

**ARTICLES OF INCORPORATION
OF
BOX HILL COMMUNITY SERVICES ASSOCIATION, INC.**

FIRST: I, the undersigned, MELVIN G. BOSLEY, P.O. Box 271, Bel Air, Maryland, 21014, being at least twenty-one (21) years of age, do hereby declare myself as incorporator, with the intension of forming a non-stock, non-profit corporation under the general Laws of the State of Maryland.

SECOND: The name of the Corporation (hereinafter called the Corporation) is: BOX HILL COMMUNITY SERVICES ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are to provide for the holding and maintaining of title to property and for the maintenance, preservation and architectural control of the Lots and Common Areas within certain tracts of property described as Box Hill I (also known as Box Hill South) and Box Hill II (also known as Box Hill North) Developments and any and all other properties which may be annexed to those developments in accordance with the provisions of the Declarations of record, as follows:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration of Covenants and Restrictions, hereinafter called the "Declaration", and all Supplementary Declarations applicable to the property and recorded in the Office of The Clerk of the Circuit Court for Harford County, Maryland, and as the same may be amended from time to time as therein provided, said Declaration 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; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(c) acquire (by gift, purchase or otherwise), own or hold real or personal property in connection with the affairs of the Corporation;

(d) pledge, sell, lease, operate, maintain, transfer or otherwise dispose of any or all of its personal property;

(e) mortgage any or all of its real property and improvements thereon, subject to the approval of the Class C Members and of two-thirds of the votes cast on the question by the Class A Members;

(f) dedicate, sell or transfer all or any part of its real property and improvements thereon for such purposes and subject to such conditions as may be agreed to by the Members and pursuant to the approval of the Class C Members and two-thirds of the votes cast on the question by the Class A Members:

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, as provided in the Declaration;

(h) to apply for and obtain, purchase or otherwise acquire any licenses, rights, permits and the like as may be used for any of the purposes of the Corporation;

(i) to have the power, either directly or indirectly, either alone or in conjunction with and in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes;

(j) to have and to exercise any and all powers, rights and privileges which a Corporation organized under the General Corporation Laws of the State of Maryland by law may now or hereafter have or exercise.

No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the postscriptive provisions of the Internal Revenue Code. The Corporation shall not directly or indirectly participate in, or intervene in, (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

FOURTH: Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declarations, including contract sellers, shall be an owner member of the Corporation as defined herein. The membership provisions are not intended to include, and do not include, persons or entities who hold an interest merely as security for the performance of an obligation. Every lessee of a living unit which is subject to the Declarations shall be a lessee member of the Corporation, notwithstanding the fact that the living unit may be subject to a ground rent. The following classifications shall be members of the Corporation:

(a) Class A Members.

(1) Class A Members shall include all record owners of

(A) the fee simple interest in a Lot;

(B) the holder of a leasehold interest which may be converted to a fee interest pursuant to Section 8-110, Annotated Code of Maryland, "Real Property".

(2) Class A Members shall not include

(A) the holder of an interest merely as security for the performance of an obligation;

(B) the owner of fee subject to long term lease which may be converted to a fee interest pursuant to Section 8-110, Annotated Code of Maryland, "Real Property"; and

(C) a Developer having Class C Membership rights.

(3) A contract seller who is a Class A Member shall retain such membership until title is transferred unless a written document is filed with the Association which designated the purchaser as the Class A Member.

(b) Class B Members.

Class B Members shall be occupants of Living Units who are owners or tenants holding a written lease having an initial term of at least twelve months.

(c) Class C Members.

Class C Members shall be the Developer as defined in the Declaration.

FIFTH: Voting Rights. Voting right of Members shall be as follows:

(a) Class A Members shall be entitled to one vote for each lot owned.

(b) Class B Members shall be entitled to one vote for the Living Unit occupied.

(c) Class C Members shall be entitled to one vote to be exercised collectively by all persons or companies who qualify as developers and who have waived their rights to participate in the exercise of this vote.

