

# **ARTICLES OF INCORPORATION**

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127-333-5



MARYLAND

Department of Assessments and Taxation

YOU ARE ADVISED THAT THE ARTICLES OF INCORPORATION  
OF  
THE NORBCK HILLS HOMEOWNERS ASSOCIATION, INC.

HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS AND  
TAXATION THIS 22nd DAY OF

September, 1980 at 3:00 PM AND WILL BE RECORDED.



STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
301 WEST PRESTON STREET  
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the  
ARTICLES OF INCORPORATION  
OF  
THE NORBECK HILLS HOMEOWNERS ASSOCIATION, INC.

as approved and received for record by the State Department of Assessments  
and Taxation of Maryland, September 22, 1980  
at 3:00 o'clock PM

AS WITNESS my hand and official Seal of the said Department at  
Baltimore this 1st day of October, 1980

PAUL B. ANDERSON  
CHARTER SPECIALIST

ARTICLES OF INCORPORATION

THE NORBECK HILLS HOMEOWNERS ASSOCIATION, INC.

THIS IS TO CERTIFY:

That I, Barry M. Fitzpatrick, whose post office address is 342 Hungerford Court, 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 the Corporation shall be;

THE NORBECK HILLS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II. The period of existence and the duration of the life of this Corporation shall be perpetual.

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:

c/o Pulte Home Corporation  
5 Choke Cherry Road  
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:

James E. Boswell  
861 Pershing Drive  
Silver Spring, Maryland 20910

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:

(1) 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; and

(2) pursuant to and in a manner consistent with a

and heretofore recorded among

the Land Records for Montgomery County, Maryland, to acquire and to own and to provide for the maintenance, operation and management of certain open spaces and other common areas and community facilities located within a certain residential community in Montgomery County, Maryland known as "NORBECK HILLS" (hereinafter sometimes referred to as the "project") and to exercise certain other functions with respect to the residential and other property located therein; and

(3) To engage in, conduct and carry on any other lawful purposes or business and to do any other thing that, in the judgment of the Board of Directors of the Corporation, may be deemed to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the non-profit purposes or business of this Corporation, or any of them, or any part thereof; or to enhance the value of its property, business or rights; and

(4) to conduct any business and to do anything permitted by the provisions of Section 2-103 of the Corporations and Associations Article, Annotated Code of Maryland (1975 Repl. Vol.), as amended from time to time.

For the general purposes aforesaid, this Corporation shall have the following powers:

(a) to construct, improve, maintain, operate and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the furtherance of the non-profit business of this Corporation; and

(b) with the consent of not less than two-thirds (2/3) of the then Class A members, to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, deed of trust, pledge, or other lien; and

(e) insofar as permitted by law to do any other thing that

in the judgment of the Board of Directors, will promote the business of this Corporation or the common benefit of its members and to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment of the exercise thereof, as conferred by the General Laws of the State of Maryland. The provisions of subparagraphs (a) through (e), both inclusive, of this Article shall not be construed as purposes, but shall be construed as independent powers and the matters expressed in each such provision shall not, unless otherwise expressly provided, be limited by reference to, or inference from any other provision of this Article. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such provisions or the scope of the general powers of the Corporation; nor shall the expression of one thing in any of those provisions be deemed to exclude another not specifically expressed, although it be of like nature.

This Corporation may carry out its purposes and exercise its powers in any State, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of such State,

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 not be personally liable for the debts, liabilities or obligations of this Corporation.

ARTICLE VI. The Corporation shall have two (2) classes of voting membership which shall be known as "Class A" and "Class B":

- (ii) on January 1, 1987; or
- (iii) upon surrender of said Class B memberships by the then holders thereof for cancellation on the books of the Corporation.

Upon the lapse or surrender of the Class B memberships as provided for in this Article, the Declarant shall thereafter remain a Class A member of this Corporation as to each and every lot in which the Declarant then holds the interest otherwise required for such Class A membership. In the event additional property is annexed to the property described in Article II of the Declaration subsequent to the lapse or surrender of the Class B memberships as provided for in this Article, then the Declarant shall have one (1) Class B membership for each lot within such annexed property in which it holds the interest otherwise required for Class A membership.

The members of this Corporation shall have no preemptive rights, as such members, to acquire any memberships of this Corporation that may at any time be issued by this Corporation except as may be specifically provided in this Article.

The property, voting and other rights and privileges of membership, the liability of each member for assessment by this Corporation, and the method of collection thereof, shall be as set forth in the Declaration hereinabove referred to and in the By-Laws of this Corporation.

ARTICLE VII. The Corporation shall have a lien on the outstanding Class A memberships in order to secure payment of any sums which shall be due or become due to the Corporation from the holders thereof for any reason whatsoever.

ARTICLE VIII. In the event any Class A member sells, assigns or otherwise transfers of record the fee interest in any lot in which he holds the interest required for Class A membership (whether voluntarily or by operation of law), such member shall, at the same time, assign the Class A membership appurtenant to said lot to the transferee of the lot and deliver it to him for transfer on the books of the Corporation; The foregoing requirement shall



not obtain in the event a lot is transferred as aforesaid merely as security for the performance of an obligation. Except as provided in this Article, Class A membership shall not be transferable.

ARTICLE IX. The number of Directors of this Corporation shall not be less than three (3). The Directors need not be residents of the State of Maryland. The name and post office

are duly chosen and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Brian J. McGregor	c/o Pulte Home Corporation 5 Choke Cherry Road Rockville, Maryland 20850
Mark Rubin	c/o Pulte Home Corporation 5 Choke Cherry Road Rockville, Maryland 20850
Elizabeth A. Johndrow	c/o Pulte Home Corporation 5 Choke Cherry Road Rockville, Maryland 20850

The qualifications, powers, duties and tenure of the office of

other enterprise against expenses (including attorneys' fees),

and amounts paid in settlement actually and reason-

ably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the

had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director

or agent of the Corporation, or is or

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article.

indemnification under paragraphs 1 or 2 of this

Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circum-

standards of conduct set

forth in paragraphs 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI. The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation. No contract or other transaction between the Corporation  
and any

ARTICLE XII. Subject to the limitations set forth in these Articles of Incorporation, the By-Laws of the Corporation and the Declaration hereinabove referred, this Corporation reserves the right, from time to time, to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation.

ARTICLE XIII. As used in these Articles of Incorporation, the expression "Declarant" shall mean and refer to the Declarant, whether one or more, named in a certain Declaration dated the 15th day of September, 1980, and recorded the 19th day of September, 1980, in Liber 5578 at folio 649 among the Land Records for Montgomery County, Maryland. Unless it is plainly evident from the context that a different meaning is intended, all other terms used herein shall have the same meaning as they are defined to have in the Declaration.

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

Brenda K. Smith  
Brenda K. Smith, Notary Public

My Commission expires: 7-1-82