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ARTICLES OF INCORPORATION
OF
WHISPERING WOODS HOMEOWNERS ASSOCIATION, INC.

In compliance with Subtitle 2 of Title 5 of the Corporations and Association Article of the Annotated Code of Maryland, I, Mona O'Kane, the undersigned, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a non-stock and non profit corporation under the general laws of the State of Maryland and hereby certify:

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ARTICLE I

NAME

The name of the corporation is WHISPERING WOODS HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Association").

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ASSESSMENTS & TAXATION

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at c/o Property Investments, Suite 213, 9811 Mallard Drive, Laurel, Maryland 20708-3143. ✓

ARTICLE III

RESIDENT AGENT

Michael S. Cook, whose address is c/o Property Investments, Suite 213, 9811 Mallard Drive, Laurel, Maryland 20708-3143, is hereby appointed the initial resident agent of this Association. ✓

ARTICLE IV

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Lots and Common Areas (as those terms are defined in the Declaration hereinafter referred to) within that certain tract of real property described in Exhibit A annexed hereto as a part hereof (hereinafter called "the Property") and such additional real property as may be added to the Property pursuant to the provisions of the Declaration 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. The Association shall not have the authority to contribute to or otherwise promote or assist in the promotion of the success or defeat of any candidate or political party submitted to a vote at any election. In furtherance of these purposes, the Association shall have full power to:

A. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Easements, Conditions and Restrictions entitled "Whispering Woods Declaration of Covenants, Easements, Conditions and Restrictions" (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded among the Land Records of Calvert County, Maryland, and as the same may be amended from time to time as therein provided.

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 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 the votes of each class of members of the Association, mortgage, pledge, hypothecate or grant a deed of trust covering 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 Common Areas or other facilities 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 the holders of two-thirds (2/3) of the votes of each class of members agreeing to such dedication, sale or transfer.

F. Grant utility and drainage easements in, under, over and through properties owned by the Association.

G. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or

annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of the votes of each class of the members;

H. Adopt and publish Rules and Regulations governing the use of the Common Areas and Lots by Members and their families and guests, and establish penalties for violations thereof; and

I. Have and exercise any and all powers, rights and privileges which a non-stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE V

ASSOCIATION NOT AUTHORIZED TO ISSUE STOCK

The Association has no authority to issue capital stock.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to assessment by the Association pursuant to the Declaration, including contract sellers, shall be a member of the Association. The foregoing is not intended to include and does not 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.

ARTICLE VII

VOTING RIGHTS

A. During the Development Period, the Association shall have two (2) classes of voting membership, Class A and Class B. During the Development Period (as defined in the Declaration), the Class A members shall be all of the Members other than the Declarant and any Builder (as defined in the Declaration) and the Class B Membership shall consist of the Declarant and any Builder. After the Development Period, the Membership shall be all one class, consisting of all of the Members.

B. (i) During the Development Period each Class A Member, and thereafter each Member,

(a) who alone is the Owner of a Lot shall be entitled to cast one vote in the Association's affairs for each such Lot; or

(b) who with any other person is the Owner of a Lot shall, jointly with such other persons, be entitled to cast one vote in the Association's affairs for each such Lot (which vote shall be exercised as such persons determine among themselves, provided that in no event may such persons cast fractional votes or cast with respect to any such Lot more than one such vote).

(ii) During the Development Period, the Class B Member shall be entitled to cast three (3) votes in the Association's affairs for each vote which it would be entitled to cast were it a Class A Member. The Class B membership shall cease and be converted to a Class A membership when the total votes outstanding in the Class A membership are equal to the total votes outstanding in the Class B membership. Notwithstanding the foregoing, unless sooner terminated, the Class B membership shall be terminated and be converted to Class A membership on the fifth (5th) anniversary of the date on which the first Lot in the Community is conveyed to anyone other than the Declarant or a Builder.

(iii) Each Builder shall be conclusively presumed by its having accepted the conveyance of the title to a Lot from the Declarant or another Builder to have given the Declarant an irrevocable and exclusive proxy entitling the Declarant to cast all of the votes of the Builder and to have agreed that each proxy is coupled with an interest.

C. Other Proxy Voting. Except for the proxy given by each Builder to the Declarant as provided above, no other voting by proxy shall be permitted.

ARTICLE VIII

BOARD OF DIRECTORS

A. The affairs of this Association shall initially be managed by a Board of three (3) Directors. All Directors shall be members of the Association or officers, directors, partners, employees or agents of a corporation, partnership, trust or other entity which is a member of the Association. The number, terms and manner of election 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 successors are:

1. Michael S. Cook
c/o Property Investments
Suite 213, 9811 Mallard Drive
Laurel, Maryland 20708-3143
2. Mona O'Kane
c/o Property Investments
Suite 213, 9811 Mallard Drive
Laurel, Maryland 20708-3143
3. Frances Kaiser Cook
c/o Property Investments
Suite 213, 9811 Mallard Drive
Laurel, Maryland 20708-3143

B. The above-named Directors shall serve until the first annual meeting of the members at which their successors are elected. The remaining Directors may elect a successor to fill the unexpired term of a Director in the event of death, resignation or removal of a Director.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent in writing and signed by not less than the holders of two-thirds (2/3) of the votes of the Class A Members and by not less than the holders of two-thirds (2/3) of the votes of the Class B Members and by not less than two-thirds (2/3) of the Mortgagees (as that term is defined in the Declarant). 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, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

DURATION

The Association shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment to these Articles shall require the assent of seventy-five percent (75%) of the entire Membership provided that, prior to the end of the Development Period, (a) amendments required by the Federal Housing Administration or the Veterans Administration as a condition of approval shall require only the assent of the Class B membership and (b) any other amendments or dissolution, merger or consolidation of the Association shall require the prior approval of the Federal Housing Administration and/or the Veterans Administration if such agency has an interest in a mortgage on part of the Property.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of November, 1992 and acknowledge same to be my act.

WITNESS:

M. Melinda Thompson

Moha O'Kane
Moha O'Kane

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OF
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EXHIBIT A

Description of the Initial Property

Lots, 1, 2, 17, 18, 19, 20 and 21 as shown on those certain plats prepared by Collinson, Oliff & Associates, Inc. dated November 1990 and recorded in the Land Records of Calvert County in Liber A.B.E.3, plat Nos. 259, 260 and 261.