STATE OF MARYLAND
State Department of Assessments and Taxation

WESTWIND HOMEOWNERS ASSOCIATION, INC.

THE ARTICLES OF INCORPORATION

OF

WESTWIND HOMEOWNERS ASSOCIATION, INC.

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VALID FOR RESALE
PACKET

HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION THIS 5TH DAY OF APRIL , 1984, AT 11:08 A.M. AND WILL BE RECORDED.

DEAN W. KITCHEN
By: CORPORATE ADMINISTRATOR

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ARTICLES OF INCORPORATION

OF

WESTWIND HOMEOWNERS ASSOCIATION, INC.

To: State Department of Assessments
and Taxation
Baltimore, Maryland

I, the undersigned, Milton F. Clogg, whose post office address is 50 West Montgomery Avenue, Rockville, Maryland 20850, who am at least twenty-one years of age, in compliance with Titles 1, 2 and 3 of the Corporations and Associations Volume of the Annotated Code of Maryland, and for the purpose of forming a corporation not for profit under the general laws of the State of Maryland, do hereby adopt the following Articles of Incorporation, and do certify:

ARTICLE I

The name of the Corporation is WESTWIND HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The post office address of the principal office of the Association is 50 West Montgomery Avenue, Suite 300, Rockville, Maryland 20850.

ARTICLE III

John H. Pettit, whose post office address is 50 West Montgomery Avenue, Suite 300 Rockville, Maryland 20850, is hereby appointed the registered agent of this Association. Said resident agent is a citizen of the State and actually resides therein.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is not authorized to issue capital stock and does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and repair and replacement of those elements on the common areas which must be replaced on a periodic basis, and architectural control of the residence lots and Common Area, within that certain tract of property more particularly described in the Declaration of Covenants, Conditions and Restrictions, 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 of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration of Covenants, Conditions and Restrictions", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court for Montgomery County and as the same may be amended from time to time as therein provided, said Declaration of Covenants, Conditions and Restrictions 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 of Covenants, Conditions and Restrictions; 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, or hypothecate 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 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;

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(f) participate in mergers and consolidations with other nonprofit 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 non-profit, non-stock corporation organized under the Laws of the State of Maryland, pursuant to the Annotated Code of Maryland, Corporations and Associations, Titles 1, 2 and 3 thereof, by law or hereafter have or exercise.

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 purchasers, shall be a member of the Association. The aforegoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and shall not be separated from ownership of any Lot which is subject to assessment by the Association.

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 persons 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. Class B member(s) shall be the Declarants (as defined in the Declaration of Covenants, Conditions and Restrictions) 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 Class A membership equal the total votes outstanding in the Class B membership; or

(b) January 2, 1989

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ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not more than nine (9) Directors, of whom three (3) need not be members of the Association, or such other number, not less than five (5), as shall be prescribed in the By-Laws. The names and addresses of the persons who are to act in the capacity of directors until the first annual meeting or until their successors are duly chosen and qualify are:

Name	Address
John H. Pettit	50 W. Montgomery Ave., Rockville, Md. 20850
Barbara G. Melvin	14 Maryland Ave., Rockville, Maryland 20850
Richard B. Pettit	1044 Brice Rd., Rockville, Maryland 20852
Josephine Sibley	20605 Farcroft Lane, Laytonsville, Md. 20879
John Stephen Pettit	1070 Copperstone Ct., Rockville, Md. 20852

At the first annual meeting the members shall elect three Directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years, unless otherwise provided for in the By-Laws.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members, and after obtaining consent in writing of at least seventy-five (75) per cent of the first mortgagees. Upon dissolution of the Association, other then incident to a merger or consolidation, all of the common area owned by the Association shall be conveyed to the Maryland National Capital Park and Planning Commission by deed or dedication or such other type of conveyance of title as the said Commission may require at no charge to the Commission. In the event that the Commission refuses to accept the conveyance as aforesaid, then and in such event, the said land shall be conveyed to any non-profit corporation, association, trust or other oganization to be devoted to similar purposes. All other assets of the association shall be conveyed, granted and assigned to any non-profit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE IX

DURATION

This Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the assent of seventy-five per cent (75%) of the entire membership, and seventy-five per cent (75%) of the first mortgagees.

ARTICLE XI

FHA/VA APPROVAL

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

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Maryland, the undersigned has executed these Articles of Incorporation this 29th day of March, 1983.

Witness

Milton F. Clogg

STATE OF MARYLAND,
COUNTY OF MONTGOMERY, to wit:

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I HEREBY CERTIFY that on this 29th day of March, 1984, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared MILTON F. CLOGG, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Donna E. Hoffacker, Notary Public

My Commission expires: July 1, 1986