

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **

DOCUMENT CODE 02 BUSINESS CODE 04

Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361988384461

ID # D07375959 ACK # 1000361988384461
LIBER: B00517 FOLIO: 0064 PAGES: 0008
NEWTON MANOR HOMEOWNERS ASSOCIATION, IN
C.

05/13/2003 AT 10:07 A WO # 0000740274

New Name _____

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: 20

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 90

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code

Adoption of Assumed Name _____

Other Change(s) _____

Code 544

Attention: _____

Mail to Address: _____

Credit Card Check _____ Cash _____

Documents on _____ Checks _____

Approved By: NO 013

Keyed By: _____

COMMENT(S): _____

CUST ID: 0001125272
WORK ORDER: 0000740274
DATE: 05-15-2003 05:12 PM
AMT. PAID: \$90.00

ARTICLES OF INCORPORATION

OF

NEWTON MANOR HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the Corporations and Associations Article, Title 2, Annotated Code of Maryland (1999 Replacement Volume), the undersigned, Michelle J. Edelstein, whose post office address is c/o Samek, McMillan & Metro, P.C., 1901 Research Boulevard, Suite 220, Rockville, Maryland 20850, being at least eighteen (18) years of age, has this day, by execution of these Articles, voluntarily declared herself to be an incorporator for the purpose of forming a non-stock, non-profit corporation pursuant to the general laws of Maryland, and does hereby certify:

ARTICLE I
NAME OF CORPORATION

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

ARTICLE II
PRINCIPAL OFFICE

The post office address of the principal office of the Association is c/o Somerset Development Company, 9400 Irving Road, Bel Alton, Maryland 20611.

ARTICLE III
RESIDENT AGENT

The name of its resident agent is Stephen H. Scott, whose post office address is Chapman, Bowling & Scott, P.O. Box 610, La Plata, Maryland 20606. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV
POWERS AND PURPOSES

This Association does not contemplate pecuniary gain or profit, direct or indirect to the Members thereof, and the specific purposes for which it is formed are to provide for or assure the maintenance, preservation and architectural control of the property subject to the Declaration of Covenants, Conditions and Restrictions, Newton Manor Homeowners Association, Inc. (the "Property"), including such additions thereto as may be hereafter brought within the jurisdiction of the Association, and to promote the health, safety and welfare of the owners of the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose, the

Association shall have the power and authority to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," made by Newton Manor, L.L.C., hereinafter called the "Declarant," applicable to the Property and recorded or to be recorded among the Land Records of St. Mary's 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 in full and made a part hereof;

(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, including all office expenses, licenses, taxes or governmental charges levied or imposed against the property of the Association and all other expenses incident to the conduct of the business 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 a majority of each class of Members mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property unless the Declaration or By-Laws provides otherwise;

(f) Have and exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the laws of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE V **NO CAPITAL STOCK**

This Association is not authorized to issue any capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its Members. No Member shall have any personal liability for the debts or obligations of the Association.

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ARTICLE VI
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as such term is defined in the Declaration), including contract sellers, shall be a Member of the Association; provided that any such person or entity who or which holds such interest merely as security for the performance of an obligation shall not be a Member. 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
VOTING RIGHTS

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

Class A: Class A Members shall be all owners of Lots with the exception of the Declarant and the Builder (with respect to any Lot for which the Declarant or the Builder holds a Class B membership), and Class A Members shall be entitled to one (1) vote for each Lot owned. When more than one (1) person 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 (1) vote be cast by a Class A Member with respect to any Lot.

Class B: The Class B Members shall be the Declarant and the Builder (as such term is defined in the Declaration), their nominee or nominees. The Class B Member or Members shall have one (1) Class B membership for each Lot in which such Member holds the interest otherwise required for Class A membership. Each Class B Member shall be entitled to five (5) votes for each Class B membership which such Member holds. Class B membership shall lapse and become a nullity on the first to happen of the following events:

(i) when all of the Lots have been acquired by Class A Members;

or

(ii) five (5) years from the date of recordation of the Declaration; provided, however, that if the Declarant or the Builder is delayed in the improvement and development of the Property, and the construction of dwelling units thereon, on account of a sewer, water or building permit moratorium, or any other cause or event beyond the Declarant's or the Builder's control, the aforesaid five (5) year period shall be extended by a period of time equal to the length of the delays or two (2) years, whichever is less.

Upon the lapse or surrender of all of the Class B memberships as provided for in this Article, the Declarant and the Builder shall thereafter become and

remain a Class A Member of the Association as to each and every Lot in which the Declarant or the Builder then holds the interest otherwise required for such Class A membership.

The Members of the Association shall have no preemptive rights, as such Members, to acquire any memberships of this Association that may at any time be issued by the Association except as may be specifically provided in these Articles of Incorporation or the By-Laws of the Association.

ARTICLE VIII **BOARD OF DIRECTORS**

The affairs of this Association shall initially be managed by a Board of Directors consisting of three (3) directors whose names and addresses are hereinafter listed. Until the lapse of Class B membership, all three (3) directors shall be appointed by the Declarant. Commencing with the first annual meeting of the Association following the lapse of Class B membership, the Board shall consist of not fewer than three (3) directors elected by the Members. The directors need not be Members of the Association. The names and addresses of the persons who are to initially act in the capacity of directors until the appointment or selection of their successors are:

1. Torben Agesen
c/o Cherrywood Development L.L.C.
3680 Leonardtown Road, Suite 202
Waldorf, Maryland 20601

2. John Sites
c/o Somerset Development Corporation
9400 Irving Road
Bel Alton, Maryland 20611

3. Allen West
c/o Somerset Development Corporation
9400 Irving Road
Bel Alton, Maryland 20611

At the first annual meeting following the lapse of Class B membership, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years. At each annual meeting thereafter, the Members shall elect a director to each vacancy for a term of three (3) years.

ARTICLE IX
DIRECTOR AND OFFICER LIABILITY

No director or officer of the Association shall be liable to the Association or to its Members for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

ARTICLE X
DISSOLUTION

The Association may not be dissolved until after the lapse of Class B membership, and then only with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with this ARTICLE X) shall be mailed to every Member not less than ten (10) days nor more than fifty (50) days in advance of any action to be taken. Upon dissolution of the Association, other than that 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

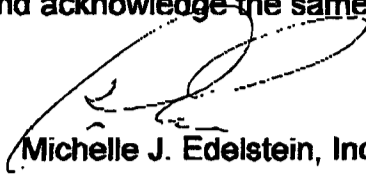
ARTICLE XI
DURATION

This Association shall exist perpetually.

ARTICLE XII
AMENDMENTS

Amendment of these Articles shall require the assent of a majority of the entire membership. Notwithstanding the foregoing, these Articles may be amended by the Declarant without the vote of the Members at any time prior to the lapse of Class B membership.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this
13th day of May, 2003, and acknowledge the same to be my act.



Michelle J. Edelstein, Incorporator

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I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR
THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.



Stephen W. Scott