

KENT ISLAND ESTATES
GOVERNING DOCUMENTS

COMBINED SET

ROADS ASSOCIATION (KIERCMA)
&
COMMUNITY ASSOCIATION (KIECA)

**Kent Island Estates Road Construction &
Maintenance Association (KIERCMA)**

Roads Association

GOVERNING DOCUMENTS

**Kent Island Estates
Road Construction & Maintenance Association, Inc.
“Roads Association”**

Membership in the Roads Association is mandatory for all Kent Island Estates property owners. Dues are \$10 per lot per year, billed annually and payable on March 1st. The purpose of the Roads Association is to maintain all remaining community-owned roads until they are all converted to county roads.

GOVERNING DOCUMENTS INCLUDE:

- RESTRICTIONS AND CONDITIONS
KENT ISLAND ESTATES, INC.*

- BY-LAWS OF KENT ISLAND ESTATES ROAD CONSTRUCTION
& MAINTENANCE ASSOCIATION, INC. (KIERCMA)

- ARTICLES OF INCORPORATION
KENT ISLAND ESTATES ROAD CONSTRUCTION &
MAINTENANCE ASSOCIATION, INC. (KIERCMA)

* These are the original Restrictions and Conditions of Kent Island Estates. References to restrictions such as offsets from boundary lines and construction permitting are now governed by Queen Anne’s County building codes. Contact QAC Planning & Zoning: 410-758-4088.

RESTRICTIONS AND CONDITIONS

1. All lots in Kent Island Estates shall be for residential use only and not for purposes of any trade or business whatsoever. Structures erected on any one lot shall consist of the main dwelling or residence for the occupancy of one family only, together with a private garage and other structures appurtenant to the main residence or to be used in connection therewith and on no lot shall there be more than one main dwelling and on no lot shall more than one family occupy the main dwelling or any structure appurtenant thereto. The main dwelling or residence on any lot shall have a setback from the front line of said lot at least ten (10) feet and shall have a setback from the dividing lines of said lot at least ten (10) feet and shall have a setback from the rear boundary of the lot at least ten (10) feet).

2. No residence, dwelling, garage or other structure appurtenant to the residence shall be erected or built on said land, nor shall any addition to or change or alteration therein be made, until the plans and specifications for such structure or alterations and location thereof are submitted to and approved by the Sellers, or its duly authorized agents. Written permission must be obtained from the said Seller to construct or maintain fences, walls, hedges, buildings, piers, boathouses, bulkheads, bathhouses, and outbuildings.

3. All detached garages and other outbuildings of any kind whatsoever shall be in the rear of the dwelling but shall not be within ten (10) feet of the rear boundary of the lot nor within ten (10) feet of the dividing lines of said lot.

4. No trees shall be cut and no excavations shall be made on the premises except for the purpose of building thereon and at the time when the building operations are commenced and no earth or sand shall be removed from said premises except as a part of such excavations.

5. Free and open spaces shall be left on both sides and to the front and to the rear of every building, structure, dwelling, or part thereof, erected on the said lot, which free and open spaces shall extend the full length of all lots and shall be not less than ten (10) feet in width from the dividing lines from the front and from the rear of said lots.

6. No privy of any kind shall be allowed on said property, but each house shall have inside toilets with adequate water supply and septic tank installation for disposal of sewage approved by the Maryland State Board of Health.

7. No noxious or offensive trade shall be carried on upon any lot nor shall anything be done or kept thereon which may be or become any annoyance or nuisance to the neighbors.

8. No trailer, basement, tent, shack, garage, barn or other outbuilding erected on the tract shall at any time be used as a residence, temporarily or permanently, nor shall any residence of a temporary character be permitted.

9. In order to preserve or improve the views of land and water, hills and valleys, obtainable on and from the various lots shown on the said Plat, and to promote the free movement of breezes and prevent the harboring places for flies, mosquitos and other insects, the Company reserves the right to trim any trees or shrubbery now or hereafter standing in said tract which may, in its opinion, destroy or interfere with such views or the free movement or breezes, or furnish harboring places for flies, mosquitos or other insects.

10. The land hereby conveyed shall, in respect to that part of it which lies in the bed of the road or roads harboring the property, be subject to an easement in favor of the owners and occupants of lots and houses bordering other parts of the said road or roads in respect to the free and common use of the said road or roads, both for the purpose of passage to and from and for the laying or erecting of water pipes, gas pipes, electric poles or other public utilities to be used in common by the owners and/or occupants of the entire tract, and further, that the owners or owner of any lot will join in a petition to the proper governmental authorities, that this road or roads bordering the property be taken over by the County as public roads under a proper deed or dedication to be signed by such owner or owners at such time when two-thirds of the owners of the lots along such road or roads shall demand.

