

THE COUNCIL OF UNIT OWNERS
OF
ROCKLAND RUN CONDOMINIUM, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That I, Robert M. Gordon, whose post office address is c/o Shaw, Pittman, Potts & Trowbridge, 1800 M Street, N.W., Washington, D.C. 20036, being at least eighteen 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 purpose do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of the corporation (hereinafter called the "Corporation") shall be: THE COUNCIL OF UNIT OWNERS OF ROCKLAND RUN CONDOMINIUM, INC.

ARTICLE II. The period of existence and duration of the life of this Corporation shall be perpetual, subject to the right of the unit owners to terminate the condominium regime as provided in Section 11-123 of the Horizontal Property Act of the State of Maryland (the "Act").

ARTICLE III. The principal office for the transaction of business of this Corporation shall initially be located in the County of Montgomery, State of Maryland, at: 8401 Connecticut Avenue, Chevy Chase, Maryland 20815.

The following named corporation shall be designated as the statutory resident agent of this Corporation, and said resident agent is a corporation organized and existing under the laws of the State of Maryland:

Corporation Trust, Incorporated
First Maryland Building
25 South Charles Street
Baltimore, Maryland. 21201

ARTICLE IV. The general purposes for which this Corporation is formed, and the business or objects to be carried on and promoted by it, are as follows:

(a) to organize and operate a corporation, no part of the net earnings of which is to inure to the benefit of any member or other individual;

(b) to be the Council of Unit Owners (the "Council") of Rockland Run, A Condominium (the "Condominium"), a condominium regime established pursuant to a Declaration, Bylaws, and Plat recorded among the Land Records of Baltimore County, Maryland on January 26, 1982.

(c) to provide for the acquisition, construction, management, maintenance, and care of the common elements at Rockland Run Condominium and any other property belonging to the Corporation.

For the general purposes aforesaid, and limited to those purposes, this Corporation shall have the following powers:

(a) to construct, improve and maintain, operate and purchase, lease, and otherwise acquire, hold, own, sell,

convey, assign or exchange, pledge, mortgage or encumber, all kinds of property, real, personal, tangible and intangible necessary or incidental to the furtherance of the business of this Corporation; and

(b) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, deed of trust, pledge, or other lien; and

(c) to enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the purposes of the Corporation; and

(d) to exercise, perform, and to have, without limitation, all of the powers, functions and duties of the Council in accordance with the Declaration and Bylaws of the Condominium; and

(e) insofar as permitted by law, to do any other thing that in the judgment of the Board of Directors of the Council, will promote the purposes of the Condominium or the common benefit of the members of the Council and, in general, to exercise the powers set out in the Section 11-109 of the Act, or any successor thereto, and to do every other act not inconsistent with law which may be appropriate to promote and attain the purposes set forth in this Charter, the Act, the Declaration and the Bylaws.

ARTICLE V. This Corporation shall be without capital stock, shall have no authority to issue capital stock, and will not be operated for profit. This Corporation does not contemplate the distribution of gains, profits or dividends to any of its members. The members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of this Corporation, except as specifically provided for in the Act.

ARTICLE VI. Every person, group of persons, corporation, partnership, trust or other legal entity or any combination thereof, who is a record owner of a fee interest in any condominium unit in the Condominium shall be a member of this Corporation; provided, however, 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 member solely by reason of such interest.

The property, voting and other rights and privileges of membership, the liability of each member for assessments for common expenses, and the method of collection thereof, shall be as set forth in the Declaration and Bylaws of the Condominium and the Exhibits thereto.

ARTICLE VII. In the event any member sells, assigns or otherwise transfers of record the fee interest in any condominium unit in which he holds the interest required for

membership, such member shall conclusively be deemed to have assigned the membership in this Corporation appurtenant to such condominium unit to the transferee of the condominium unit. The foregoing requirement shall not apply in the event a condominium unit is transferred as aforesaid solely as security for the performance of an obligation. Except as provided in this Article, membership shall not be transferable.

ARTICLE VIII. The number of Directors of this Corporation shall be an uneven number of not less than three (3) nor more than five (5), and the names and post office addresses of the Directors who shall act as such until the first annual meeting, or until such time as their successors are duly chosen and qualified are:

<u>Name</u>	<u>Address</u>
Ellen G. Murray	8401 Connecticut Avenue Chevy Chase, MD 20815
Michael F. Johnson	8401 Connecticut Avenue Chevy Chase, MD 20815
Douglas J. Long	8401 Connecticut Avenue Chevy Chase MD 20815

The qualifications, powers, duties and tenure of the office of Directors and the manner by which Directors are to be chosen shall be as prescribed and set forth in the Bylaws of the Condominium. Officers of this Corporation shall be elected and shall serve as provided for in said Bylaws.

ARTICLE IX. The Corporation shall indemnify every officer and Director of the Corporation against any and all expenses,

including attorneys' fees, reasonably incurred by or imposed upon any officer or Director in connection with any action, suit or other proceeding (including settlement of any such suit or proceeding, if approved by the then Board of Directors of the Corporation) to which he may be made a party by reason of being or having been an officer or Director of the Corporation whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors of the Corporation shall not be liable to the members of the Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation and the Corporation shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or Director of the Corporation, or former officer or former Director of the Corporation may be entitled.

The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation and the Condominium. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any corporation, firm or association in

which one or more of the Directors of this Corporation are directors or officers or are pecuniarily or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or any committee thereof which authorized or approves the contract or transaction, or because his or their votes are counted for such purposes, if any of the conditions specified in any of the following paragraphs exist:

(a) the fact of the common directorate or interest is disclosed or known to the Board of Directors and the Board authorizes, approves or ratifies such contract or transaction in good faith by a vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or

(b) the fact of the common directorate or interest is disclosed or known to the members and they authorize, approve or ratify the contract or transaction in good faith by a majority of the votes cast by the members entitled to vote other than those votes appertaining to common or interested Directors.

(c) the contract or transaction is fair and commercially reasonable to the Corporation at the time it is authorized, ratified, approved or executed.

Common or interested Directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or any committee thereof or of a meeting of the

members, as the case may be, at which the contract or transaction is authorized, approved or ratified.

ARTICLE X. Subject to the limitations set forth in the Declaration and the Bylaws of the Condominium, the Corporation reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of April, 1982.

WITNESS:

Francis P. Huggel

Robert M. Gordon (SEAL)

STATE OF MARYLAND
COUNTY OF MONTGOMERY

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) ss:
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BE IT REMEMBERED, that on this 6th day of April, 1982, personally appeared before me, a Notary Public in and for the State and County aforesaid, Robert M. Gordon, a party to the foregoing Articles of Incorporation, known personally to me as such, and I having first made known to him the contents of said Articles of Incorporation, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and he acknowledged the facts therein.

GIVEN under my hand the year and day first above written.

Wanda K. [Signature]
Notary Public

My Commission Expires:

April 30 1986