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ARTICLES OF INCORPORATION

OF

WHITE OAK VILLAGE HOMEOWNERS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 18, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2510, folio 2784, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$

To the clerk of the Circuit

Court of Prince Georges 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.

J. Kevin Qualler



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The undersigned, GEORGE T. CURTIS, III, whose post office address is 2041 Martin Luther King, Jr., Avenue S.E., Washington, D.C. 20020, being at least eighteen (18) years of age, has this day, by execution of these Articles, voluntarily declared himself to be an incorporator for the purpose of forming a non-stock, non-profit corporation pursuant to the general laws of Maryland, and does hereby certify:

ARTICLE INAME OF CORPORATION

The name of the Corporation is WHITE OAK VILLAGE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE IIPRINCIPAL OFFICE

The post office address of the principal office of the Association is 14324 Old Marlborough Pike, Upper Marlboro, Maryland 20870.

ARTICLE IIIRESIDENT AGENT

The name of its resident agent is William E. Knight, whose post office address is 14324 Old Marlborough Pike, Upper Marlboro, Maryland 20870. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IVPOWERS AND PURPOSES

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for or

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assure maintenance, preservation and architectural control of the Lots and Common Area within the Property described on Exhibit A attached hereto and made a part hereof, including such additions thereto as may be hereafter brought within the jurisdiction of the Association, to accomplish civic, social, community and recreational purposes, and to promote the health, safety and welfare of the Owners within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose, the Association shall have the power and authority to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded among the Land Records of Charles 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 and made a part hereof;

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, including all office expenses, licenses, taxes or governmental charges levied or imposed against the property of the Association and all other expenses incident to the conduct of the business 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

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personal property in connection with the affairs incurred;

(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 the real or personal property owned by the Association 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 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.

(f) Participate in mergers and consolidations with other non-profit 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, unless the Declaration or Bylaws provides otherwise.

(g) 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 hereafter have or exercise.

ARTICLE V

NO CAPITAL STOCK

This Association is not authorized to issue any

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capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its members. No member shall have any personal liability for the debts or obligations of the Association.

ARTICLE VI

MEMBERSHIP

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

Class A: Class A members shall be all the Owners with the exception of the Declarant (with respect to any Lot for which the Declarant holds a Class B membership), and Class A members shall be entitled to one (1) vote for each Lot owned. When more than one (1) 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 (1) vote be cast by a Class A member 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 a Class A membership upon the happening of any of the following events, whichever occurs earliest:

(i) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(ii) Ten (10) years from the date of recordation of the Declaration; provided, however, that if the Declarant is delayed in the improvement and development of the Property on account of

a sewer, water or building permit moratorium or any other cause or event beyond the Declarant's control, then the aforesaid ten (10) year period shall be extended by a period of time equal to the length of the delays or fifteen (15) years, whichever is less.

The members of the Association shall have no preemptive right as such members, to acquire any memberships of this Association that may at any time be issued by the Association except as may be specifically provided in these Articles of Incorporation or the Bylaws of the Association.

ARTICLE VII

VOTING RIGHTS

Every person or entity who is a record owner of a fee or undivided fee interest of any Lot, including contract sellers, shall be a member of the Association; provided that any such person or entity who or which holds such interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board consisting of three (3) directors whose names and addresses are hereinafter listed. The directors need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association; provided, however, that (a) in no event shall the number of directors be less than three(3), and

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(b) no such change shall operate to curtail or extend the term of any incumbent director. The names and addresses of the persons who are to initially act in the capacity of directors until the selection of their successors are:

GEORGE T. CURTIS, III	2041 Martin Luther King, Jr., Ave., S.E. Washington, D.C. 20020
DANIEL I. COLTON	2041 Martin Luther King, Jr., Ave., S.E. Washington, D.C. 20020
SYDNEY STAFFIN	2041 Martin Luther King, Jr., Ave., S.E. Washington, D.C. 20020

At the first annual meeting, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; at each annual meeting thereafter, the members shall elect a director to each vacancy for a term of three (3) years.

ARTICLE IX

DISSOLUTION

The Association may be dissolved only in accordance with the laws of the State of Maryland, and with the written assent of 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 distributed, transferred, conveyed, disposed of, delivered and/or paid over in accordance with the laws of the State of Maryland.

ARTICLE X

DURATION

This Association shall exist perpetually.

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ARTICLE XIAMENDMENTS

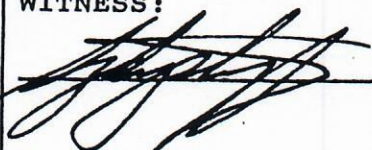
Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIIFHA - VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration and the Veterans Administration: acquisition of real estate or any contract therefor; mergers and consolidations; sale, lease, exchange, conveyance, transfer, encumbrance, dedication or other disposal of Common Area; dissolution and amendment of these Articles.

IN WITNESS WHEREOF, George T. Curtis, III has signed, sealed and delivered these Articles of Incorporation as his own free act and deed this 9th day of June, 1981.

WITNESS:



 (L.S.)
GEORGE T. CURTIS, III

~~STATE OF MARYLAND~~ :
~~District of Columbia~~ : to wit
~~COUNTY OF PRINCE GEORGE'S~~ :

On this 9th day of June, 1981, before me, a Notary Public in and for the above ~~County and State~~ ^{District}, personally appeared George T. Curtis, III, and acknowledged that he signed the foregoing Articles of Incorporation for the purposes therein stated.

WITNESS my hand and notarial seal.


Notary Public

My commission expires: ~~1/1/82~~

My Commission Expires April 15, 1983

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STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
RECEIVED

TIME	10:00	MO.	6	DAY	18	YEAR	8
20	BONUS TAX						
24	RECORDING FEE						
	1st CERTIFIED COPY \$6						
	ADDITIONAL COPIES \$1						
44	TOTAL CASH <input type="checkbox"/> 2 CLERK CHECK <input checked="" type="checkbox"/> A						

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Knight, Manzi & Satterton
14324 Old Marlborough Pike
Upper Marlboro, Md 20870