

CHURCHILL COMMUNITY FOUNDATION, INC.

ARTICLES OF INCORPORATION

DECLARATION

BY-LAWS



STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF INCORPORATION

OF

THE CHURCHILL COMMUNITY FOUNDATION, INC.

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, November 14, 1974
at 8:30 o'clock A.M.

AS WITNESS my hand and official Seal of the said Department at
Baltimore this 21st day of November, 1974.

A handwritten signature in cursive script, reading "Richard H. Keller", written over a horizontal line.

RICHARD H. KELLER
SUPERVISOR-CHARTER DIVISION

ARTICLES OF INCORPORATION
THE CHURCHILL COMMUNITY FOUNDATION, INC.

THIS IS TO CERTIFY:

That I, Stanley A. Hoffberger, whose post office address is 10215 Fernwood Road, Suite 300, Bethesda, Maryland 20034, being at least twenty-one (21) years of age, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I. The name of this Corporation shall be:

THE CHURCHILL COMMUNITY FOUNDATION, INC.

herein called the "Foundation".

ARTICLE II. The period of existence and duration of the life of the Foundation shall be perpetual.

ARTICLE III. The principal office for the transaction of business of the Foundation shall be initially located in the County of Montgomery, State of Maryland, at:

10215 Fernwood Road
Bethesda, Maryland 20034

Stanley A. Hoffberger, of 10215 Fernwood Road, Suite 300, Bethesda, Maryland 20034, shall be designated as the statutory resident agent of the Foundation. Said resident agent is a citizen and actual resident of the State of Maryland.

ARTICLE IV. The general purpose for which the Foundation is formed, and business or objects to be carried on and promoted by it, are as follows:

- (a) to organize and operate a corporation, no part of the net earnings of which is to inure to the benefit of any member or other individual;
- (b) pursuant to and in a manner consistent with a certain Declaration relating thereto and heretofore recorded among the Land Records for Montgomery County, Maryland to lease, acquire and to own and to provide for the maintenance,

operation and management of certain common areas and community facilities located within a community in Montgomery County, Maryland known as "CHURCHILL", and to provide certain management and other services for the residential and other property located therein.

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

- (1) to construct, improve and maintain, operate and to buy, own, sell, convey, assign, mortgage, lease or manage any real estate and any personal property necessary or incident to the furtherance of the business of the Foundation; and
- (2) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, deed of trust, pledge, or other lien; and
- (3) to enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the non-profit purposes of the Foundation; and
- (4) to make patronage refunds to members as provided for in the By-Laws of the Foundation; and
- (5) insofar as permitted by law, to do any other thing that, in the judgment of the members or the Board of Directors, will promote the business of the Foundation or the common benefit of its members and, in general, to exercise the powers set out in the Declaration hereinabove referred to and the By-Laws of the Foundation, and to do every other act not inconsistent with law which may be appropriate to promote and attain the purposes set forth herein and in said Declaration and such By-Laws.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Foundation, and the enjoyment of the exercise thereof, as conferred by the General Laws of the State of Maryland.

ARTICLE V. The Foundation shall have no authority to issue capital stock and will not be operated for profit. The Foundation does not contemplate the distribution of gains, profits or dividends to any of its members. The members of the Foundation shall not be personally liable for the debts, liabilities or obligations of the Foundation.

ARTICLE VI. The authorized number of memberships of the Foundation is 33,200 and shall consist of the following classes with the following number of memberships:

(a) with the exception of the Declarant, every person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who is a record owner of a fee interest in any lot which is or becomes subject by covenants of record to assessment by the Foundation shall be a "Class A" member of the Foundation; provided, however, that any such person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who holds such interest merely as security for the performance of an obligation shall not be a member solely on account of such interest. Each Class A member shall be entitled to one vote for each lot in which such member holds the record interest required for Class A membership, all as more fully set forth in the By-Laws of the Foundation.

