

Lakeside/ Dockside Association, Inc.

Articles of Incorporation

THE LAKESIDE ASSOCIATION, INCORPORATED

Articles of Incorporation

THESE ARTICLES OF INCORPORATION, made this 11th day of Sept., 1978, by JOHN L. TROUTMAN, a resident of Maryland having an address at c/o Troutman Company, Suite 300, Wilde Lake Village Green, Columbia, Maryland 21044,

WITNESSETH, THAT WHEREAS, by an instrument entitled "Declaration of Covenants, Easements, Charges and Liens", dated 9/11/78, 1978, and recorded among the Land Records of Howard County, Maryland, in Liber 904 at folios 281 et seq. (hereinafter referred to as "the Declaration"), Troutman Communities, a limited partnership organized and existing under the law of Maryland, has subjected to the operation and effect of the Declaration all of that tract of land, situate and lying in the said County, which is described in Exhibit A thereto, together with the improvements thereon and the appurtenances thereto, thereby creating a community with respect to the same which is known as "Lakeside" (hereinafter referred to as "the Community"), all as is more particularly set forth in the Declaration; and

WHEREAS, under the provisions of the Declaration, the affairs of the Community are to be governed by a nonstock corporation organized and existing under the law of Maryland; and

WHEREAS the undersigned, by these Articles of Incorporation, intends to incorporate such entity,

NOW, THEREFORE, THE UNDERSIGNED, being at least eighteen (18) years of age, does hereby form a nonstock corporation under the general laws of the State of Maryland, upon the terms and subject to the conditions which are hereinafter set forth:

Article 1. Name. The name of the corporation (hereinafter referred to as "the Association") is and shall be

THE LAKESIDE ASSOCIATION, INCORPORATED

Article 2. Purposes and powers.

(a) The purposes for which the Association is formed, and the powers which it shall have, are the following:

(i) to promote the recreation, health, safety and welfare of the Community and the membership of the Association;

(ii) to provide for the acquisition, construction, management, maintenance and care of the Association's property (including, by way of example rather than of limitation; the property which is referred to as "the Commons" in the provisions of the Declaration);

(iii) to do and perform any and all acts and things which a nonstock corporation organized and existing under the general laws of the State of Maryland is or may be empowered to do, without limitation or restriction of any kind (including, by way of example rather than of limitation, any and all acts and things which such a corporation is or may be empowered to do under the provisions of title 2, section 2-103, and title 5, section 5-202 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 edition), as from time to time amended); and

(iv) to do and perform any and all acts and things which the Association is authorized or empowered to do by the provisions of the Declaration, as from time to time amended.

(b) Anything contained in the foregoing provisions of this Article to the contrary notwithstanding, nothing in such provisions shall be deemed to empower the Association to take any action, or to permit the Association not to take any action, if and to the extent that the Association's taking or failure to take such action is not permitted by the provisions of the Declaration.

Article 3. Principal office and resident agent.

(a) The post office address of the principal office of the Association in Maryland is c/o Troutman Company, Suite 300, Wilde Lake Village Green, Columbia, Maryland 21044.

(b) (i) The name and post office address of the resident agent of the Association in Maryland is John L. Troutman, c/o Troutman Company, Suite 300, Wilde Lake Village Green, Columbia, Maryland 21044.

(ii) Such resident agent is a citizen of the State of Maryland who actually resides therein.

Article 4. Lack of authority to issue stock.

(a) The Association is not authorized or empowered to issue capital stock of any type or class.

(b) Nothing in the foregoing provisions of this Article shall be deemed in any manner to alter or impair any right or power which the Association may have from time to time to issue such bonds, notes and other evidence of secured or unsecured indebtedness, in such amounts, for such consideration, upon such terms and subject to such conditions as the Association may determine.

Article 5. Membership.

(a) The membership of the Association shall consist of and be limited to all of the Owners, as that term is defined by the provisions of the Declaration.

(b) The membership of the Association shall be divided into such classes of membership as are prescribed by the provisions of the Declaration, each of which classes shall exist during such times, and the respective members of which shall have such rights, as are set forth therein.

(c) An Owner's membership in the Association shall be appurtenant to his Lot (as that term is defined by the provisions of the Declaration), and may not be separated from his ownership thereof.

Article 6. Directors.

(a) The number of directors which the Association shall have shall be five (5), which number may be increased or decreased by an amendment of the Association's by-laws, but shall never be less than three (3).

(b) The names of the directors who shall act until the first annual meeting of the membership of the Association and until their successors are elected and qualified are:

John L. Troutman
Leonard Richards
Roi L. Casten
Diane H. Kluckhuhn
Robert W. Awalt

(c) The board of directors of the Association shall exercise all of the powers of the Association, except for those, if any, which are conferred upon or reserved to the members of the Association by law, or by the provisions of these Articles of Incorporation, the Association's by-laws or the Declaration, as from time to time amended.

Article 7. Perpetual existence. The existence of the Association shall be perpetual.

Article 8. Voting rights.