(d) The vote for any membership which is held by more than one person may be exercised by any one of them, unless any objection or protest by any other holder of such membership is made prior to the completion of a vote, in which case the vote for such membership shall not be counted. For the purposes of this paragraph, notice of a scheduled meeting to any one person of any membership shall be deemed as notice to all persons of that membership, unless the Corporation is requested in writing by the person who is requesting specific notice of any meetings.

(e) Any person or entity qualifying as a member of more than one voting class, may exercise those votes to which he is entitled for each such class of membership, except as otherwise prohibited.

(f) Where a vote of the Members is required, the Board of Directors shall, by resolution, determine whether the questions shall be decided by referendum or at a meeting, and give notice thereof as provided in the By-Laws.

(g) The Corporation may suspend or restrict the right of any Member, except a Class C Member, to vote as a means of enforcing compliance with the provisions of the Corporation Charter and By-Laws, the Declarations, or, of collecting assessments that are in default, provided rules for the suspension or limitation of the right to vote is provided for in the By-Laws.

SIXTH: The post office address of the principal office of the Corporation in Maryland is P.O. Box 271, Bel Air, Maryland 21014. The name and post office address of the Resident Agent of the Corporation in Maryland is Melvin G. Bosely, One Bel Air South Parkway, Bel Air, Maryland 21014, for the purpose of accepting service in the State of Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: This Corporation is not organized for the pecuniary profit of its directors, officers, or members, nor may it issue stock nor declare not distribute dividends, and no part of its net income shall inure to the benefit of any director, officer or member, and any balance of money or assets remaining after the full payment of corporate obligations of all and any kind shall be devoted solely to the non-profit purposes of the Corporation.

EIGHTH: The Corporation shall have three (3) directors until the first membership meeting and thereafter the affairs of this Corporation shall be managed by a board of up to nine (9) directors, who need not be members of the Corporation. The number, term of office and method of selection shall be as provided in the By-Laws of the Corporation. The name and address of the persons who are to act in the capacity of directors until the selection of their successors are:

Roy A. Bosely	P.O. Box 271, Bel Air, Maryland 21014
Melvin G. Bosely	P.O. Box 271, Bel Air, Maryland 21014
Michael M. Richards	P.O. Box 271, Bel Air, Maryland 21014

NINTH: The Corporation may be dissolved with the assent given in writing and signed by the Class C Member and by not less than two-thirds (2/3) of the Class A Members. Notwithstanding the foregoing, the Corporation shall not be finally dissolved without first having disposed of any and all property that is held by the Corporation to another corporation, association or governmental agency. In the event that the Charter of this Corporation shall lapse for any reason, the Board of Directors shall continue as a governing board for an unincorporated association wherein all members shall have the same rights and obligation for the unincorporated association as if the Corporation were continuing in full force and effect. All actions taken after the lapse of the Charter shall, unless otherwise provided for by law, by the actions of the unincorporated association and not those of the Corporation.

TENTH: The duration of the Corporation shall be perpetual unless dissolved as provided for herein.

ELEVENTH: Amendment of these Articles shall require the assent of the Class C Member and of seventy-five percent (75%) of the Class A and Class B Members, except that for a period of two (2) years from and after the date of the filing of these Articles, amendments required by the Federal Housing Administration and/or the Veterans Administration as a condition of approval of this Charter, shall only require the assent of the Class C Member.

TWELFTH: Invalidation of any of these Articles or section of articles by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Laws of the State of Maryland, the undersigned, constituting the incorporator of this Corporation has executed these Articles of Incorporation, this 1st day of April, 1975.

WITNESS:

(signed) Richard F. Melfa

(signed) Melvin G. Bosely

STATE OF MARYLAND, COUNTY OF HARFORD, SCT:

I HERBY CERTIFY, that on this 1 day of April, 1975, personally appeared MELVIN G. BOSELY, who acknowledged himself to be the incorporator named in the foregoing Articles of Incorporation and that he executed the same for the purposes therein contained.

AS WITNESS, my hand and Notarial Seal.

(signed) Richard F. Melfa, Notary Public

My Commission expires: 07/01/1978