(b) there shall be 25,000 "Class B" memberships in the Foundation, all of which shall be issued to the Declarant, or to its nominee or nominees, in such proportion as the Declarant shall, among themselves, determine, all as more fully provided in the By-Laws of the Foundation. Each Class B member shall be entitled to one vote for each Class B membership so held; provided, however, that each Class B membership shall lapse and become a nullity on the first to happen of the following events:

(i) thirty (30) days following the date upon which the total authorized, issued and outstanding Class A memberships equal 8,200; or

(ii) on January 1, 1994; or

(iii) upon surrender of said Class B memberships by the then holders thereof for cancellation on the books of the Foundation.

Upon the lapse or surrender of all of the Class B memberships, as provided for in this Article, the Declarant shall be a Class A member of the Foundation as to each and every lot in which the Declarant then holds the interest otherwise required for such Class A membership.

The property, voting and other rights and privileges of membership, the liability of each member for assessment for common expenses of the Foundation, and the method of collection thereof, shall be as set forth in the Declaration hereinabove referred to and the By-Laws of the Foundation.

ARTICLE VII. In the event any Class A member sells, assigns or otherwise transfers of record the fee interest in any lot in which he holds the interest required for Class A membership (whether voluntarily or by operation of law), such member shall, at the same time, assign the Class A membership appurtenant to said lot to the transferee of the lot and deliver it to him for transfer on the books of the Foundation. The foregoing requirement shall not obtain in the event a lot is transferred as aforesaid merely as security for the performance of an obligation. Except as provided in this Article, Class A memberships shall not be transferable.

ARTICLE VIII. The number of Directors of the Foundation shall not be less than three (3) natural persons nor more than nine (9) natural persons, and the names and post office addresses of the Directors who shall act as such until the first annual meeting, or until such time as their successors are duly chosen and qualified are:

<u>Name</u>	<u>Address</u>
Stanley A. Hoffberger	10215 Fernwood Road Bethesda, Maryland 20034
Robert L. Mitchell	10215 Fernwood Road Bethesda, Maryland 20034
Paul B. Steiger	1225 Martha Custis Drive Alexandria, Virginia 22302

The qualifications, powers, duties and tenure of the office of Director and the manner by which directors are to be chosen shall be as prescribed and set forth in the By-Laws of the Foundation. officers of the Foundation shall be elected and shall serve as provided for in said By-Laws.

ARTICLE IX. The Foundation shall indemnify every Officer and Director of the Foundation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any Officer or Director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of the Foundation) to which he may be made a party by reason of being or having been an Officer or Director of the Foundation whether or not such person is an officer or director at the time such expenses are incurred. The Officers and Directors of the Foundation shall not be liable to the members of the Foundation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Officers and Directors of the Foundation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Foundation and the Foundation shall indemnify and forever hold each such Officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer or Director of the Foundation, or former Officer or Director of the Foundation may be entitled.

The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Foundation. No contract or other transaction between the Foundation and any corporation, firm or association (including the Grantor) in which one or more of the Directors of the Foundation are directors or officers or are pecuniarily or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraphs exist:

(a) the fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the Minutes, and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; or

(b) the fact of the common directorate or interest is disclosed or known to the members, or a majority thereof, and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; or

(c) the contract or transaction is commercially reasonable to the Foundation at the time it is authorized, ratified, approved or executed.

Common or interested Directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any contract or transaction, and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE X. Subject to the limitations set forth in these Articles of Incorporation, the By-Laws of the Foundation and the Declaration, the Foundation reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation.

ARTICLE XI. Provided that any lot subject to the Declaration is then encumbered by a deed of trust or mortgage which is insured by the Federal Housing Administration or guaranteed by the Veterans Administration and, provided, further, that there are then Class B memberships of the Foundation outstanding, neither the members, the Board of Directors nor the Foundation shall, by act or omission, take any of the following actions without the prior written consent and approval of the Federal Housing Administration and the Veterans Administration, as the circumstances may require:

- (a) make any annexation or addition pursuant to Article II of the Declaration; or
- (b) abandon, partition, dedicate, subdivide, encumber, sell or transfer any of the common areas and community facilities; provided, however, that the granting of rights-of-way, easements and the like for public utilities or for other purposes consistent with the use of the common areas and community facilities by the members of the Foundation shall not be considered a transfer within the meaning of this Article; or
- (c) abandon or terminate the Declaration; or
- (d) modify or amend any provision of this Declaration, the By-Laws of the Foundation or these Articles of Incorporation; or
- (e) merge or consolidate the Foundation with any other entity or sell, lease, exchange or otherwise transfer all or substantially all of the assets of the Foundation to any other entity.