11. The Company hereby reserves the right in its absolute discretion at any time to annul, waive, change or modify any of the restrictions, conditions, covenants, agreements or provisions contained herein, as to any part of said tract then owned by the Company, and with the consent of the owner as to any other land included in said tract; and to grade, change the grade of, or regrade any street, road or lane shown on said plat, and shall have the further right before a sale to change the size of, locate or relocate any of the lots shown on the said plat.

12. Easements and rights of way are hereby expressly reserved in and over the strips of ground five feet in width along the rear line of the lots for the purpose of erecting, constructing and maintaining wires and the necessary or proper attachments in connection therewith for the transmission of electricity and for telephones and other public utilities or functions, and the Company, its successors, assigns, or nominees shall have the right to enter upon said reserved strips of land for any of the purposes for which said easements and rights are reserved as above set forth.

13. The provisions herein contained shall run with and bind the land and shall inure to the benefit of and be enforceable by the Company, or the owner of any land included in said tract, their respective personal representatives, heirs, successors, and assigns, and failure by the Company or any land owner to enforce any restriction, condition, covenant or agreement herein contained shall in no event be deemed a waiver of the right to do so thereafter to one occurring prior or subsequent thereto; and the declared invalidity of any one or more of the provisions herein shall not affect the validity of the others.

14. Any or all of the rights and powers, titles, easements and estates reserved or given to the Company in this agreement may be assigned to any one or more corporations or associations that will agree to assume said rights, powers, duties and obligations and carry out and perform the same. Any such assignment or transfer shall be made by appropriate instrument in writing in which the assignee or transferee shall join for the purposes of evidencing its acceptance of such rights and powers; and such assignee or transferee shall thereupon have the same rights and powers and be subject to the same obligations and duties as are herein given to and assumed by the Company, the Company thereupon being released therefrom.

15. The purchaser, or successor in possession covenants to pay to the Sellers on March 1st of each and every year, the sum of \$10.00 for each and every lot purchased. The aforesaid payment of \$10.00 shall cover the construction, maintenance and repairs of streets and (unsold lots) in the sub-division.

RECEIVED
CLERK, CIRCUIT COURT
1988 DEC 27 AM 11:01
QUEEN ANNE'S COUNTY

TRUE COPY, TEST:
MARGUERITE S. MANKIN, CLERK

BY: *Daniel C. Hooper*
DEPUTY CLERK

REC'D
REC'D FEE 50.00
CHECK # 50.00
M18276 C001 REC T10
12/27/88

BY-LAWS OF
THE KENT ISLAND ESTATES ROAD
CONSTRUCTION AND MAINTENANCE ASSOCIATION, INC.

Section 1: Name

The name of this organization shall be The Kent Island Estates Road Construction and Maintenance Association, Inc.

Section 2: Membership

Membership in this Association is required and was agreed to by each owner of lot(s), at such time as they purchases such lot(s), in Kent Island Estates. Membership in this Association is expressly forbidden to the Queen Anne Holding Company and/or The Romancoke Holding Company and/or their successor developer.

Section 3: Dues

Membership dues shall not be imposed nor collected from any member of this Association.

Each member of this Association shall pay \$ 10.00 per lot - per year, to the Association for the maintenance and construction of roads in Kent Island Estates. Such payment shall become due and payable on March 1st of each year. Sixty (60) days shall elapse before the payment shall be past due, at which time the Board of Directors by a majority vote shall take whatever action they deem necessary to collect the amount due.

Section 4: Annual Meeting (AMENDED 1/25/70)

The annual meeting of the membership of this Association shall be held on the second Monday of January in each and every year. The annual meeting shall be a general meeting for the election of the Board of Directors and the transaction of any business within the powers of the Association, without special notice of such business, except as may be required by these by-laws, the charter or by statute.

Section 5: Special Meeting(s)

Special meeting(s) of the general membership may be called by the President, the Executive Director (if such an Executive Director has been appointed by the Board of Directors), by a majority of the Board of Directors, if such a request is made

in writing directed to the President or Secretary or by the written request of fifty (50) members in good standing, provided such written request is directed to the President or Secretary. If a special meeting is requested by any of the above means the Secretary shall call a meeting of the general membership, at the Association's expense and in the manner provided by Section six (6) of these by-laws. The notice of any special meeting shall contain the reason(s) for the calling of the meeting and at such meeting only the items set forth in the notice shall come before the meeting.

A notice for a meeting of the general membership having been mailed to the members prior to the acceptance of these by-laws, the requirement for the notification of the business to be conducted is expressly waived. At that meeting, which is now scheduled for August 27, 1969, any business may be brought before the membership.

Section 6: Notice of Meeting

Not less than seven (7) days and not more than thirty (30) days written notice shall be given to each member of each annual or special meeting. The notice of each annual or special meeting shall state the place, day and hour of such meeting and in the case of a special meeting the business proposed to be conducted at that meeting. Such notice of an annual or special meeting shall be deemed given when the written notice is mailed to the member at the last known address, as indicated on the records of the Association.

