

**SECTION II**

**ARTICLES OF INCORPORATION**

**FOR**

**MIRAMONT VILLAS CONDOMINIUM, INC.**

REC-0543 FOLIO 21

003234

(DISC. JEFFCO)

File No. 10358-000

THE COUNCIL OF UNIT OWNERS  
OF  
MIRAMONT VILLAS CONDOMINIUM, INC.

ARTICLES OF INCORPORATION

1985 JUN 26 AM 11: 27

MONTG. CO., MD.

THIS IS TO CERTIFY:

That I, BARRY M. FITZPATRICK, whose post office address is 342 Hungerford Court, Rockville, Maryland 20850, being at least eighteen (18) 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 purpose do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of this Corporation shall be:

THE COUNCIL OF UNIT OWNERS OF MIRAMONT VILLAS CONDOMINIUM, INC. (1)

ARTICLE II. The period of existence and duration of the life of this Corporation shall be perpetual, subject to the right of the unit owners to terminate the condominium as provided in the Condominium Act.

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

6276 Montrose Road  
Rockville, Maryland 20852

The following named person shall be designated as the statutory resident agent of this Corporation, said resident agent being a citizen and an adult resident of the State of Maryland:

Stephen K. Grayson  
6276 Montrose Road  
Rockville, Maryland 20852

ARTICLE IV. The general purposes for which this Corporation is formed, and the 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 of this Corporation or to any other individual;

(b) pursuant to and in conformity with the requirements of Title 11, Real Property Article, Annotated Code of Maryland (1982 Repl. Vol.), and as amended, hereinelsewhere called the "Condominium Act", and in a manner consistent with a certain Declaration relating thereto and heretofore recorded among the Land Records for Montgomery County, Maryland, to provide for the maintenance, operation and management of a certain condominium project located in Montgomery County, Maryland, hereinelsewhere called "the condominium" and identified as follows:

"MIRAMONT VILLAS CONDOMINIUM"

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

(a) to construct, improve and maintain, operate and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the furtherance of the business of this Corporation; and

(b) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of the business of this Corporation, to secure the same by mortgage, deed of trust, pledge, or other lien; and

(c) 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 this Corporation; and

(d) to make patronage refunds to members as provided for in the By-Laws of this Corporation; and

(e) to exercise and perform, without limitation, all of the powers, functions and duties of the Council of Unit Owners of the condominium hereinabove referred to in a manner consistent with the provisions of the Condominium Act, the aforesaid Declaration and the By-Laws of this Corporation; and

(f) insofar as permitted by law, to do any other thing that in the judgment of the Board of Directors, will promote the business of this Corporation or the common benefit of its members and, in general, to exercise the powers set out in the Condominium Act, the Declaration hereinabove referred to and the By-Laws of this Corporation and to do every other act not inconsistent with law which may be appropriate to promote and attain the purposes set forth in the Condominium Act, the Declaration and the By-Laws of this Corporation.

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

ARTICLE V. This Corporation shall be without capital stock and will not be operated for profit. This Corporation does not contemplate the distribution of gains, profits or dividends to any of its members. The members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of this Corporation, except as specifically provided for in the Condominium Act.

ARTICLE VI. The authorized number of memberships of this Corporation is 420. 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 condominium unit in the condominium shall be a member of this Corporation; provided, however, that any such person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who holds such interest solely as security for the performance of an obligation shall not be a member by reason only of such interest.

The property, voting and other rights and privileges of membership, the liability of each member for assessments for common expenses, and the method of collection thereof, shall be as set forth in the Declaration relating to the condominium and the By-Laws of this Corporation.

ARTICLE VII. To the extent permitted by law, this Corporation shall have a lien on the outstanding memberships in order to secure payment of any sums which shall be due or become due to this Corporation from the holder thereof for any reason whatsoever.

ARTICLE VIII. In the event any member of this Corporation sells, assigns or otherwise transfers of record the fee interest in any condominium unit in which he holds the interest required for membership, such member shall, at the same time, assign the membership in this Corporation appurtenant to such condominium unit to the transferee of the condominium unit and deliver it to him for transfer on the books of this Corporation. The foregoing requirement shall not obtain in the event a condominium unit is transferred as aforesaid solely as security for the performance of an obligation. Except as provided in this Article, membership shall not be transferable.

ARTICLE IX. The number of Directors of this Corporation shall be an uneven number of not less than three (3) nor more than nine (9), 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>
Robert B. Gould	6276 Montrose Road Rockville, Maryland 20852
Stephen R. Grayson	6276 Montrose Road Rockville, Maryland 20852
James M. Jost	6276 Montrose Road Rockville, Maryland 20852
Mard D. Lerner	11501 Huff Court North Bethesda, Maryland 20895
Evan M. Novenstein	11501 Huff Court North Bethesda, Maryland 20895

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 this Corporation. Officers of this Corporation shall be elected and shall serve as provided for in the By-Laws.