ARTICLE XII. Any other provision of these Articles of Incorporation to the contrary notwithstanding, neither the members, the Board of Directors nor the Foundation shall, by act or omission, take any of the following actions without the prior written consent of The Maryland-National Capital Park and Planning Commission, which approval shall not be unreasonably withheld or delayed:

- (a) make any annexations or additions pursuant to Article II of the Declaration; or
- (b) abandon, partition, dedicate, subdivide, encumber, sell or transfer any of the common areas and community facilities; provided, however, that the granting of rights-of-way, easements and the like for public utilities or for other purposes consistent with the use of the common areas and community facilities by the members of the Foundation shall not be considered a transfer within the meaning of this Article; or
- (c) abandon or terminate the Declaration; or

(d) modify or amend any material or substantive provision of the Declaration, the By-Laws of the Foundation or these Articles of Incorporation; or

(e) merge or consolidate the Foundation with any other entity or sell, lease, exchange or otherwise transfer all or substantially all of the assets of the Foundation to any other entity.

ARTICLE XIII. As used in these Articles of Incorporation, the expression "Declarant" shall mean and refer to the Declarant, whether one or more, named in a certain Declaration dated the 1st day of November, 1974, and recorded the 7th day of November, 1974, in Liber 4590 at folio 607 among the Land Records for Montgomery County, Maryland. Unless it is plainly evident from the context that a different meaning is intended, all other terms used herein shall have the same meaning as they are defined to have in the Declaration.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of November, A. D., 1974.

WITNESS:

[Handwritten Signature]

Barry M. Fitzpatrick

[Handwritten Signature] (SEAL)

STANLEY A. HOFFBERGER

STATE OF MARYLAND)
) ss:
COUNTY OF MONTGOMERY)