Section 7: Quorum for Meeting

At any annual or special meeting of the membership the presence in person of a majority of the members in good standing shall constitute a quorum for the election of Directors or any business that may be placed before the membership. If such a majority is not present at the time and place of the meeting the President or his alternate shall declare the meeting adjourned and shall cause an advertisement to be placed in a County newspaper stating that the meeting has been rescheduled for a day and time no less than ten (10) days nor more than twenty (20) days from the time the advertisement first appears in the newspaper. In no event shall the meeting be held more than thirty (30) days after the originally called meeting. Those members present at the rescheduled meeting shall constitute a quorum for the transaction of any business that may have been placed before the members at the originally called meeting.

In the interest of this Association becoming fully operational the requirement for a quorum as outlined in the above paragraph is expressly waived for the first meeting of the general membership, now called for August 27, 1969. Those members in good standing present at the August 27, 1969 meeting shall constitute a quorum.

Section 8: Voting

Each member in good standing shall be entitled to one vote for each lot owned in Kent Island Estates. Lots held in joint ownership shall have one vote which, in the case of a dispute between owners such vote shall be divided into equal fractional shares.

The Queen Anne Holding Company and/or The Romancoke Holding Company or their successor developer, shall not have the right to vote lot(s) owned by them as a developer. A successor developer shall be any body that shall control a substantial percentage of the unsold lots, such lots having come into their control and/or ownership from the Queen Anne Holding Company and/or The Romancoke Holding Company and/or their successor.

A member in good standing shall be any member who's road maintenance fees are less than sixty (60) days in arrears. If any member is more than sixty (60) days in arrears his right to vote in this Association shall be forfeit until such time as the amount in arrears is paid.

Section 9: Order of Business

At all meetings of members the order of business shall be as far as applicable and practical:

1. Reading of the minutes of the previous meeting
2. Reports of officers
3. Reports of standing committees
4. Reports of special committees
5. At any annual meeting or meeting called for the purpose, the election of Directors
6. Unfinished business
7. New business
8. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members in good standing, present. The conduct of any meeting shall be administered by the President or his alternate.

(AMENDED 1/25/70) Section 10: Election and powers of the Board of Directors

The number of Directors of this Association shall be no less than three nor more than seven. The Board of Directors shall be elected by the members in good standing at the annual meeting. At the first annual meeting of this Association 50% plus one of the Directors shall be elected for a period of one year, the remaining members of the Board shall be elected for a period of two years. At each annual meeting thereafter all Directors

to be elected shall be elected for a period of two years. The number of Directors shall initially be three and can be changed only by a majority vote of the membership eligible to vote at an annual meeting or special meeting called for the purpose.

A member of the Board of Directors shall be a member in good standing of this Association. At such time as any Director shall cease being a member in good standing that Director shall forfeit all rights as a Director until such time as his good standing is re-established.

Consistent with the purposes of the Corporation, the powers of the Board of Directors shall include the power to represent the Association in all matters allowed by these by-laws, the charter or by law. They shall have the authority to do all things necessary to carry out the purposes for which the Association has been formed.

Section 11: Election of Officers (Amended 1/25/70)

The Board of Directors shall elect by a majority vote, the officers of the Association, including but not limited to a President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one person, provided that person shall not act in both capacities in the signing of any document requiring the signing of the Association's officers.

The election of officers of the Association shall take place as soon as possible after the election of a Board of Directors at any annual meeting or special meeting called for that purpose.

Section 12: Meeting of the Board of Directors

The Board of Directors shall meet at least once each month at such time and place as is set forth in the notice of such a meeting.

Any member in good standing may request a meeting of the Board of Directors to discuss any situation related to the roads of Kent Island Estates.

A written notice of the place, day and hour of each Board of Directors meeting shall be given to each Director at least seven (7) days prior to that meeting being held, unless

Each Director is personally contacted not less than twenty-four (24) hours prior to that meeting and at that time notified of the place, day and hour.

A majority of the Board of Directors shall constitute a quorum for the conducting of any business brought

before the Board of Directors. If a majority of the Board of Directors is not present at a properly called meeting, the President or his alternate shall reschedule the meeting for a day, hour and place at least three (3) but less than ten (10) days hence and then adjourn the meeting. No notice other than the Presidents announcement shall be required for the rescheduled meeting.

Section 13: Removal and/or Vacancies on the Board of Directors

At any annual or special meeting called for the purpose, the general membership may by a majority vote of the members in good standing, remove a Director from the Board, with or without cause.

Any vacancy that shall exist for any cause shall be filled by a majority vote of the Board of Directors, even if such a remainder shall be less than a quorum. The Directors so elected shall serve for the remainder of the unexpired term of the Director being replaced or until the newly elected Director is removed from the Board.

Section 14: Executive Director

The Board of Directors may by a majority vote designate or remove an Executive Director. The Board of Directors may by a majority vote delegate all its powers, of any of them, to an Executive Director, provided that the Board of Directors shall have the right to review the use of the delegated powers and by a majority vote revoke the powers so delegated.

