

ARTICLES OF INCORPORATION
OF
THE ORCHARDS ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James C. Alban, Jr., whose post-office address is 2 Bellemore Road, Baltimore 10, Maryland; Ward L. Bennett, whose post-office address is 5707 Stony Run Drive, Baltimore 10, Maryland; Samuel M. Dell, Jr., whose post-office address is 4 Bellemore Road, Baltimore 10, Maryland; Albert F. Goetze, Jr., whose post-office address is 5702 Stony Run Drive, Baltimore 10, Maryland; and Wilbur VanSant, whose post-office address is 5710 Stony Run Drive, Baltimore 10, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

THE ORCHARDS ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate a non-profit association for the purpose of the preservation and improvement of "The Orchards", that is to say, that tract of land lying in Baltimore City which has been subdivided into lots and parcels as shown on a plat filed among the Land Records of Baltimore City and marked "The Orchards." No part of the net earnings of such association is to enure to the benefit of any member, private shareholder or individual.

For the general purposes aforesaid and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To promote the interests and welfare of the residents of that part of Baltimore City known as The Orchards, to cooperate in the prevention or abatement of any nuisances or undesirable structures, buildings, noises, odors, and unsightly objects of any kind, and generally to support any object deemed prejudicial to The Orchards.

(b) To assume and exercise from time to time any or all of the rights, titles, easements, reservations and estates reserved by or given to Safe Deposit and Trust Company of Baltimore (now Mercantile-Safe Deposit and Trust Company of Baltimore), a Maryland Corporation, Trustee under Will of Douglas H. Gordon, deceased, and Douglas H. Gordon, Jr. and Safe Deposit and Trust Company of Baltimore (now Mercantile-Safe Deposit and Trust Company of Baltimore), a Maryland Corporation, Trustee under Decree of Circuit Court of Baltimore City passed February 20, 1936 in the proceedings entitled "Ex Parte in the matter of the Sole and Separate Estate of Elizabeth Clarke Gordon", Grantors, by a certain Deed and Agreement dated the 22nd day of October, 1936 and recorded among Land Records of Baltimore City on October 27, 1936 in Liber S.C.L. No. 5670, folio 577, etc., which may be assigned to the Corporation by the aforesaid Grantors pursuant to the last paragraph of Sub-Division XIV of said Deed and Agreement and which may be accepted by the Corporation

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real and/or personal property.

(d) To loan or advance money with or without security without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation; and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation real or personal, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(e) To carry on any of the purposes and objects hereinbefore enumerated for itself or for the account of others, or through others for its account or for the account of its members, and to engage in any other transaction which may be deemed be calculated, directly or indirectly, to effectuate or facilitate the accomplishment of the foregoing objects or purposes of any of them or to be in furtherance thereof.

(f) The have and exercise all of the general powers conferred on corporations by the corporation law of the State of Maryland, and by Section 9 of Article 23 of the Annotated Code of Maryland (1957 edition) as the same may be amended from time to time, except that the Corporation shall not be authorized to issue any capital stock.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is 530 Equitable Building, Baltimore 2, Maryland. The Resident Agent of the Corporation is John R. Royster, whose post-office address is 530 Equitable Building, Baltimore 2, Maryland. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. Eligibility for membership in the Corporation shall be limited exclusively to owners of interests in fee simple or perpetually renewable leasehold property, located within the boundaries of The Orchards except that owners of ground rents, mortgagees or lienholders of any kind, as such, shall not be eligible for membership. Eligible owners, as aforesaid, shall become members in such manner and on such basis as may be prescribed by the By-Laws. Members may resign or be removed from membership in such manner as may be prescribed by the By-Laws, and upon the sale by any member of his, her, their or its interest in property in The Orchards, membership in the Corporation shall thereupon cease. Voting rights of members, classes of membership, and other rights, duties, privileges and obligations of members shall be as provided in the By-Laws. No part of the Corporation's net earnings, net income or net assets shall enure to the benefit of any member, officer director or private shareholder or individual, it being the intent hereof that the Corporation shall be a non-profit organization.

SIXTH: The Corporation shall have at least three (3) Directors and may have such greater number as may be prescribed in its By-Laws. James C. Alban, Jr., Ward L. Bennett, Samuel M. Dell, Jr., Boyd G. Frey, Albert F. Goetze, Jr. and Wilbur VanSant shall act as such Directors until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The members of the Corporation, and the private property of the members, shall not be subject to the payment of corporate debts or obligations to any extent whatever.

EIGHTH: The following provisions are hereby adopted for the purpose of defining and regulating the powers of the Corporation and of the directors and members, it being intended that the same shall be in furtherance and not in limitation or exclusion of the powers otherwise conferred by law:

- (a) The Board of Directors may exercise all of the power of the Corporation, except such as are by law or the Articles of Incorporation or by the By-Laws conferred upon or reserved to the members.

(b) Unless otherwise provided by the By-Laws, the Directors shall have power, without the assent or vote of the members, to make, amend, change, add to or repeal the By-Laws of the Corporation.

(c) The Corporation reserves the right to make from time to time any amendments of its charter or of these Articles which may now or hereafter be authorized by law.

NINTH: The duration of the Corporation shall be perpetual

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 1st, 1968.

WITNESS:

James C. Alban, Jr.

Ward L. Bennett

Samuel M. Dell, Jr.

Boyd G. Frey

Albert F. Goetze, Jr.

Wilbur VanSant