

**THE VILLAGE AT TOWER OAKS
HOMEOWNERS ASSOCIATION, INC.**

**DECLARATION OF COVENANTS, CONDITIONS,
EASEMENTS AND RESTRICTIONS**

STATE OF MARYLAND

420103

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

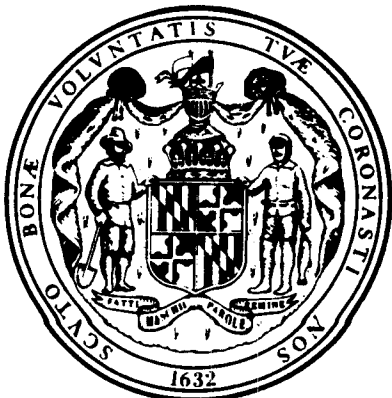
301 West Preston Street Baltimore, Maryland 21201

DATE: FEBRUARY 08, 1996

THIS IS TO ADVISE YOU THAT THE ARTICLES OF INCORPORATION FOR
THE VILLAGES AT TOWER OAKS HOMEOWNERS ASSOCIATION, INC.
WERE RECEIVED AND APPROVED FOR RECORD ON FEBRUARY 7, 1996 AT 2:57 PM.

FEE PAID:

116.00



JOSEPH V. STEWART
CHARTER SPECIALIST

Handwritten initials

ARTICLES OF INCORPORATION

OF

2-7-96 257P
THE VILLAGES AT TOWER OAKS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Corporations and Associations, Title 2, Annotated Code of Maryland (1993), and any amendments thereto, the undersigned, Timothy Dugan, Esq., whose post office address is Wilkes, Artis, Hedrick & Lane, 3 Bethesda Metro Center, Suite 800, Bethesda, Maryland 20814-5329, 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 nonstock corporation pursuant to the general laws of Maryland, and does hereby certify:

ARTICLE 1
NAME OF CORPORATION

The name of the corporation is THE VILLAGES AT TOWER OAKS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Villages Association".

ARTICLE 2
PRINCIPAL OFFICE

The post office address of the principal office of the Villages Association is c/o The Tower Companies, 11501 Huff Court, North Bethesda, Maryland 20852, Attention: Arnold J. Kohn, Esq.

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ARTICLE 3
RESIDENT AGENT

The name of its resident agent is Arnold J. Kohn, Esq. whose post office address is The Tower Companies, 11501 Huff Court, North Bethesda, Maryland 20852.

ARTICLE 4
POWERS AND PURPOSES

This Villages Association does not contemplate pecuniary gain or profit, direct or indirect, to the Villages Members thereof, and the specific purposes for which it is formed are to provide for and assure the maintenance, preservation and architectural control of the Villages Lots and Villages General Common Areas and Facilities within the Villages Property

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described in The Villages at Tower Oaks Homeowners Association, Inc. Declaration of Covenants, Conditions, Easements and Restrictions recorded or to be recorded among the Land Records of Montgomery County, Maryland, hereinafter referred to as the "Villages Declaration", including such additions as may be brought within the jurisdiction of the Villages Association, and to promote the health, safety and welfare of the Villages Owners within the Villages Property and any additions as may be brought within the jurisdiction of the Villages Association. The Villages Declaration is incorporated by reference. For this purpose, the Villages 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 Villages Association as set forth in the Villages Declaration, as the same may be amended from time to time as provided; and

(b) have and exercise any and all powers, rights and privileges which a nonstock corporation organized under the laws of the State of Maryland by law may now or hereafter have or exercise, not inconsistent with the Villages Declaration.

ARTICLE 5
NO CAPITAL STOCK

This Villages Association is not authorized to issue any capital stock and shall not be operated for profit. The Villages Association does not anticipate distributing dividends, gains or profits to its Villages Members. No Villages Member shall have any personal liability for the debts or obligations of the Villages Association.

ARTICLE 6
MEMBERSHIP

Villages Members of the Villages Association shall at all times be, and are limited to, Persons who own the Villages Lots; provided that any such person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof who holds such interest solely as security for the performance of an obligation shall not be a Villages Member. If more than one Person owns a Villages Lot, all of the Persons who own such Villages Lot shall collectively constitute one Villages Owner and one Villages Member of the Villages Association. The

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Grantor shall also be a Villages Member of the Villages Association with respect to all Villages Lots owned by it.

ARTICLE 7
VOTING RIGHTS

Every Villages Member of the Villages Association shall have certain voting rights as provided in the Villages Declaration. The manner in which such votes are cast and other provisions relating to voting are contained in the Villages Declaration and Villages Bylaws.

ARTICLE 8
BOARD OF DIRECTORS

The affairs of this Villages Association shall be managed by a Villages Board of Directors initially consisting of three (3) directors whose names and addresses are listed in these Villages Articles of Incorporation. Commencing with the first annual meeting of the Villages Association, the Villages Board of Directors shall consist of an uneven number of not less than three (3) nor more than nine (9) directors. The names and addresses of the persons who are to initially act in the capacity of directors until the selection of their successors are:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Gary M. Abramson | The Tower Companies 11501 Huff Court North Bethesda, Maryland 20852 Attention: Arnold J. Kohn, Esq. |
| Jeffrey S. Abramson | The Tower Companies 11501 Huff Court North Bethesda, Maryland 20852 Attention: Arnold J. Kohn, Esq. |
| Ronald D. Abramson | The Tower Companies 11501 Huff Court North Bethesda, Maryland 20852 Attention: Arnold J. Kohn, Esq. |

The number, qualifications, powers, duties and tenure in office of the directors and the manner by which directors are to be chosen shall be as prescribed and set forth in the Villages Declaration and Villages Bylaws of the Villages Association. Officers of the Villages Association shall be elected and shall

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serve as provided for in the Villages Declaration and Villages Bylaws.

ARTICLE 9
DISSOLUTION

The Villages Association may be dissolved only pursuant to the terms and conditions as provided in the Villages Declaration.

ARTICLE 10
DURATION

The Villages Association shall exist perpetually.

ARTICLE 11
AMENDMENTS

Amendment of these Villages Articles shall require the assent of the Villages Owners entitled to cast at least seventy-five percent (75%) of the membership votes of the Villages Association.

ARTICLE 12
LIABILITY

No director or officer of the Villages Association shall be liable to the Villages Association or to its Villages Members for money damages except (i) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (ii) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

ARTICLE 13
MISCELLANEOUS

Unless it is plainly evident from the context that a different meaning is intended, words or phrases defined in the Villages Declaration shall have the same meaning in these

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Villages Articles. In the event of any conflict between these Villages Articles or the Villages Bylaws and the Villages Declaration, the terms and provisions of the Villages Declaration shall control. In the event of any conflict between these Villages Articles and the Villages Bylaws, these Villages Articles shall control.

IN WITNESS WHEREOF, TIMOTHY DUGAN has signed, sealed and delivered these Articles of Incorporation as his own free act and deed on this 6th day of FEBRUARY, 1996.

WITNESS:

Alma Ebelhardt

Timothy Dugan (SEAL)
TIMOTHY DUGAN