Section 15: Resident Agent

The Board of Directors may by a majority vote designate or remove the resident agent. The duties of a resident agent shall be those designated by the Board of Directors.

Section 16: Compensation

No Director or officer of this Association shall be entitled to any compensation for services rendered. The Executive Director is not considered an officer or member of the Board of Directors.

The Board of Directors may provide compensation to any person, except one of its members or to an officer, for services rendered in connection with the purposes of this Association.

Section 17: Executive Officers
President

The President shall be a Director of the Association. He shall be the chief executive officer of the Association. He shall when present preside at all meetings of the members and Directors. He shall have general management and direction of the business of the Association and all powers ordinarily exercised by the President of an Association. He shall have the authority to sign and execute in the name of the Association all authorized deeds, mortgages, bonds, contracts or other instruments. He shall annually prepare a full and true statement of the affairs of the Association including an operating statement which shall be submitted at the annual meeting.

Section 18: Executive Officers
Vice President

The Vice President shall be a Director of the Association. In the absence of the President the Vice President shall perform and shall have all the powers of the President, provided that a resolution of the Board of Directors shall have designated those powers. He shall have all powers ordinarily exercised by the Vice President of an Association.

Section 19: Executive Officers
Secretary

The Secretary shall keep the minutes of the meetings of the members and the Board of Directors. Such minutes shall be kept in a book provided for that purpose.

The Secretary shall be a Director of the Association. He shall see that all notices are duly given in accordance with the provisions of the by-laws or as required by law. He shall be the custodian of the records and of the corporation seal. He shall see that the corporate seal is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized and when so affixed may attest the same.

Section 20: Executive Officers
Treasurer

The Treasurer shall be a Director of the Association. He shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association and shall deposit in the name of the Association all moneys or other valuable effects in such banks or other depositories as shall be selected by the Board of Directors. He shall render to the President and/or the Board of Directors, whenever requested, an account of the financial condition of the Association.

(AMENDED 1/25/70) Section 21: Executive Officers and Board of Directors

All referances to an officer and/or Director as "he" is understood to mean either sex.

Section 22: Executive Officers
Removal and/or Vacancies

The Board of Directors shall have power at any regular or special meeting to remove any officer with or without cause, by a majority vote of the Directors present. Such action shall be conclusive on the officer so removed.

The Board of Directors by a majority vote at any regular or special meeting shall have the power to fill a vacancy occurring in any office for the unexpired portion of the term.

Section 23: Committees

The Board of Directors by a majority vote may create such committees as it deems advisable, provided that at least two members of any committee be a member of the Board of Directors.

Section 24: Negotiable Instruments and Other Evidence
of Indebtedness

All checks, drafts or orders for the payment of money notes and other evidences of indebtedness, issued in the name of the Association, shall be signed by such officer or officers as may be designated from time to time by resolution of the Board of Directors.

Section 25: Bond (AMENDED 1/25/70)

Any person having the authority to execute any document or documents on behalf of the Association shall be bonded. Cost of such bond shall be bourn by the Association.

Section 26: Amendments

The right to amend these by-laws shall rest with the general membership. A majority vote in favor of the proposed admentment by the members in good standing present at an annual or special meeting called for the purpose, shall constitute passage of the amendment. The proposed change in the by-laws shall be included in the notice of an annual or special meeting.

Section 27: Interpretation

Interpretation of these by-laws shall rest with the Board of Directors and the majority vote of the Board shall be binding on all members.

BY-LAW AMENDMENTS

Approved at the Annual Meeting Held on January 25, 1970

The amended sections are changed in their total to the following:

Section 4: Annual Meeting

The annual meeting of the membership of this Association shall be held on the second Saturday of May in each and every year. The annual meeting shall be a general meeting for the election of the Board of Directors and the transaction of any business within the powers of the Association, without special notice of such business, except as may be required by these By-laws, the charter or by statute.

Section 10: Election and Powers of the Board of Directors

The number of Directors of this Association shall be no less than three nor more than seven. The Board of Directors shall be elected by the members in good standing at the annual meeting. At the first annual meeting of this Association 50%, raised to the next whole number, of Directors shall be elected for a period of one year, the remaining members of the Board shall be elected for a period of two years. At each annual meeting thereafter all Directors to be elected for a period of two years. A year shall be from one annual meeting to the annual meeting of the following calendar year. The number of Directors shall initially be three and can be changed only by a majority vote of the membership eligible to vote at an annual meeting or special meeting called for the purpose.

A member of the Board of Directors shall be a member in good standing of this Association. At such time as any Director shall cease being a member in good standing that Director shall be automatically removed from the Board of Directors and/or as an Officer in this Association.

A member in good standing shall be any member who's road maintenance fees are less than sixty (60) days in arrears. If any member is more than sixty (60) days in arrears his right to vote in this Association shall be forfeit until such time as the amount in arrears is paid.

