being in a subdivision known as and called "WOODMONT PLACE" as per plat or subdivision recorded, respectively, among the Land Records of Montgomery County, Maryland, in Plat Book 125 at plat 14664 and Plat Book 125 at plat 14465.

and to promote the health, safety and wealth of the residents within the above-described property and any additions thereto as

may hereafter be brought within the jurisdiction of this 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 that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Land Records of Montgomery County, Maryland and 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 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 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 Area to any public agency, authority, or utility for such purposes and on 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;

DONROY, FITZGERALD,
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(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; except that additional residential property and Common Area within the area described in Plat Book 119 at plat 14074 of the Land Records of Montgomery County, Maryland may be annexed by the Declarant Rockmont Associates without the consent of the Association within 7 years of the date of the recording of the original Declaration of Covenants, Conditions and Restrictions for the Woodmont Place Subdivision.

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

(h) the Association shall be a non-stock corporation and shall have no authority to issue stock.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record 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 any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

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 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 earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;
or

(b) On December 31, 1988.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The Board of Directors shall consist of three (3) persons. 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:

<u>NAME</u>	<u>ADDRESSES</u>
Ronald J. Cohen	6500 Rock Spring Drive, Suite 302 Bethesda, Maryland 20817
Earl Goodman	6500 Rock Spring Drive, Suite 302 Bethesda, Maryland 20817
Diane Kramer	6500 Rock Spring Drive, Suite 302 Bethesda, Maryland 20817

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 IX

DURATION

The corporation shall exit perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

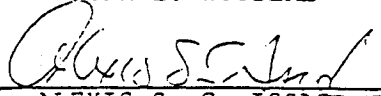
In the event that Woodmont Overlook Townhouses are approved by the Federal Housing Administration or the Veterans Administration for FHA insured loans and/or VA guaranteed loans and as long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing

Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, 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 this Association, have executed these Articles of Incorporation this 29 day of February, 1984.


B. GEORGE BALLMAN



DONA E. HOUSEAL


ALEXIS S. C. ISZARD

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to-wit:

I HEREBY CERTIFY that on this 29 day of February, 1984 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared B. George Ballman, Dona E. Houseal and Alexis S. C. Iszard and acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this day and year above written.


Notary Public
WILLIAM D. MARTINDALE

My Commission expires: 7/1/86

MAIL TO:
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DONROY. FITZGERALD.
SAL... & RIDGWAY
...ERED
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