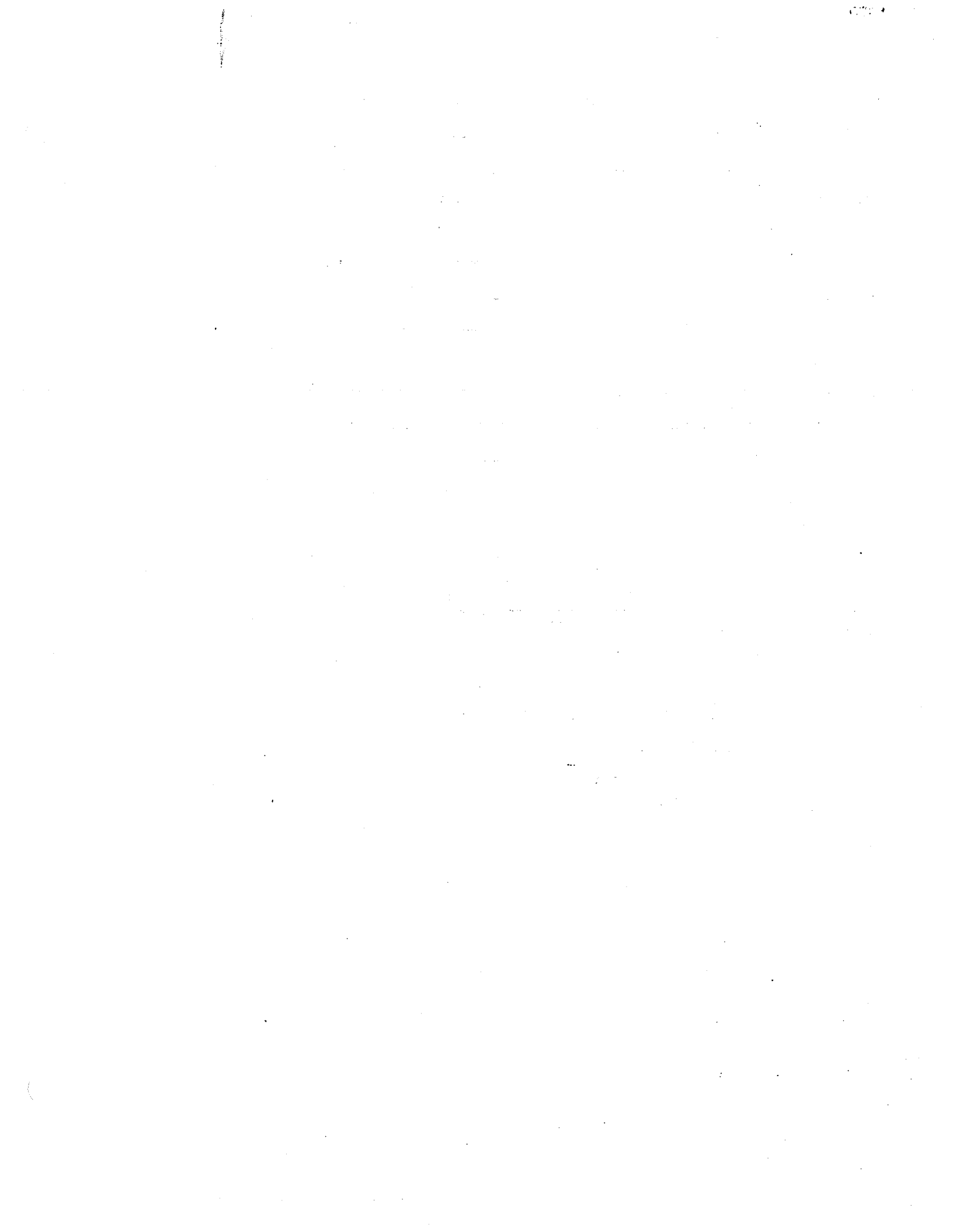
BE IT REMEMBERED, that on this 8th day of November, 1974, personally appeared before me, a Notary Public in and for the State and County afore-said; STANLEY A. HOFFBERGER, party to the foregoing Articles of Incorporation, known personally to me as such, and I having first made known to him, the contents of said Articles of Incorporation, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and he acknowledged the facts stated to be true as set forth.

GIVEN under my hand the year and day first above written.

[Handwritten Signature]

Barry M. Fitzpatrick Notary Public

My Commission expires: 7-1-78



ARTICLES OF REVIVAL
OF
THE CHURCHILL COMMUNITY FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 24, 1980 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2477, (660) 100, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ _____ Special Fee paid \$ _____

To the clerk of the Circuit Court of Montgomery County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indentments 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.



A 96937

THE CHURCHILL COMMUNITY FOUNDATION, INC.

ARTICLES OF REVIVAL

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THE CHURCHILL COMMUNITY FOUNDATION, INC., a Maryland corporation having its principal office in Montgomery County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was heretofore forfeited, on or about May 1, 1975 for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was THE CHURCHILL COMMUNITY FOUNDATION, INC.

THIRD: The name by which the Corporation will hereafter be known is THE CHURCHILL COMMUNITY FOUNDATION, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Suite 1105, 5454 Wisconsin Avenue, Chevy Chase, Montgomery County, Maryland 20015, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture or its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Eugene I. Siegel, Suite 1105, 5454 Wisconsin Avenue, Chevy Chase, Maryland 20015. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, STANLEY A. HOFFBERGER, the original incorporator of THE CHURCHILL COMMUNITY FOUNDATION, INC.

and the sole surviving officer has signed these Articles of Revival this 18th day of April, 1980

Stanley A. Hoffberger
STANLEY A. HOFFBERGER

STATE OF MARYLAND :
: ss:
COUNTY OF MONTGOMERY:

I HEREBY CERTIFY that before me, a notary public in and for the State and County aforesaid personally appeared STANLEY A. HOFFBERGER, personally well known to me, who acknowledged that he executed the foregoing Articles of Revival for the purposes therein set forth and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 18th day of April, 1980.

Gene C. Bennett
Notary Public GENE C. BENNETT

My commission expires
July 1, 1982