Section 11: Election of Officers

The Board of Directors shall elect by a majority vote, the officers of the Association, including but not limited to a President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one person,

provided that person shall not act in both capacities in the signing of any document requiring the signing of the Association's officers.

The election of officers of the Association shall take place as soon as possible after the election of a Board of Directors at any annual meeting or special meeting called for that purpose.

All officers shall be members in good standing.

Section 21: Executive Officers and Board of Directors

All referances to an officer and/or Director as "he" is understood to mean either sex.

All officers shall be permanent, year round residents of Kent Island Estates.

Section 25: Bond

Any person having been designated in section 24 to execute any document or documents on behalf of the Association shall be bonded in an amount of no less than \$ 20,000.00. Cost of such bond shall be bourn by the Association.

BY-LAWS

KENT ISLAND ESTATES
ROAD CONSTRUCTION & MAINTENANCE
ASSOCIATION, INC.

APPROVED: August 8, 1969

AMENDED: January 25, 1970

ARTICLES OF INCORPORATION

OF

KENT ISLAND ESTATES ROAD CONSTRUCTION & MAINTENANCE ASSOCIATION, INC.

This is to certify:

FIRST: We, the undersigned, James A. Rogers, S. Robert Schmidt and Charles R. Wineberg, whose post office addresses are each Kent Island Estates, Stevensville, Maryland 21666; each being of legal age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called "Corporation") is KENT ISLAND ESTATES ROAD CONSTRUCTION & MAINTENANCE ASSOCIATION, INC.

THIRD: The corporation is organized as a non-profit organization to be operated for the following general purposes:

(1) To collect the sum of Ten (\$10.00) Dollars per lot per year from the purchasers and/or their heirs, successors and assigns, of each and every lot purchased in the development known as Kent Island Estates, which such purchasers have formerly covenanted and agreed to pay to the Sellers, The Queen Anne Holding Company and/or The Romancoke Holding Company, at the time such purchasers purchased any such lot or lots, and to collect the sum of Ten (\$10.00) Dollars per lot per year in the future from any future purchasers and/or their heirs, successors and assigns, of any lot or lots from future developers of the remainder of the lots in the aforesaid Kent Island Estates development, and to administer the amounts so collected for the construction of all unconstructed roads in said development and the maintenance and repair of all roads in said development.

(2) To receive from The Queen Anne Holding Company and The Romancoke Holding Company the amounts receivable for unpaid and previously billed road construction and maintenance charges

together with the cash which these two corporations have accumulated in the "Kent Island Estates Maintenance Fund" which will be assigned to this corporation by said The Queen Anne Holding Company and The Romancoke Holding Company in accordance with the authority specified in the restrictions and conditions attached to the contracts of sale for lots in said development.

(3) To accept responsibility for the completion of contracts for the construction, maintenance and repair of roads in said development which have heretofore been entered into by the present developers and to pay the balances due on any and all such contracts from the funds of this Corporation.

(4) To negotiate and enter into such contracts for the construction, maintenance and repair of roads in said Kent Island Estates development as the majority of the Board of Directors may deem proper.

(5) To accept and hold title to the beds of the roads in the development known as Kent Island Estates and the authority to convey the beds of said roads to the proper public authorities only.

(6) And for no other purpose whatsoever.

FOURTH: Every lot owner in the development known as Kent Island Estates is entitled to be a member of this corporation and has agreed by the purchase of a lot or lots in the development to become a member of this Corporation.

FIFTH: The annual meeting of the membership of this Corporation shall be on the second Monday of January in each and every year and a Board of Directors shall be elected at such annual meeting by a majority vote of those members present in person in good standing at said annual meeting, each member in good standing being entitled to one vote for each lot owned in said development. The Queen Anne Holding Company and/or The Romancoke Holding Company, or their successor developer, shall not have a right to vote lots owned by them as developer. Additional meetings of the members shall be

held at such times and places as may be determined and called by the Board of Directors.

SIXTH: The post office address of the principal office of the Corporation in this State is Route 1, Stevensville, Maryland 21666. The name and post office address of the resident agent of the Corporation are: S. Robert Schmidt, Route 1, Stevensville, Maryland 21666. Said resident agent is a citizen of the State of Maryland actually residing in said State.

SEVENTH: The corporation is not authorized to issue capital stock.

EIGHTH: (a) The number of Directors of the Corporation shall be no less than three nor more than seven. The names of the Directors who shall act as the Board of Directors until their successors are duly chosen and qualified are: James A. Rogers, S. Robert Schmidt and Charles R. Wineberg.

(b) The Board of Directors, for the purpose of replacing a Director or filling a vacancy on the Board of Directors shall elect Directors by a majority vote of the Directors then present at a meeting of the Board of Directors properly called.

(c) Consistent with the purposes of the Corporation, the powers of the Board of Directors shall include the power to represent the Corporation in all matters; to elect, by a majority vote, the officers of the Corporation, including but not limited to, a President, Vice President, Secretary and Treasurer; and to exercise all powers vested in the Corporation.

