

AMENDED ARTICLES OF INCORPORATION
OF
THE TRAILS AT WOODLOT HOMEOWNERS ASSOCIATION, INC.
(formerly known
as "Woodlot Homeowners Association, Inc.")

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day formed a non-stock corporation, not for profit, and does hereby certify:

ARTICLE I

The name of the Corporation shall hereafter be known as, "The Trails at Woodlot Homeowners Association, Inc.", hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at c/o Woodlot Enterprises, Inc., 5026 Dorsey Hall Drive, Suite 204, Ellicott City, Maryland 21042.

ARTICLE III

Rachel M. Hess, whose address is 9505 Reisterstown Road-3 North, Owings Mills, Maryland 21117, is hereby appointed the Resident Agent of the Association.

ARTICLE IV

The terms "Association", "Common Areas", "Member", "Declarant", "Lots", "Owner", and "Property" as used in these Amended Articles of Incorporation shall have the meanings set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions relating to The Trails at Woodlot Homeowners Association, Inc. dated _____, 1994, and recorded among the Land Records of Howard County (the "Declaration").

ARTICLE V

The 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 maintenance, preservation and architectural control of the Lots and Common Areas within that certain property described in the Declaration, and such additional property described in the Declaration, which may be subjected to 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 for this purpose and 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 the Declaration, as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth at length;
- (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 affairs 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, subject, however, to the requirements of the Declaration;
- (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, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed and debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Areas 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 first approved by Howard County, aforesaid, and 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 nonprofit corporations organized for the same purposes or annex additional property, common area 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; and

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

ARTICLE VI

The Association shall not be authorized to issue any capital stock. Every person or entity who is a record owner of the fee simple title in any Lot which is subject to assessment by the Association, or, if such Lot is subject to a reversion reserved in a lease redeemable pursuant to Title 8 of the Real Property Article, Annotated Code of Maryland, the owner of the leasehold interest, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Association. 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

The Association shall have two (2) classes of voting membership:

Class A: Class A Members shall be all Owners, with the exception of the Class B Members, and shall be entitled to one (1) 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 such Lot shall be exercised as the Owners among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: Class B Members shall be Declarant and any Builder. The Class B Members shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease, subject to revival upon additional land being annexed to the Property pursuant to the Declaration, and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership. Notwithstanding

the above, the Class B membership shall cease and be converted to a Class A membership and not be subject to revival at the latest on January 1, 2001.

ARTICLE VIII

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Amended and Restated 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:

J. Thomas Scrivener

c/o Woodlot Enterprises, Inc.
5026 Dorsey Hall Drive Suite 204
Ellicott City, Maryland 21042

Lowrie B. Sargent

c/o Woodlot Enterprises, Inc.
5026 Dorsey Hall Drive Suite 204
Ellicott City, Maryland 21042

Chris Spendley

c/o Ryland Homes
7130 Minstrel Way
Columbia, Maryland 21045

These directors (herein called "Charter Directors"), shall serve until the first annual meeting of the Members at which their successors are elected. In the event of the death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each class of the Members. 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

acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X

The Association shall exist perpetually, unless dissolved pursuant to Article IX.

ARTICLE XI

AMENDMENT

Amendment of these Amended Articles of Incorporation shall require the assent of the holders of two-thirds (2/3) of the votes of each class of Members present in person or by proxy at a meeting at which the vote is taken, except as long as there shall be 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 Amended Articles or Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, the undersigned, Rachel M. Hess, whose post office address is 9505 Reisterstown Road-3 North, Owings Mills, Maryland 21117, being at least eighteen (18) years of age, has executed these Amended Articles of Incorporation this _____ day of _____, 1994, for the purpose of incorporating this Association.

WITNESS:

INCORPORATOR:

Rachel M. Hess

(SEAL)

STATE OF MARYLAND, BALTIMORE COUNTY, to wit:

I HEREBY CERTIFY, that on this _____ day of _____, 1994, before me, the undersigned, a Notary Public in and for said State, personally

appeared Rachel M. Hess, the within named Incorporator, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Amended Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein contained.

AS WITNESS my hand and Notarial Seal.

Notary Public

My Commission expires:

JOINDER AND CONSENT OF OWNER

_____ ("Owner"), hereby consents to all of the terms and provisions contained in the foregoing Amended and Restated Declaration (the "Amended Declaration") for The Trails at Woodlot Homeowners Association, Inc. referred to therein, and agree that the terms, provisions, covenants, conditions and restrictions contained in the Amended Declaration shall run with and bind the title to Lot No(s). _____, as shown on the Plat entitled, "Woodlot Section 1 Lots 1 Thru 92", which Plat is recorded among the Land Records of Howard County, Maryland (the "Land Records") as Plat Nos. 11206-11214 inclusive.

The Owner agrees to execute any further assurances of the foregoing as may be requested by the parties to the Amended Declaration.

ATTEST/WITNESS:

_____) (SEAL)
STATE OF MARYLAND)
 TO WIT:
COUNTY OF _____)

I HEREBY CERTIFY, that on this _____ day of _____, 1994, before me, the subscriber, a Notary Public in and for the State of Maryland and County aforesaid, personally appeared _____, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Instrument, who acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and

year first above written.

Notary Public

My commission expires: _____