ARTICLE X. This Corporation shall indemnify every person who is or was an officer or Director of this Corporation and who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, whether civil, criminal, administrative or investigative, if that person (i) acted in good faith; and (ii) reasonably believed (a) in the case of conduct in that person's official capacity, that the conduct was in the best interests of this Corporation; and (b) in all other cases that the conduct was at least not opposed to the best interests of this Corporation; and (iii) in the case of any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

The indemnification provided for in this Article is against judgments, penalties, fines, settlements and reasonable expenses actually incurred in connection with any such threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative; provided, however, that if any such action, suit or proceeding was one by or in the right of this Corporation, indemnification shall be made only against reasonable expenses and shall not be made in respect of any proceeding in which the person otherwise entitled to indemnity pursuant to the provisions of this Article shall have been adjudged to be liable to this Corporation. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, creates a rebuttable presumption that the person otherwise entitled to indemnity did not meet the requisite standard of conduct set forth in this Article.

A person who is or was an officer or Director of this Corporation is not indemnified under the provisions of this Article in respect of any threatened, pending or completed action, suit or proceeding charging improper personal benefit to that person, whether or not involving action in that person's official capacity, in which the person was adjudged to be liable on the basis that personal benefit was improperly received.

The provisions of this Article are intended to provide every person who is or was an officer or Director of this Corporation and who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, with indemnification to the extent permitted in Section 2-418(b) of Title 2, Corporations and Associations Article, Annotated Code of Maryland (1975 Repl. Vol.) as from time to time amended or superceded.

Indemnification under this Article may not be made by this Corporation unless authorized in the specific case after a determination has been made that indemnification is permissible because the person who is or was an officer or Director of this Corporation has met the standard of conduct set forth in this Article. Such determination shall be made in the manner provided in Section 2-418(e) Title 2, Corporations and Associations Article, Annotated Code of Maryland (1975 Repl. Vol.) as from time to time amended or superceded.



Reasonable expenses incurred by any person who is or was an officer or Director of this Corporation and who is a party to any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, may be paid or reimbursed by this Corporation in advance of the final disposition of that proceeding, after a determination that the fact then known to those making the determination would not preclude indemnification under this Article, upon receipt by this Corporation of:

(a) a written affirmation by that person of that person's good faith belief that the standard of conduct necessary for indemnification by this Corporation as authorized in this Article has been met; and

(b) a written undertaking by or on behalf of that person to repay the amount if it shall ultimately be determined that the standard of conduct necessary for indemnification by this Corporation as authorized in this Article has not been met. The undertaking required by this subparagraph (b) shall be an unlimited general obligation of the person making it but need not be secured and may be accepted without reference to financial ability to make the repayment.

Determination and authorization of payments under this Article shall be in the manner specified in Section 2-418 (e), Title 2, Corporations and Associations Article, Annotated Code of Maryland (1975 Repl. Vol.) as from time to time amended or superceded.

The officers and Directors of this Corporation shall not be liable to this Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of this Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of this Corporation except to the extent that such officers or Directors may also be members of this Corporation, and this Corporation 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, except as aforesaid.

The provisions of this Article do not limit the power of this Corporation to pay or reimburse expenses incurred by any person who is an officer or Director of this Corporation in connection with an appearance as a witness in any proceeding by reason of service in that capacity, or otherwise involving this Corporation, when that person has not been made a named defendant or respondent in the proceeding. Any right to indemnification provided for in this Article shall be in addition to, and not exclusive of, any other rights to which any person who is or was an officer or Director of this Corporation may be entitled by law, or otherwise.

This Corporation may purchase and maintain insurance on behalf of any person who is or was an officer or Director of this Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not this Corporation would have the power to indemnify against such liability pursuant to the provisions of this Article, or otherwise.

Any indemnification of, or advance of expenses to, any person in accordance with the provisions of this Article, if arising out of a proceeding by or in the right of this Corporation, shall be reported in writing to the members of this Corporation with notice of the next annual meeting of members of this Corporation or prior to the next annual meeting of members.

ARTICLE XI. The Directors shall exercise their powers and duties in good faith and with a view to the interests of this Corporation and the condominium. A contract or other transaction between this Corporation and any of its Directors, or between this Corporation and any corporation, firm or other entity in which any of its Directors is a director or has a material financial interest is not void or voidable solely because of the common directorship or interest, or because the Director is present at the meeting of the Board of Directors which authorizes, approves or ratifies the contract or transaction, or because the vote of the Director was counted for the authorization, approval or ratification of the contract or transaction, if any of the following conditions exist:

(a) the fact of the common directorship or interest is disclosed or known to the Board of Directors and the Board of Directors authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors, even if the disinterested Directors constitute less than a quorum; or

(b) the fact of the common directorship or interest is disclosed or known to the members of this Corporation entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the members entitled to vote other than the votes appurtenant to memberships owned by the interested Director or corporation, firm or other entity; or

(c) the contract or transaction is fair and reasonable to this Corporation at the time it was authorized, approved or ratified.

Common or interested Directors or the votes which they are entitled to cast or which are entitled to be cast by an interested corporation, firm or other entity, may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a meeting of the unit owners, as the circumstances may require, at which the contract or transaction is authorized, approved or ratified.

