

ARTICLES OF INCORPORATION

OF

HICKORY NUT OF WILDEWOOD ASSOCIATION, INC.

THIS IS TO CERTIFY:

That, I, the subscriber, EDMUND W. WETTENGEL, whose address is Box 347, St. Andrew's Church Road, California, Maryland 20619, being at least twenty-one 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 is HICKORY NUT OF WILDEWOOD ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at Box 347, St. Andrew's Church Road, California, Maryland 20619.

ARTICLE III

The name and post office address of the Resident Agent of the Association in the State of Maryland shall be: Edmund W. Wettengel, Box 347, St. Andrew's Church Road, California, Maryland 20619.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the member thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of real property located in the Eighth Election District of St. Mary's County, aforesaid in Plat Liber M.R.B. No. 025, folio 117, and more particularly described as follows:

BEGINNING at a point on the northwesterly side of Wildewood Parkway, 70 foot right-of-way, said point being the common corner of Parcel Three and Parcel Two as shown on Hickory Nut of Wildewood, Part of Neighborhood Three and Four, Cluster Three - Plat Two as recorded among the Land Records of St. Mary's County, Maryland. Thence from said point of beginning and running with said Wildewood Parkway S 17 deg 23 min 05 sec E a distance of 285.00 feet to a point of curve; thence by the same by an arc of a circle curving to the right having a radius of 765.00 feet with an arc distance of 779.97 feet to a point of tangent; thence by the same S 41 deg 01 min 55 sec W a distance

of 985.00 feet to a point; thence leaving said Wildewood Parkway and running N 48 deg 00 min 33 sec W a distance of 753.54 feet to a point; thence N 36 deg 52 min 12 sec W a distance of 500.00 feet to a point; thence N 25 deg 56 min 45 sec W a distance of 1074.28 feet to a point; thence N 79 deg 56 min 22 sec E a distance of 251.87 feet to a point; thence N 41 deg 02 min 15 sec E a distance of 726.11 feet to a point; thence running with said Parcel Three and Parcel Two S 37 deg 30 min 43 sec E a distance of 501.36 feet to a point; thence by the same S 68 deg 42 min 11 sec E a distance of 971.10 feet to a point; thence by the same N 72 deg 36 min 55 sec E a distance of 115.00 feet to a point at the place of beginning.

CONTAINING 65.952 acres of land, more or less, and subject to any and all rights-of-way and/or easements of record.

And to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Land Records of St. Mary's County, Maryland, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 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;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, hypothecate any of 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 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;

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

(h) In the event an owner of any property shall fail to maintain the premises and the improvements situated thereon in a manner satisfactory to the Board of Directors of the Association, after two-thirds (2/3) vote of the Board of Directors, shall have the right, through its agents or employees, to enter upon said parcel and to repair, maintain, and restore the property and the exterior of the buildings and any other improvements erected thereon. The cost of such exterior maintenance shall be added to and become part of the assessment to which such property is subject.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including Contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. The Association shall not be authorized to issue capital stock.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one 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 each such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. 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 Class A membership on the happening of either of the following events, whichever occurs earlier:

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

(b) On December 31, 1996.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) 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 number of Directors consisting of the original Board of Directors shall be five (5) and the names and addresses of the persons who are serving as the initial Directors are as follows:

1. Edmund W. Wettengel
P. O. Box "B"
Dameron, Maryland 20628
2. Thomas E. Wettengel
510 White Oak
California, Maryland 20619
3. Michael A. Wettengel
421 Wildewood Boulevard
California, Maryland 20619
4. John L. Brigham
602 Willow Oak
California, Maryland 20619
5. Everett D. Pinkerton
110 Parkview Circle
California, Maryland 20619

At the first annual meeting, the members shall elect three Directors for a term of one year; and at each annual meeting thereafter, the members shall elect two Directors for a term of two years and one Director for a term of one year.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved upon the recommendation of the Board of Directors and the affirmative vote of not less than two-thirds (2/3) of each class of members present a special meeting of the membership called for the express purpose of dissolving the Association. 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 the purposes similar to those for which this Association was created. In the event that such a 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.

ARTICLE IX

DURATION

The Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

This Association reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereinafter prescribed by statute for the amendment of Articles of Incorporation, but only with the assent of seventy-five percent (75%) of the votes entitled to be cast by the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the approval of the Federal Housing Administration or the Veterans Administration, as appropriate; consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

Dated this 17th day of February, 1987.

/signed/
Edmund W. Wettengel

STATE OF MARYLAND, COUNTY OF ST. MARY'S, to wit:

I HEREBY CERTIFY, that on this 17th day of February, 1987, before me, a Notary Public of the State and County aforesaid, personally appeared EDMUND W. WETTENGEL, and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

/signed/
Notary Public

My Commission Expires: 7/1/90

This document was recorded by the State Department of Assessment and Taxation of Maryland at Liber 022, Folio 337.