(d) The Board of Directors may appoint standing and special committees, on each of which at least two Board members shall serve.

(e) The Board of Directors may delegate its powers, or any of them, to an Executive Director and to any officers of the Corporation, provided it shall have the right to review the exercise of all delegates powers and to revoke powers previously delegated.

(f) The Board of Directors shall have authority to do all things necessary to carry out the purposes for which the Corporation has been formed, including specifically but not limited to, the authority to enter into contracts for the construction, maintenance and repair of all roads in the said development.

(g) That no Director or Officer shall be entitled to any compensation for services rendered.

NINTH: The Corporation reserves the right from time to time to make any amendment of its Charter, as then in effect, which may now or hereafter be authorized by law, subject to the restrictions imposed by previous agreements or contracts with private or governmental agencies, except that in no event shall Articles Third and Seventh be amended (other than corrections of form).

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledged the same to be our act on this 13 day of ^{May}~~April~~, 1969.

Test:

Daphne A. Duncan
Daphne A. Duncan

Daphne A. Duncan
Daphne A. Duncan

Daphne A. Duncan
Daphne A. Duncan

James A. Rogers (SEAL)
James A. Rogers

S. Robert Schmidt (SEAL)
S. Robert Schmidt

Charles R. Wineberg (SEAL)
Charles R. Wineberg

Baltimore

STATE OF MARYLAND, COUNTY OF ~~QUEEN-ANNE'S~~, to wit:

I Hereby Certify that on this 13 day of ^{May}~~April~~, 1969, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared

James A. Rogers, S. Robert Schmidt and Charles R. Wineberg, the
within Incorporators, and they acknowledged the Articles of
Incorporation of Kent Island Estates Road Construction &
Maintenance Association, Inc. to be their act and deed.

As Witness my hand and Notarial Seal.

Daphne A. Duncan
Daphne A. Duncan Notary Public

(Seal)



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

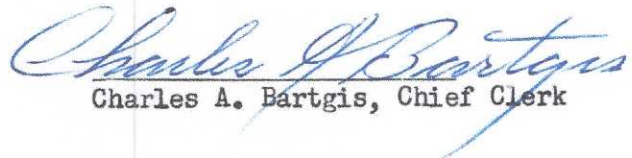
OF

KENT ISLAND ESTATES ROAD CONSTRUCTION & MAINTENANCE ASSOCIATION, INC.

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, May 16, 1969

at 1:45 o'clock P.M.

AS WITNESS my hand and official seal of the said Department at
Baltimore this 20th day of May 1969.


Charles A. Bartgis, Chief Clerk



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

A-10344

You are advised that the ARTICLES OF INCORPORATION
OF
KENT ISLAND ESTATES ROAD CONSTRUCTION & MAINTENANCE ASSOCIATION, INC.

have been received and approved by the STATE DEPARTMENT OF ASSESSMENTS AND
TAXATION OF MARYLAND this 16th day of May 1969, at 1:45 P.M.
and will be recorded.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

by Charles J. Bantjes

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

CHARTER RECORD COPY REQUISITION

No. 7335

REQUISITION:

ORDERED BY

*Kent Island Estates Road
Construction & Maintenance Association Inc*

CERTIFIED COPIES

Charter

UNCERTIFIED COPIES

DATE

5/27/69

ENTERED BY

C. Morris

TRANSCRIPT:

SETS OF

PAGES EACH

FEE:

PAGES AT \$1.00 - - - - \$

1

CERTIFICATIONS AT \$2.00

4.00

TOTAL - - - - \$

4.00

THIS IS NOT A BILL

Kent Island Estates Community Association (KIECA)
Originally "Home Improvement Association of Kent Island Estates"

GOVERNING DOCUMENTS

Kent Island Estates Community Association (KIECA)

Originally “Home Improvement Association of Kent Island Estates”

Membership in the Kent Island Estates Community Association is Voluntary and is open to all KIE residents and lot owners. Dues are \$25 per year. KIECA provides opportunities for residents to get to know one other, learn about and discuss issues of importance to the community, and participate in a variety of community events and activities.

GOVERNING DOCUMENTS INCLUDE:

- **RESTRICTIONS AND CONDITIONS
KENT ISLAND ESTATES, INC.***

- **BYLAWS: HOME IMPROVEMENT ASSOCIATION
KENT ISLAND ESTATES, INC.**

- **ARTICLES OF INCORPORATION
THE HOME IMPROVEMENT ASSOCIATION
OF KENT ISLAND ESTATES, INC.**

* These are the original Restrictions and Conditions of Kent Island Estates. References to restrictions such as offsets from boundary lines and construction permitting are now governed by Queen Anne’s County building codes. Contact QAC Planning & Zoning: 410-758-4088.

