

AMENDED
ARTICLES OF INCORPORATION
OF
MONTGOMERY VILLAGE FOUNDATION, INC.

FIRST: We, the undersigned, Norman M. Glasgow, Harvey H. Holland, Jr. and Allen Jones, Jr., all of whom are residents of Montgomery County, Maryland, and all of whom are at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a non-stock, non-profit corporation.

SECOND: The name of the corporation is

MONTGOMERY VILLAGE FOUNDATION, INC.

THIRD: The purposes for which the corporation is formed are:

To promote the health, safety and welfare of the residents of the community of Montgomery Village, Maryland, and as described and defined in applicable Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in the land records for Montgomery County, Maryland, and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by virtue of the recording of Supplementary Declarations of Covenants, Conditions and Restrictions.

To own, acquire, build, operate and maintain parks, playgrounds, swimming pools and other recreational facilities, open spaces, commons, streets, roads and walkways, including buildings, structures and personal properties incident thereto and to provide such facilities and services in connection therewith as permitted by law and including, but not limited to, the following:

1. Exterior maintenance for properties within Montgomery Village;
2. Garbage and trash collection;
3. Fire and police protection;
4. Maintenance of unkempt lands or trees; and
5. Other supplemental municipal services.

To fix assessments or charges to be levied against the Private Dwelling Units and Multifamily Rental Units located within Montgomery Village and the Owners thereof.

To enforce any and all covenants, restrictions and agreements applicable to Montgomery Village.

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishments of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: This corporation is not authorized to issue capital stock.

FIFTH: Every person or entity who is a record Owner of a fee or undivided fee interest in any Private Dwelling Unit or Multifamily Rental Unit within Montgomery Village which is subject to the applicable Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in the land records for Montgomery County, Maryland shall automatically be a Member of this corporation, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member and provided further that no voting or other privileges and no assessments or charges provided for in said Declaration of Covenants, Conditions and Restrictions shall be effective for any Private Dwelling Unit or Multifamily Rental Unit until such Unit has first been occupied; thereafter, all voting and other privileges and all assessments and charges shall be fully effective whether such Private Dwelling Unit or Multifamily Rental Unit be occupied or not.

SIXTH: The corporation shall have the following two classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in paragraph FIFTH above with the exception of the Developer (Developer may, however, become a Class A Member upon termination of its Class B membership as hereinafter provided). Class A Members shall be entitled to:

- (a) Two (2) votes for each Private Dwelling Unit; and
- (b) One (1) vote for each Multifamily Rental Unit in which they hold the interests required for membership under paragraph FIFTH above. When more than one person holds such interest or interests in any Private Dwelling Unit or Multifamily Rental Unit, all such persons shall be Members, and the vote provided herein shall be exercised as they among themselves determine, but in no event shall more than the prescribed number of votes be cast with respect to any Private Dwelling Unit or Multifamily Rental Unit.

Class B. The Developer shall be the sole Class B Member. The Class B Member shall be entitled to fourteen thousand (14,000) votes in this corporation. The Class B membership shall cease and terminate upon the happening of either of the following events, whichever first occurs:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in Class B membership; or
- (b) On August 24, 1992.

From and after the happening of either of these events, whichever first occurs, the Class B Member shall be deemed to be a Class A Member entitled to two (2) votes for each Private Dwelling Unit and one (1) vote for each Multifamily Rental Unit (as provided for Class A Members) in which it holds the interests required for membership under paragraph FIFTH above.

When voting procedures are not otherwise specified, Class A Members (other than Owners of Multifamily Rental Units who shall vote in person or by proxy) shall cast their votes in the corporation through duly elected representatives as provided in the By-laws of the corporation.

SEVENTH: The post office address of the principal office of the corporation is 5510 Pollard Road, Bethesda, Montgomery County, Maryland, via Washington, D. C. 20016. The name of the resident agent of the corporation is M. E. Kettler, a citizen of this State actually residing therein, and the post office address of the resident agent is 5510 Pollard Road, Bethesda, Montgomery County, Maryland, via Washington, D. C. 20016.**

EIGHTH: The affairs of the corporation shall be managed by a Board of nine (9) Directors who need not be Members of the corporation. The initial Board of Directors shall consist of nine (9) Directors who shall hold office until the election of their successors for the terms hereinafter set forth. Beginning with the first annual meeting to be held on or before March 14, 1967, the Members, at each annual meeting, shall elect three (3) Directors each for a term of three (3) years.

