

RECEIVED ARTICLES OF INCORPORATION

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CYPRESS LANDING HOMEOWNERS ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That I, the Subscriber, William D. Shaughnessy, Jr., whose post office address is Tenth Floor - Sun Life Building, 20 South Charles Street, Baltimore, Maryland 21201, being of full legal age, pursuant to the General Laws of Maryland authorizing the formation of corporations, do hereby certify as follows:

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

CYPRESS LANDING HOMEOWNERS ASSOCIATION, INC.

THIRD: The Association is not formed for profit or pecuniary gain of any sort inuring to the benefit of the members thereof or to any individuals or corporations. The purposes for which the Association is formed are as follows:

1. Its general purpose is to provide for the maintenance and preservation of the real property described as the "Common Area," in a Declaration of Covenants, Conditions and Restrictions and any Amendments or Supplements thereto (hereinafter called the "Declaration"), dated January 16, 1996, and recorded or to be recorded among the Land Records of Anne Arundel County, Maryland, and with respect to the Common Area therein described, to promote the health, safety and welfare

of the residents and to enforce the covenants, conditions and restrictions described above within the residential community of Cypress Landing.

2. For the general purpose aforesaid, the Association shall have the following specific purposes:

(a) To acquire by assignment or deed as the result of gift, purchase or otherwise, and to own, hold, improve, build on, operate, maintain, mortgage, convey, sell, lease, transfer, dedicate to public use or otherwise deal with or dispose of the Common Area within the aforesaid community of Cypress Landing, other real property and such personal property as may be necessary or proper for the conduct of the affairs of the Association;

(b) To exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the aforesaid Declaration and as the same may be amended or supplemented from time to time as therein provided; said Declaration being incorporated herein as if set forth at length;

(c) To fix, levy, collect and by all lawful means enforce payment of the assessments, fines and late charges established by the terms of the Declaration and to pay all expenses in connection therewith and in connection with the conduct of the business of the Association, including all licenses, taxes or charges levied or imposed against the properties of the Association by any governmental agency or government.

(d) To own, acquire (by gift, purchase or otherwise), build, operate and maintain recreation parks, playgrounds, swimming pools, commons, streets, footways, including buildings, structures, personal properties incident thereto (all of the foregoing being hereinafter called the "facilities").

(e) To borrow money and to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(f) To grant such easements upon, over, under and across the Common Area for sewer, water, storm water drainage, gas, electric and telephone lines and for such other public utilities as are proper and convenient for the use and enjoyment of the buildings erected and to be erected in the subdivision of the property, which subdivision is known or to be known as Cypress Landing.

(g) To grant easements and/or licenses for ingress and egress over the Common Area for trash collection, snow removal, police protection and such other purposes as are set forth in the Declaration and/or as are proper for the use and benefit of the owners of houses erected and to be erected in the aforesaid subdivision;

(h) To annex property in the manner provided in the Declaration; and

(i) To exercise all other powers provided or allowed by the laws of the State of Maryland to non-stock, nonprofit corporations, without limitation by the foregoing description of specific powers.

FOURTH: The post office address of the principal office of the Association in this state is 20 South Charles Street, 2nd Floor, Baltimore, Maryland 21201. The Resident Agent of the Association is Charles B. Heyman whose post office address is 20 South Charles Street, 10th Floor, Baltimore, Maryland 21201.

FIFTH: The affairs of this Association shall be managed by a Board of Directors who need not be members of the Association. Said Board shall originally consist of three (3) Directors. The names of the persons who are to act in the capacity of Directors until the selection

of their successors as provided in the Bylaws are: Jeffrey Attman, Gary Attman and Mary Jane Hart. Thereafter, the Board shall consist of five (5) Directors.

At the first annual meeting, as provided for in the By-Laws, the members shall elect two directors for a term of one (1) year, two directors for a term of two (2) years, and one 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 and one director for a term of two (2) years.

The Association shall, to the maximum extent permitted by law, indemnify all members of the Board of Directors and all officers of the Association from any and all claims against them which may in anyway to their being an officer or director of the Association or in anyway relate to their actions or inactions in such capacity.

SIXTH: The Association is not authorized or empowered to issue capital stock of any type or class. The Association is and shall be a membership corporation and every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as that term is defined in the Declaration) which is subject by the aforesaid Declaration to assessment by the Association, including contract sellers and the Class B member, as hereinafter defined, shall be members of the Association. Persons or entities holding any interest in any such Lot merely as security for the performance of an obligation shall not be members. Membership shall be automatic upon recording of a deed of a fee or undivided fee interest and there shall be no qualification for membership other than the ownership of such record interest.

