

COON & COLE, LLC

ATTORNEYS AT LAW

401 WASHINGTON AVENUE, SUITE 501
TOWSON, MARYLAND 21204

Telephone (410) 244-8800

Facsimile (410) 825-5941

ABERDEEN OFFICE:
400 Hickory Drive - Suite 301
Aberdeen, Maryland 21001

HAVRE DE GRACE OFFICE:
440 Majestic Prince Circle
Havre de Grace, Maryland 21078
(410) 206-8217

CURTIS C. COON*, P.C.

DAVID H. COLE, P.C.
Direct Dial: 410-630-4426
davidhcole@ccclaw.net

MICHAEL J. MORAN, P.C.
Of Counsel

KATHERINE EARLS BUKOWSKY
JUSTIN B. ARONSON
COLIN J. CASLER

* Admitted in MD and DC

April 3, 2009

Via Federal Express

State Department of Assessments and Taxation
Corporate Charter Division
301 W. Preston Street, Room 801
Baltimore, Maryland 21201

**Re: EXPEDITED APPROVAL REQUESTED – Articles of Incorporation for
Wrights Wharf Estates Homeowners Association, Inc.**


Dear Sir or Madam Clerk:

Please find enclosed an original of the Articles of Incorporation for Wrights Wharf Estates Homeowners Association, Inc., along with a check in the amount \$170.00 to reflect the filing fee and fee to expedite the filing. Kindly expedite the filing of the Articles of Incorporation.

Please date stamp the enclosed copy of the Articles and return the same to me in the enclosed self-addressed envelope.

Thank you. If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



David H. Cole

DHC/enc

**ARTICLES OF INCORPORATION
OF
WRIGHTS WHARF ESTATES HOMEOWNERS ASSOCIATION, INC.**

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, David H. Cole, whose address is 401 Washington Avenue, Suite 501, Towson, Maryland, being at least twenty-one (21) years of age, acting as incorporator, do hereby form a corporation pursuant to the General Laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called the "Association") is **WRIGHTS WHARF ESTATES HOMEOWNERS ASSOCIATION, INC.**

THIRD: The Association is not formed for profit or pecuniary gain of any sort inuring to the benefit of the members thereof or to any individuals or corporations. The purposes for which the Association is formed are as follows:

(1) Its general purpose is to provide for the maintenance, preservation, and architectural control of the real property described in a Declaration of Covenants and Restrictions (hereinafter called the "Declaration") made by Wrights Wharf Estates, Inc. ("Declarant"), to be recorded among the Land Records of Dorchester County, Maryland, and with respect to the Common Area therein described, to promote the health, safety and welfare of the residents and to enforce the covenants and restrictions described above within the residential community of Wrights Wharf Estates.

(2) For the general purpose aforesaid, the Association shall have the following specific purposes:

(a) To acquire by assignment or deed as the result of gift, purchase, or otherwise, and to own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise deal with or dispose of the Common Area within the aforesaid community of Wrights Wharf Estates, subject to all restrictions set forth in the aforesaid Declaration, other real property, and such personal property as may be necessary or proper for the conduct of the affairs of the Association;

(b) To exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the aforesaid Declaration 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;

(c) To establish, fix, make, impose, levy, collect and enforce payment of, 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 Association, including all licenses, taxes or governmental charges levied or

imposed against the property of the Association;

(d) To purchase, lease, option or otherwise acquire, own, hold, preserve, develop, improve, build upon, manage, operate, maintain, convey, sell, exchange, rent, lease, dedicate for public use, or in any manner transfer or dispose of any real or personal property in connection with the affairs of the Association; subject to the conditions and limitations contained in the Declaration;

(e) To borrow or to raise money for any of the purposes of the Association, 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, upon authorization of two-thirds (2/3) of the votes of each class of members of the Association, voting separately thereon, to secure the payment of the money borrowed 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 Association;

(f) To dedicate or transfer all or any part of the Common Areas, property and facilities of the Association to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed upon by the members, provided, however, that no such dedication, sale or transfer, in fee, shall be effective unless made by an appropriate instrument signed by two-thirds (2/3) of the votes of each class of members in the Association, consenting to such dedication or transfer at a special meeting of members duly called for such purpose, provided, however, that any such dedication or transfer shall also be subject to limitations providing for prior consent of the Federal Housing Administration and Veterans Administration as provided for in the Declaration.

(g) To participate in mergers and consolidations with other non-profit organizations, organized for the same purpose, as provided for in the Declaration, the By-Laws, or the Laws of the State of Maryland; however, any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of members and which shall also be subject to limitations providing for prior consent of the Federal Housing Administration and Veterans Administration as provided for in the Declaration.

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under the non-stock, Non-Profit Corporation law of the State of Maryland by law may now or hereafter have or exercise, without limitation by the foregoing description of specific powers.