RESTRICTIONS AND CONDITIONS

1. All lots in Kent Island Estates shall be for residential use only and not for purposes of any trade or business whatsoever. Structures erected on any one lot shall consist of the main dwelling or residence for the occupancy of one family only, together with a private garage and other structures appurtenant to the main residence or to be used in connection therewith and on no lot shall there be more than one main dwelling and on no lot shall more than one family occupy the main dwelling or any structure appurtenant thereto. The main dwelling or residence on any lot shall have a setback from the front line of said lot at least ten (10) feet and shall have a setback from the dividing lines of said lot at least ten (10) feet and shall have a setback from the rear boundary of the lot at least ten (10) feet).

2. No residence, dwelling, garage or other structure appurtenant to the residence shall be erected or built on said land, nor shall any addition to or change or alteration therein be made, until the plans and specifications for such structure or alterations and location thereof are submitted to and approved by the Sellers, or its duly authorized agents. Written permission must be obtained from the said Seller to construct or maintain fences, walls, hedges, buildings, piers, boathouses, bulkheads, bathhouses, and outbuildings.

3. All detached garages and other outbuildings of any kind whatsoever shall be in the rear of the dwelling but shall not be within ten (10) feet of the rear boundary of the lot nor within ten (10) feet of the dividing lines of said lot.

4. No trees shall be cut and no excavations shall be made on the premises except for the purpose of building thereon and at the time when the building operations are commenced and no earth or sand shall be removed from said premises except as a part of such excavations.

5. Free and open spaces shall be left on both sides and to the front and to the rear of every building, structure, dwelling, or part thereof, erected on the said lot, which free and open spaces shall extend the full length of all lots and shall be not less than ten (10) feet in width from the dividing lines from the front and from the rear of said lots.

6. No privy of any kind shall be allowed on said property, but each house shall have inside toilets with adequate water supply and septic tank installation for disposal of sewage approved by the Maryland State Board of Health.

7. No noxious or offensive trade shall be carried on upon any lot nor shall anything be done or kept thereon which may be or become any annoyance or nuisance to the neighbors.

8. No trailer, basement, tent, shack, garage, barn or other outbuilding erected on the tract shall at any time be used as a residence, temporarily or permanently, nor shall any residence of a temporary character be permitted.

9. In order to preserve or improve the views of land and water, hills and valleys, obtainable on and from the various lots shown on the said Plat, and to promote the free movement of breezes and prevent the harboring places for flies, mosquitos and other insects, the Company reserves the right to trim any trees or shrubbery now or hereafter standing in said tract which may, in its opinion, destroy or interfere with such views or the free movement or breezes, or furnish harboring places for flies, mosquitos or other insects.

10. The land hereby conveyed shall, in respect to that part of it which lies in the bed of the road or roads harboring the property, be subject to an easement in favor of the owners and occupants of lots and houses bordering other parts of the said road or roads in respect to the free and common use of the said road or roads, both for the purpose of passage to and from and for the laying or erecting of water pipes, gas pipes, electric poles or other public utilities to be used in common by the owners and/or occupants of the entire tract, and further, that the owners or owner of any lot will join in a petition to the proper governmental authorities, that this road or roads bordering the property be taken over by the County as public roads under a proper deed or dedication to be signed by such owner or owners at such time when two-thirds of the owners of the lots along such road or roads shall demand.

11. The Company hereby reserves the right in its absolute discretion at any time to annul, waive, change or modify any of the restrictions, conditions, covenants, agreements or provisions contained herein, as to any part of said tract then owned by the Company, and with the consent of the owner as to any other land included in said tract; and to grade, change the grade of, or regrade any street, road or lane shown on said plat, and shall have the further right before a sale to change the size of, locate or relocate any of the lots shown on the said plat.

12. Easements and rights of way are hereby expressly reserved in and over the strips of ground five feet in width along the rear line of the lots for the purpose of erecting, constructing and maintaining wires and the necessary or proper attachments in connection therewith for the transmission of electricity and for telephones and other public utilities or functions, and the Company, its successors, assigns, or nominees shall have the right to enter upon said reserved strips of land for any of the purposes for which said easements and rights are reserved as above set forth.

13. The provisions herein contained shall run with and bind the land and shall inure to the benefit of and be enforceable by the Company, or the owner of any land included in said tract, their respective personal representatives, heirs, successors, and assigns, and failure by the Company or any land owner to enforce any restriction, condition, covenant or agreement herein contained shall in no event be deemed a waiver of the right to do so thereafter to one occurring prior or subsequent thereto; and the declared invalidity of any one or more of the provisions herein shall not affect the validity of the others.

14. Any or all of the rights and powers, titles, easements and estates reserved or given to the Company in this agreement may be assigned to any one or more corporations or associations that will agree to assume said rights, powers, duties and obligations and carry out and perform the same. Any such assignment or transfer shall be made by appropriate instrument in writing in which the assignee or transferee shall join for the purposes of evidencing its acceptance of such rights and powers; and such assignee or transferee shall thereupon have the same rights and powers and be subject to the same obligations and duties as are herein given to and assumed by the Company, the Company thereupon being released therefrom.