SEVENTH: There shall be two classes of members of the Association as follows:

Class A members shall be all Owners (except the parties identified as the "Declarant" or a "Builder", during such time as there shall be a Class B membership) of Lots which

are subject to assessment by the Association under the terms of the Declaration, and shall be entitled to one vote for each such Lot so 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 vote be cast with respect to any Lot.

Class B members shall be the Declarant (as such term is 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 upon the happening of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership (i.e. the date on which 75% of the Lots have been Conveyed for Residential Use to homebuyers).

(b) On June 1, 2001.

(c) Five years after the Conveyance for Residential Use of the first Lot by the Declarant from the area described in Exhibit A to the Declaration.

(d) Upon the surrender of Class B memberships by the then holder thereof for cancellation on the books of the Association.

EIGHTH: A. In addition to other actions or undertakings specified in the Declaration, any of the following actions or undertakings by the Association may be done only upon the assent of two-thirds of the owners of Lots (i.e. two-thirds of the entire Class A membership and two-thirds of the entire Class B membership, if any,) voting in person or by proxy, subject to Article X of the Declaration:

1. To the extent permitted by law, participate in mergers and consolidations

with other non-profit, non-stock corporations organized for purposes consistent with those for which the Association is organized.

2. To mortgage Common Area.
3. To increase the maximum annual assessments above the amounts set forth in Article IV, Section 3(b) of the Declaration.
4. To impose a special assessment, as more particularly set forth in Article IV, Section 4, of the Declaration.
5. To amend or approve a proposed amendment to the Articles of Incorporation.
6. To annex to the Property lands which are not described in Exhibit B attached to the Declaration, all as more specifically set forth in Article VIII of the Declaration.
7. To dissolve the Association in accordance with the laws of the State of Maryland. Upon any such dissolution, the assets, both real and personal, and the right to fix, levy and assess and collect assessments of the Association shall be dedicated or given to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association by the terms of these Articles of Incorporation. In the event that such dedication is refused by all such public agencies, then such assets and rights shall be granted, conveyed and assigned to any non-profit, non-stock corporation, association or similar organization to be held and used for such purposes and uses as nearly as practicable the same as those to which they were required to be used by the Association under the terms of these Articles of Incorporation.

B. The Declaration may be amended as more fully set forth in Article XI,

Section 3 of the Declaration.

C. Prior to any dissolution of the Association, the Association is empowered to dedicate or transfer all or any part of the Common Area to any public authority, agency 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 signed by two-thirds (2/3) of the Lot Owners (i.e. two-thirds (2/3) of each class-of members) agreeing to such dedication or transfer has been recorded.

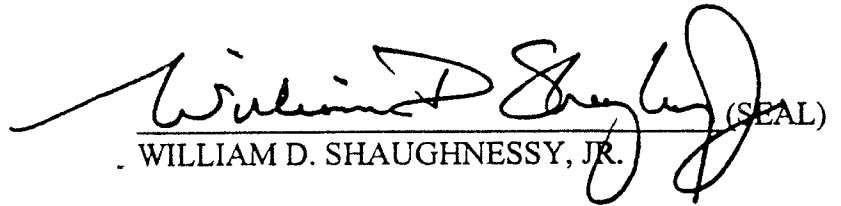
NINTH: No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

TENTH: The duration of the Association shall be perpetual.

ELEVENTH: As long as there is a Class B member, and if the Project or any Lot has been submitted for approval for a mortgage or deed of trust insured or financed by the Federal Housing Administration or Veterans Administration, in addition to other actions which may require approvals as set forth in the Declaration the following actions will require the prior approval of the Federal Housing Administration and/or Veterans Administration, as the case may be: dedication of the Common Area to the public; any amendment to the Declaration; annexation of additional properties; mergers and consolidations; mortgaging of Common Area; dissolution of the Association, any amendment of these Articles of Incorporation; other actions specifically set forth in the Declaration.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation,

acknowledging the same to be my act, the 16th day of January, 1996.

 (SEAL)
WILLIAM D. SHAUGHNESSY, JR.

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AFTER RECORDATION, RETURN TO

W. D. SHAUGHNESSY, JR., ESQ.
SUN LIFE BLDG., 10th FLOOR
23 S. CHARLES ST.
BALTIMORE, MD 21201