(3) The Association is formed under the articles, conditions and provisions expressed herein and in the General Laws of this State. In no event, however, shall the Association: (i) carry on any propaganda or otherwise attempt to influence any legislation or any public administrative action; (ii) participate or intervene in any political campaign on behalf of any candidate for public office, by any means, including the publication or distribution or any statement for or against any such candidate; (iii) carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal

Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue law; or (iv) invest in or use any property in such a manner as to jeopardize its exemption from taxation under the aforesaid Section 501(c)(4) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

FOURTH: The post office address of the principal office of the Association in this State is 14 Back River Neck Road, Baltimore, Maryland 21221. The name and post office address of the resident agent of the Association in this State is David H. Cole, 401 Washington Avenue, Suite 501, Towson, Maryland 21204. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Association shall have three (3) directors, which number may be increased or decreased pursuant to the By-Laws of the Association, but shall never be less than three (3) nor more than seven (7); and the names of the directors who shall act until their successors are duly chosen and qualify are: Kirk A. Salvo, Dru A. Salvo, and Todd C. Salvo. No director need be a member of the Association.

SIXTH: The Association is not authorized or empowered to issue capital stock of any type or class. The Association is and shall be a membership corporation, and every person or entity who is a owner, as hereinafter defined, of a Lot now or hereafter laid out or established in Wrights Wharf Estates for single-family residential use or any part of the Additional Property of Wrights Wharf Estates pursuant to the Declaration brought within the jurisdiction of the Association. Each member shall be designated either a Class A member or a Class B member. A description of each class of membership with the voting rights and powers of each class is as follows:

Class A. Class A members shall be all Owners (except the Declarant during such time as there shall be a Class B membership) of Lots which are subject to assessment by the Association under the terms of this Declaration, and shall be entitled to one vote for each such Lot so owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as the members among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, or its successors or assigns, if such successors or assigns should acquire one (1) or more undeveloped Lots from the Declarant for the purpose of development or constructing residential dwelling units on Lots and who are expressly granted rights of the Declarant in conjunction with a conveyance of a portion of the Property. The Declarant, its successors and assigns, shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership upon the date on which the total votes outstanding in the Class A membership exceeds the total votes outstanding in the Class B membership.

The "Owner" or "Record Owner" referred to in these Articles shall mean and refer to and include the person, firm, corporation, trustee, or legal entity, or the combination thereof, including contract sellers, holding record title to a Lot, either in his, her, or its own name, or as

joint tenants, tenants in common, tenants by the entirety, or tenancy in co-partnership, if the Lot is held in such real property tenancy or partnership relationship. If more than one person, firm, corporation, trustee, or other legal entity hold the record title to any one Lot, whether in a real property tenancy, partnership relationship, or otherwise, all of same, as a unit, and not otherwise, shall be deemed a single Record Owner and shall be or become a single member of the Association by virtue of ownership of such Lot. The term "Owner" or "Record Owner", however, shall not mean, refer to or include any contract purchaser, nor the owner of any redeemable ground rent issuing out of any Lot, nor shall it include any mortgagee named in any mortgage covering any Lot designed solely for the purpose of securing performance of an obligation or payment of a debt.

SEVENTH: The duration of the Association shall be perpetual.

EIGHTH: The Association may be dissolved only under and in accordance with the laws of the State of Maryland, provided such dissolution first be authorized, in writing, signed by not less than two-thirds (2/3) of the votes of each class of members of the Association, computed separately, and subject to the conditions and limitations contained in the Declaration. Upon any dissolution of the Association, after discharge of all corporate liabilities, the Board of Directors shall dispose of the assets of the Association, by dedication thereof to an appropriate public agency to be used for purposes similar to those for which the Association was formed. In the event that such dedication is refused, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization as shall at the time qualify as an organization or organizations exempt from taxation under Section 501(c) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue laws, as the Board of Directors may determine, preferably to a semi-public agency, to be used in furthering, facilitating or effectuating purposes similar to those for which the Association was formed.

NINTH: Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of each class of members of the Association.

TENTH: As long as there is a Class B membership and if any Lot is security for a mortgage or deed of trust insured by the Federal Housing Administration or guaranteed by the Veterans Administration, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: dedication of Common Area to the public, amendment of the Declaration except by filing a supplemental declaration as provided for therein, change of use restrictions, abandonment or termination of the Declaration, merger or consolidation of the Association with any other entity or the sale, lease or exchange or other transfer of all or substantially all of the assets of the Association to any other entity; or the dedication, conveyance or mortgage of the Common Area.

THE UNDERSIGNED, DAVID H. COLE, ALSO HEREBY CONSENTS TO SERVE AS RESIDENT AGENT FOR WRIGHTS WHARF ESTATES HOMEOWNERS ASSOCIATION, INC.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 3rd day of April, 2009.

WITNESS:

Linda Chasey



David H. Cole