(a) The voting rights of each member of the Association are as set forth in the provisions of the Declaration, as from time to time amended.

(b) Except in those circumstances, if any, in which the giving of a proxy by a member of the Association is expressly permitted by the provisions of the Declaration (in which circumstances such member shall be entitled to vote by such proxy), no member of the Association may vote by proxy.

Article 9. Amendment of Articles of Incorporation.

(a) These Articles of Incorporation may be amended in and only in the same manner as that set forth in the provisions of section 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 edition, as amended) for stock corporations, with each member of the Association having the rights thereunder held by a stockholder of a stock corporation.

(b) Without limiting the generality of the foregoing provisions of this Article, no amendment of these Articles of Incorporation shall be effective unless approved by the membership of the Association by the affirmative vote of three-fourths (3/4) of all of the votes entitled to be cast thereon.

Article 10. Dissolution of the Association.

(a) The Association may be voluntarily dissolved only in accordance with the provisions of section 5-208 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 edition, as amended), except that such dissolution must have been approved by the membership of the Association by the affirmative vote of two-thirds (2/3) of all of the votes of each Class of membership which are entitled to be cast thereon.

(b) Upon any dissolution of the Association other than incident to a merger or consolidation of the Association with another entity, and except as is otherwise required by applicable law, the Association's assets shall be granted to an appropriate public agency to be used by such agency for purposes which are the same as or similar to those for which the Association has been organized; provided, that if such agency does not accept such grant, such assets shall be granted to any nonprofit corporation, association, trust or other entity, to be used by such entity for such purposes.

Article 11. Obtaining approval by Federal
Housing Administration and
Veterans Administration

During the period prior to the termination of the Class B Membership (as that term is defined by the provisions of the Declaration) pursuant to the provisions of the Declaration, the consent or approval of the Federal Housing Administration and/or the Veterans Administration shall be obtained to any of the following actions which are taken while a Mortgage (as that term is defined by the provisions of the Declaration) is in effect which is insured by such entity:

- (i) an expansion of the Community pursuant to the provisions of Section 7 of the Declaration;
- (ii) a dissolution of the Association;
- (iii) a merger or consolidation of the Association with another entity;
- (iv) the Association's grant of a Mortgage covering any or all of the Commons;
- (v) the Association's dedication of any or all of the Commons to public use; and
- (vi) an amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned hereby executes and enseals these Articles of Incorporation and acknowledges them to be his act, the day and year first above written.


JOHN L. TROUTMAN (SEAL)

Lakeside/ Dockside Association, Inc.

Articles of Amendment

THE LAKESIDE ASSOCIATION, INCORPORATED

CONSENT OF DIRECTORS

September 19, 1981

Pursuant to the provisions of Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, we, the undersigned, constituting all of the Directors of The Lakeside Association, Incorporated, do hereby consent to the following action required or permitted to be taken at a meeting of the Directors of said corporation, as having been unanimously adopted by a vote of all of the said directors, without the necessity of any formal meeting of the Directors of said Corporation being held:

We advise the approval and adoption of the Articles of Amendment to the Articles of Incorporation of the Corporation, a copy of which is attached hereto and made a part hereof as fully as if set forth herein, and direct that said Articles of Amendment be submitted to the members for approval.

IN WITNESS WHEREOF, we have each signed this Doc-

ument of Consent as of the day and year first above writ-
ten.

Bruce Eisenberg
Bruce Eisenberg

Larry Halprin
Larry Halprin

Frederick C. Moss
Frederick Moss

Janet Ayres
Janet Ayres

Dwight Platt
Dwight Platt

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THE LAKESIDE ASSOCIATION, INCORPORATED

ARTICLES OF AMENDMENT

The Lakeside Association, Incorporated, a Maryland nonstock corporation, having its principal office in Howard County, Maryland (hereinafter called "the Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: That the Articles of Incorporation are hereby amended, deleting the name "The Lakeside Association, Incorporated" in Article ONE, and inserting in lieu thereof, the following name:

"THE LAKESIDE-DOCKSIDE ASSOCIATION, INCORPORATED".

SECOND: The Amendment to the charter of the Corporation set forth in these Articles of Amendment has been duly advised by all of the members of the Board of Directors, by unanimous written consent in accordance with Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, and duly approved by informal action of the members of the corporation in accordance with Section 5-202(8) of the Corporations and Associations Article and the By-Laws of the Corporation.

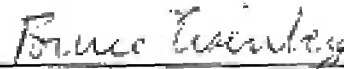
IN WITNESS WHEREOF, these Articles of Amendment are signed and acknowledged this 19th day of September, 1981 in the name and on behalf of the Corporation by its

President and are attested by its Secretary and the President acknowledges this document to be the corporate act of the Corporation and states under the penalties of perjury that the matters and facts set forth herein with respect to approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

THE LAKESIDE ASSOCIATION,
INCORPORATED


Frederick Moss, Secretary

BY:  (SEAL)
Bruce Eisenberg, President

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