If a contract or transaction is not authorized, approved or ratified in the manner provided for in subparagraphs (a) or (b) of this Article, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to this Corporation at the time it was authorized, approved or ratified.

This Article does not apply to the fixing by the Board of Directors of reasonable compensation for a Director, whether as a Director or in any other capacity.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of January, 1985.

WITNESS:

Brenda K. Smith  
Brenda K. Smith

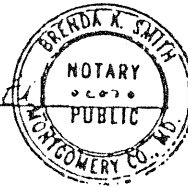
Barry A. Fitzpatrick (SEAL)  
Barry A. Fitzpatrick

STATE OF MARIAND )  
                          ) SS:  
COUNTY OF MONTGOMERY )

BE IT REMEMBERED, that on this 2nd day of January, 1985, personally appeared before me, a Notary Public in and for the State and County aforesaid, BARRY M. FITZPATRICK, 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 therein stated to be true as set forth.

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

*Brenda K. Smith*  
Brenda K. Smith



My Commission expires: July 1, 1986

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AT \_\_\_\_\_ O'CLOCK M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED \_\_\_\_\_

RECORDED IN LIBER 2693 , FOLIO 003233 OF THE 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

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS 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 DEPARTMENT AT BALTIMORE.

*Carl B. Arban*



A 170493



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THE COUNCIL OF UNIT OWNERS OF MIRAMONT VILLAS CONDOMINIUM, Inc.

ARTICLES OF REVIVAL

- First: The name of the Corporation at the time the charter was forfeited was The Council of Unit Owners of Miramont Villas Condominium, Inc.
- Second: The name which the Corporation will use after revival is The Council of Unit Owners of Miramont Villas Condominium, Inc. I
- Third: The name and address of the resident agent is:  
Snider Bros. Property Management, Inc.  
7220 Wisconsin Avenue, Suite 300  
Bethesda, MD 20814
- Fourth: These Articles of Revival are for the purpose of reviving the charter of the Corporation.
- Fifth: At the filing of these Articles of Revival, the Corporation has:  
a. Paid all fees required by law (a check in the amount of \$30.00 is enclosed for the Articles of Revival filing fee);  
b. Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited (a check in the amount of \$40.00 is enclosed for the filing fee of the 1986 return);  
c. Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the Corporation which would have become due if the charter had not been forfeited whether or not barred by limitations.
- Sixth: The address of the principal office in this state is the same as that of the resident agent.

The undersigned, who were respectively the last acting president and treasurer of the Corporation, severally acknowledge the Articles to be their act.

2-14-88  
Date

James Garber  
James Garber, Last acting President

2-14-88  
Date

Gerald Farkas  
Gerald Farkas, Last acting Treasurer

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

4/13/89 at 8:47 P.M.

81048082



LIBER0756 FOLIO050

MAR 23 1988

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, James Garber of The Council of Unit Owners of Miramont Villas Condominium, Inc.  
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

*James Garber*  
JAMES GARBER  
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on March 30, 1988 before me, the  
(insert date)

subscriber, a notary public of the State of Maryland, in and for  
Montgomery County personally appeared  
(insert name of county for which notary is appointed)

Judith M. Burd and made oath under the penalties of  
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.



As witness my hand and notarial seal

*Judith M. Burd*  
(Signature of notary public)

My Commission expires July 1, 1990.

3013 2563



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

LIBERO 756 FOLIO 051

DOCUMENT CODE 18 BUSINESS CODE \_\_\_\_\_ COUNTY 65

# D1857903 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	<u>20</u>	Rec. Fee (Revival)	Change of Name
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Principal Office
50	_____	Cert. of Qual. or Req.	<input checked="" type="checkbox"/> Change of Resident Agent
51	_____	Foreign Name Registration	<input checked="" type="checkbox"/> Change of Resident Agent Address
13	_____	Certified Copy	_____
56	_____	Penalty	Resignation of Resident Agent
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
73	_____	Certificate of Merger/Transfer	_____
75	<u>10</u>	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Gene L. Burner</u>
23	_____	Local Transfer Tax	<u>7220 Wisconsin Ave #300</u>
31	_____	Corp. Certificate of Status	<u>Bethesda, Md 20814</u>
NA	_____	Foreign Corporation Registration	NOTE: _____
87	_____	Limited Part. Cert. of Status	_____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
_____	_____	Other	_____
_____	_____	Other	_____
TOTAL FEES	_____		

30 Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: A

LIBER0756 FOLIO052

THE ARTICLES OF REVIVAL  
OF  
THE COUNCIL OF UNIT OWNERS OF MIRAMONT VILLAS  
CONDOMINIUM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 13, 1962 AT 8:47 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

RECORDING  
FEE PAID

NOTICE  
FEE PAID

20.00

10.00

018' 50 1/2

TO THE CLERK OF THE 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.

RETURN TO:  
SNIDER BROS.  
7220 WISCONSIN AVE.  
SUITE 300  
BETHESDA

MD 20814

200C3012343

A 259953



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO