

ARTICLES OF INCORPORATION

OF

PAINTER'S HILL

HOMEOWNERS' ASSOCIATION, INC.

FIRST: The undersigned, Sandra G. Van Atta, whose post office address is 1815 H Street, N.W., Washington, D.C., 20006, being at least eighteen (18) years of age, does hereby form a non-profit corporation under the laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Association") is PAINTER'S HILL HOMEOWNERS' ASSOCIATION, INC.

THIRD: The purposes for which the Association is formed are as follows:

1. To provide for and assure the maintenance, operation, preservation, and architectural control of the planned community (the "Community") known as Painter's Hill at the Landings, located in the City of Annapolis, Anne Arundel County, Maryland, and in furtherance of the foregoing, to 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, Restrictions and Easements made by Painter's Hill Development Corporation, and all Supplemental Declarations filed in accordance therewith, hereinafter collectively called the "Declaration," applicable to the Community and recorded or to be recorded in the Land Records of Anne Arundel County, Maryland, and as the same may be amended and supplemented from time to time as therein provided;

2. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or any Supplemental Declaration; to pay all expense 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;

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3. To 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 any real or personal property in connection with the affairs of the Association, subject to the provisions of the Declaration;

4. To borrow money and, as provided in the Declaration, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. To dedicate, sell or transfer all or any part of the Common Areas of the Community (as defined in and subject to the Declaration) to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members, by a vote of two-thirds (2/3) of each class thereof, except as otherwise set forth in the Declaration;

6. To have and exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the laws of the State of Maryland by law may now or hereinafter may have or exercise; and

7. Insofar as permitted by law, to do any other act or thing and exercise any power suitable, convenient, or proper for the accomplishment of any of the objects and purposes herein at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes.

8. Anything above to the contrary notwithstanding, no substantial part of the activities of the Association shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Internal Revenue Code of 1954, as amended, and the Regulations thereunder. The Association shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

FOURTH: The post office address of the principal office of the Association in Maryland is: 1204 Young's Farm

Road, Hilltop Lane, Annapolis, Maryland 21403. The name and post office address of the resident agent of the Association in Maryland is: The Corporation Trust Incorporated, First Maryland Bldg., 25 S. Charles Street, Baltimore, Maryland 21201.

FIFTH: The Association is not authorized to issue any capital stock.

SIXTH: (a) Every person or entity who is a record owner of a fee or undivided fee interest of any Lot or Living Unit (as defined in the Declaration) included within the Community shall be a Member of the Association; provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Ownership of the requisite property interest shall be the sole qualification for membership. Upon evidence being presented to the Board of Directors by the applicant of its ownership of a Lot or Living Unit, the applicant shall be admitted to membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Living Unit.

(b) The Association shall have two (2) classes of voting membership:

(i) Class A. Class A Members shall be all Lot and Living Unit Owners (other than the Declarant except as noted in subparagraph (ii) below) and shall be entitled to one (1) vote for each Lot or Unit owned.

(ii) Class B. The Class B Member shall be the Declarant, which shall be entitled to a number of votes equal to one (1) more than the aggregate votes of all Class A members existing from time to time. The Class B membership shall be converted into a Class A membership upon the earlier to occur of (i) the conveyance by the Declarant of the 405th Lot or Living Unit in the Community; (ii) the ninth anniversary of the recordation of the Declaration or (iii) the recordation of a written instrument among the land records of Anne

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Arundel County, Maryland, executed by the Declarant, whereby it resigns its Class B membership in the Association.

(iii) When more than one person, or where an entity other than an individual person holds an interest in any Lot or Living Unit, all such persons or the entity, as the case may be, shall be Members. The vote for such Lot or Living Unit shall be exercised as provided in the Bylaws, but in no event shall more than one vote be cast with respect to any one Lot or Living Unit.

SEVENTH: (a) The affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) members who shall hold office until the election of their successor or successors. Members of the Board of Directors need not be members of the Association. Directors shall be selected as provided in the Bylaws of the Association.

(b) The names and addresses of the initial directors of the Association, to serve until their successors have been elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Stephen H. Baruch	180 South Broadway, White Plains, New York 10605
Jeffrey F. Joseph	180 South Broadway, White Plains, New York 10605
Robert Libson	180 South Broadway, White Plains, New York 10605

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EIGHTH: Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 purposes as nearly or practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him or her under the recorded covenants and deeds applicable to the Community unless in accordance with the provisions of such covenants and deeds.

NINTH: The duration of the Association shall be perpetual.

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IN WITNESS WHEREOF, I have signed these Articles of Incorporation on June 21, 1977.

WITNESS:

Innocent J. Newstadt Landra B. Vanatta

District of Columbia) SS:

I hereby certify that on June 21, 1977, before me, the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared Landra B. Vanatta and acknowledged the foregoing Articles of Incorporation be her act.

Witness my hand and notarial seal, the day and year last above shown.

Joanna Macatee
Notary Public

My Commission Expires August 31, 1978



[Notarial Seal]

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ARTICLES OF AMENDMENT

OF

PAINTER'S HILL HOMEOWNERS' ASSOCIATION, INC.

Changing its name to:

THE LANDINGS HOMEOWNERS' ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 30, 1984 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2633, folio 000239, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Anne Arundel County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Carl B. Johnson



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PAINTER'S HILL HOMEOWNERS' ASSOCIATION, INC.

