

**ARTICLES OF INCORPORATION  
OF  
SUNRIDGE HOMEOWNERS ASSOCIATION, INC.**

**FIRST:** The undersigned, Stephen H. Scott, whose post office address is 204 Washington Avenue, Suite 200, La Plata, Maryland 20646, being at least twenty-one (21) years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

**SECOND:** The name of the Corporation (which is hereinafter called the "Association") is:

**SUNRIDGE HOMEOWNERS ASSOCIATION, INC. /**

**THIRD:** The Association does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots and the Association property within all that certain real property known as Sunridge Section 1 (the "Property") located in Charles County, Maryland, as described in and subjected to the Declaration of Covenants, Conditions and Restrictions made by Edmonton, LLC, a Maryland limited liability company (the "Declarant"), dated of even date herewith, and recorded among the Land Records of Charles County, Maryland (the "Declaration"), and to promote health, safety and welfare of the residents within the Property, and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and 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 and By-Laws of the Association (the "By-Laws") as the same may be amended from time to time, as therein provided, said Declaration and By-Laws being incorporated herein as if set forth fully;

(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 or assessments pursuant to the terms of the Declaration and the By-Laws; 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 or any other 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;

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(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 Association property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members of the Association. No such dedication or transfer shall be effective unless first approved by the appropriate public agency, authority, or utility, and 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 nonprofit corporations organized for the same purposes or annex additional residential property and common property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members unless otherwise provided in the Declaration;

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

**FOURTH:** The post office address of the principal Office of the Association in this State is 3825 Old Leonardtown Road, Waldorf, Maryland 20604. The name and post office address of the Resident Agent of the Association in this State is Stephen H. Scott, 204 Washington Avenue, Suite 200, La Plata, Maryland 20646. Said Resident Agent is an individual actually residing in the State of Maryland.

**FIFTH:** The Association shall not be authorized to issue any capital stock. Every person or entity who is a record owner of the fee simple title in any lot within the Property which is subject by the Declaration to assessment by the Association, or, if such lot is subject to a reversion reserved in a lease redeemable pursuant to Title 8 of the Real Property Article, Annotated Code of Maryland, the owner of the leasehold interest, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

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

(a) Class A. The Class A members shall be all owners with the exception of the Declarant, and a Participating Builder (as defined in the Declaration) and shall be entitled to (1) 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 (1) vote be cast with respect to any lot owned by a Class A member.

(b) Class B. The Class B member shall be the Declarant and any Participating Builder, its successors and assigns (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease, subject to revival upon additional land being annexed pursuant to the Declaration, and be converted to a Class A membership on the happening of any of the following events, whichever occurs earlier:

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

(ii) At the expiration of the Development Period (as defined in Article I, Section 9 of the Declaration).

**SEVENTH:** The affairs of the Association shall be managed by a Board of three (3) directors, who need not be members of the Association. 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 successor are:

Mark K. Konka                      3825 Leonardtown Road  
Waldorf, Maryland 20602

Roberta Garcia                      3825 Leonardtown Road  
Waldorf, Maryland 20602

J. Wade Ershaw                      3825 Leonardtown Road  
Waldorf, Maryland 20602

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; and at each annual meeting thereafter, the members shall elect one director for a term of three (3) years.

**EIGHTH:** 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.

**NINTH:** The Association shall exist perpetually.

**TENTH:** Amendment of these Articles shall require the assent of at least seventy-five percent (75%) of the entire membership, except that, during the Development Period (as defined

in the Declaration), the Declarant shall have the unilateral right to amend these Articles, without the need for the consent or authority of any other party.

**ELEVENTH:** If the Property, or the development thereof, is approved by the Federal Housing Administration or the United States Veterans Administration, so 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, as applicable: annexation of additional properties, mergers and consolidations, mortgaging of Association property, dedication of Association property, dissolution of the Association and amendment of these Articles.

**IN WITNESS WHEREOF,** I have signed these Articles of Incorporation and have acknowledged the same to be my act this 26<sup>th</sup> day February, 2013, and I do hereby consent to act as Resident Agent for said corporation.

Keri Davis  
Witness

**INCORPORATOR:**  
Stephen H. Scott

**STATE OF MARYLAND  
COUNTY OF CHARLES:**

St-Mary's  
I HEREBY CERTIFY that on this 26<sup>th</sup> day of February, 2013, before me the undersigned officer, personally appeared Stephen H. Scott, who acknowledged himself to be the person whose name is affixed to the foregoing instrument, and he acknowledged the within instrument to be his voluntary act and deed and that he executed the foregoing instrument for the purposes therein contained.

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

Keri Davis  
Notary Public  
My Commission Expires: 11-20-2015

**AFTER RECORDING RETURN TO:**

Stephen H. Scott, Esq.  
Scott Law Group, LLC  
204 Washington Avenue, Suite 200  
La Plata, MD 20646



**KERI DAVIS**  
Notary Public, State of Maryland  
St. Mary's County  
My Commission Expires November 20, 2015