The names and addresses of those persons who are to act as Directors until the election of their successors and their terms of office are:

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To serve until the first annual meeting to be held on or before March 14, 1967:

<u>Name</u>	<u>Address</u>
Clarence E. Kettler	6613 Tulip Hill Terrace, Bethesda, Maryland
Ward V. Buzzell	10417 Lloyd Road, Potomac, Maryland
John M. Gornall	1002 Dead Run Drive, McLean, Virginia

To serve until the next succeeding annual meeting:

<u>Name</u>	<u>Address</u>
M. E. Kettler	5510 Pollard Road, Bethesda, Maryland
Charles V. Phillips, Jr.	7301 Venice Street, Falls Church, Virginia
Herbert A. Haller	4612 Edgefield Road, Bethesda, Maryland

To serve until the next succeeding annual meeting:

<u>Name</u>	<u>Address</u>
James F. Walker, Jr.	7116 Wolfree Lane, Rockville, Maryland
William N. Hurley, Jr.	7 Montgomery Avenue, Gaithersburg, Maryland
Allen Jones, Jr.	5913 Rossmore Drive, Bethesda, Maryland

NINTH: The corporation may be dissolved only upon the assent of two-thirds (2/3) of the total votes of all classes of Members of those voting upon written ballot with shall be sent to all Members at least ninety (90) days in advance of the canvass thereof and which notice shall set forth the reasons for such dissolution and the disposition to be made of the assets (which shall be consonant with paragraph TENTH hereof).

TENTH: Upon dissolution of the corporation, the assets of the corporation, both real and personal, shall be disposed of in a manner acceptable to the Montgomery County Government as provided under the Town Sector Zoning Ordinance. No such disposition of Foundation properties shall be effective to divest or diminish any right or title of any Member vested in him under the recorded covenants and deeds applicable to the Community or Common Properties unless made in accordance with the provisions of such covenants and deeds.

ELEVENTH: These Articles may be amended only upon the assent of two-thirds (2/3) of the total votes of all classes of Members of those voting upon written ballot which shall be sent to all Members at least ninety (90) days in advance of the canvass thereof and which notice shall set forth the proposed amendment to these Articles, provided that no amendment shall be effective to impair or dilute any rights of Members that are covered by the recorded covenants, conditions and restrictions applicable to the properties located within Montgomery Village (as, for example, membership and voting rights) which are part of the property rights and interests created thereby.

TWELFTH: The quorum required for any action authorized by Articles NINTH and ELEVENTH hereof shall be as follows: A return at the first canvass of ballots representing sixty (60) percent of the total votes of all classes of Members shall constitute a quorum. If the required quorum is not forthcoming at the first canvass, another may be taken, subject to the notice requirements set forth in said Articles NINTH and ELEVENTH, and the required quorum at any such subsequent canvass shall be one-half (1/2) of the required quorum at the preceding canvass, provided that no such subsequent canvass shall be taken more than (60) days following the preceding canvass.

THIRTEENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 6th day of June, 1966.

/s/
Norman M. Glasgow
6937 Race Horse Lane
Rockville, Maryland

/s/
Harvey H. Holland, Jr.
7012 Tilden Lane
Rockville, Maryland

/s/
Allen Jones, Jr.
5913 Rossmore Drive
Bethesda, Maryland

WITNESS AS TO ALL:

George H. Clark /s/

DISTRICT OF COLUMBIA, ss:

I hereby certify that on June 6, 1966 before me, the subscriber, a notary public in and for the District of Columbia, personally appeared Norman M. Glasgow, Harvey H. Holland, Jr. and Allen Jones, Jr., and severally acknowledged the foregoing Amended Articles of Incorporation to be their act as the incorporators named therein.

WITNESS my hand and notarial seal or stamp the day and year last above written.

Alma B. Newell /s/
Notary Public, D.C. (Notary Stamp)

My commission expires April 14, 1970.

**As recorded on March 25, 2004, the resident agent was changed to John R. Zakian, and the corporation address is 10120 Apple Ridge Road, Montgomery Village, Maryland 20886.

AMENDED ARTICLES OF INCORPORATION

OF

MONTGOMERY VILLAGE FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 20, 1966 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 7295

Recorded in Liber 7548, folio 97, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$10.00

To the clerk of the Circuit Court of Montgomery County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

/s/ _____