ARTICLES OF AMENDMENT

PAINTER'S HILL HOMEOWNERS' ASSOCIATION, INC., a Maryland corporation, having its principal office at 356 Hilltop Lane, Annapolis, Maryland 21403 and hereinafter referred to as "the Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended to change the name of the Corporation to "THE LANDINGS HOMEOWNERS' ASSOCIATION, INC."

SECOND: The Articles of Incorporation of the Corporation are hereby further amended by striking in its entirety Article SECOND thereof and by substituting in lieu thereof the following:

"SECOND: The name of the corporation (which is hereinafter referred to as "the Association" is "THE LANDINGS HOMEOWNERS' ASSOCIATION, INC."

THIRD: The Articles of Incorporation of the Corporation are hereby further amended by striking in its entirety Article FOURTH thereof and by substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Association in Maryland is 356 Hilltop Lane, Annapolis, Maryland 21403. The Resident Agent of the Association is Richard T. Wright, whose post office address is Suite 400, 2024 West Street, Annapolis, Maryland 21401. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Articles of Incorporation of the Corporation are hereby further amended by adding thereto an

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additional new Article TENTH, which said new Article TENTH shall read as follows:

"TENTH: If the Board of Directors shall in each instance deem such to be advisable, and subject to such regulations as the Board of Directors shall in each instance prescribe therefor, the members of the Association shall have the right to vote by mail on any stated proposal or for the election of directors."

FIFTH: The Corporation is not authorized to issue any capital stock, and, as such, it has no stock outstanding or subscribed for. The organizational meeting of the Corporation's Board of Directors occurred prior to the adoption of these Articles of Amendment. By written informal action unanimously taken by the Board of Directors of the Corporation pursuant to and in accordance with Sections 2-408(c) and 2-603(a), (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised and approved the foregoing amendments.

SIXTH: By written informal action, unanimously taken by the Board of Directors of the Corporation pursuant to and in accordance with Sections 2-408(c) and 2-603(a), (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors duly advised the foregoing amendments and directed that the same be submitted at an annual or special meeting of the members of the Corporation. Thereafter, on May 16, 1983, the foregoing amendments and these Articles of Amendment were duly approved by the members of the Corporation by the affirmative vote of two thirds of all votes of such members entitled to be cast on these matters.

IN WITNESS WHEREOF, PAINTER'S HILL HOMEOWNERS' ASSOCIATION, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 20th day of January, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of PAINTER'S HILL

HOMEOWNERS' ASSOCIATION, INC., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

PAINTER'S HILL HOMEOWNERS'
ASSOCIATION, INC.

By Robert Libson (SEAL)
Robert Libson, President

Judith D. Lichtman
Secretary

STATE OF MARYLAND, ANNE ARUNDEL COUNTY:

I HEREBY CERTIFY that on this 20th day of January, 1984, before me, the subscriber, a Notary Public of the state and county aforesaid, personally appeared ROBERT LIBSON, who is known to me (or satisfactorily proven) to be the President of the PAINTER'S HILL HOMEOWNERS' ASSOCIATION, INC. named in the foregoing Articles of Amendment, and he made oath in due form of law that the matters and facts set forth therein are true to the best of his knowledge, information and belief, and he acknowledged said Articles of Amendment as the act and deed of said corporation
AS WITNESS my hand and notarial seal.

Margaret E. Messner
Notary Public

My commission expires July 1, 1986

THE LANDINGS HOMEOWNER'S ASSOCIATION, INC.

ARTICLES OF REVIVAL

THE LANDINGS HOMEOWNER'S ASSOCIATION, INC., a Maryland corporation, having its principal office at 1919 West Street, Annapolis, Maryland 21401, (hereinafter referred to as "the Corporation") hereby certifies to the State Department of Assessment and Taxation of Maryland (hereinafter referred to as "the Department") that:

FIRST: The Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was "THE LANDINGS HOMEOWNER'S ASSOCIATION, INC."

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be "THE LANDINGS HOMEOWNER'S ASSOCIATION, INC.", which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 1919 West Street, Annapolis, Maryland 21401, and said principal office is located in Anne Arundel County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Richard T. Wright, The Parkway Building, Suite 410, 200 Harry Truman Parkway, Annapolis, Maryland, Anne Arundel County, Maryland 21401. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunder affixed and attested by its last acting Treasurer on this 16th day of December, 2001.

ATTEST:

THE LANDINGS HOMEOWNER'S
ASSOCIATION, INC.

By Janet J. Greene
Jan Greene JANET J. GREENE
Last Acting President

Dave Knutsen
Dave Knutsen
Last Acting Treasurer

Art. of
Revival

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Jan Greene, President of THE LANDINGS HOMEOWNERS ASSOCIATION, INC., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Janet J. Greene
Jan Greene, President
JANET J. GREENE *JJG*

I hereby certify that on December 6, 2001 before me, the subscriber, a notary public of the State of Maryland, in and for Anne Arundel County personally appeared Jan Greene and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of her knowledge, information and belief. *JANET J. GREENE EAJ*

As witness my hand and notarial seal

[Signature]
Notary Public

My commission expires: April 2, 2002