15. The purchaser, or successor in possession covenants to pay to the Sellers on March 1st of each and every year, the sum of \$10.00 for each and every lot purchased. The aforesaid payment of \$10.00 shall cover the construction, maintenance and repairs of streets and unsold lots in the sub-division.

RECEIVED
CLERK, CIRCUIT COURT
1988 DEC 27 AM 11:01
QUEEN ANNE'S COUNTY

TRUE COPY, TEST:
MARGUERITE T. MANKIN, CLERK

BY: *[Signature]*
DEPUTY CLERK

REC'D
REC'D FEE 50.00
CHECKED 50.00
MISSING COPIES 110
12/27/88

BYLAWS
HOME IMPROVEMENT ASSOCIATION
Kent Island Estates, Inc.
PO Box 216
Stevensville, MD 21666
Revised June 12, 2010
Replaces Bylaws Dated December 7, 1968

ARTICLE I: BUSINESS OFFICE

The business office of the corporation is the Association Hall located at 9402 Romancoke Road, Stevensville, Maryland in Queen Anne's County.

ARTICLE II: MEMBERSHIP

A. **REGULAR MEMBERSHIP** is restricted to property owners in Kent Island Estates. To qualify for regular membership property owners must:

1. Comply with these bylaws;
2. Pay annual dues.

B. **ASSOCIATE MEMBERSHIP** is for non-owners of property to allow them to participate in social and recreational activities only. Associate members:

1. Pay annual dues at a reduced rate;
2. Have no voting privileges;
3. May not hold office or a seat on the Board of Directors;
4. Have no financial claim to any assets of the Association.

ARTICLE III: DUES

- A. Annual dues for regular membership is \$25.00.
- B. Annual dues for associate membership is \$ 10.00.
- C. Changes to the amount of annual dues requires a majority vote of the Association Board of Directors.

ARTICLE IV: MEETINGS OF THE REGULAR MEMBERSHIP

A. **ANNUAL MEMBERSHIP MEETING**

1. The Annual Membership Meeting is held at the Association business office in June of each year. In the event that the business office is not available, the Board of Directors will set a location in the vicinity of Kent Island Estates.
2. The meeting will be held on a Saturday or Sunday. The exact date and time will be set by a majority of the Board of Directors.

3. The Annual Membership Meeting is for the purpose of:
 - a. Electing the Board of Directors for the coming fiscal year;
 - b. Transacting general business within the powers of the Association.
4. Agenda items need not be announced prior to the meeting unless required by statute.

B. SPECIAL MEETINGS OF REGULAR MEMBERSHIP

1. Special meetings will be held at the Association office.
2. Special meetings may be called at any time.
3. Special meetings may be called by:
 - a. The president of the Association; or by
 - b. A majority of the Board of Directors:
 1. By vote; or
 2. In writing. When a meeting is called in writing the request is signed by a majority of the Board members and delivered to the secretary. It is the secretary's duty to inform all of the regular members of the Association. The Association will bear any expenses incurred in the notification process.

C. NOTICE OF MEETINGS

1. Notice of all meetings will be given 10 to 30 days in advance of the meeting.
2. Notice will be given to all regular members of the Association whose names appear in the registry of members at the close of business on a date previously fixed by the Board of Directors. If no such date has been fixed the date will be the date of the notice.
3. The notice will state
 - a. The meeting date;
 - b. The meeting time of day;
 - c. The meeting place.
4. The notification of the meeting must include the stated purpose. No other business may be transacted.
5. Notice will be delivered to each property address as it appears in the Association registry any or all of the following ways:
 - a. By hand;
 - b. Via US mail;
 - c. Through electronic media.
6. Notice will not be given to anyone not entitled to vote.

D. QUORUM: Those present in person at any meeting of the regular membership constitute a quorum.

E. VOTING AT REGULAR MEMBERSHIP MEETINGS

1. Each dues paying property owner gets one vote. Joint owners may each vote if each has made a separate dues payment.
2. Voting is done by a show of hands unless ten percent of those members present and eligible to vote demand a vote by ballot.
3. A simple majority of the votes cast will pass or reject any measure unless specified differently by statute, Association charter, or these bylaws.

F. ORDER OF BUSINESS FOR ALL MEETINGS

1. Business will be conducted in the following order:
 - A. Pledge of Allegiance
 - B. Reading of the minutes of the previous meeting
 - C. Reports of officers
 - D. Reports of standing committees
 - E. Reports of special committees
 - F. Election of directors at the Annual Meeting
 - G. Unfinished business
 - H. New business
 - I. Adjournment
2. The order of business may be altered or suspended at any regular meeting by a majority vote of the members present.
3. "Roberts Rules of Order" governs all debates.

ARTICLE V: BOARD OF DIRECTORS

A. DUTIES OF THE BOARD OF DIRECTORS:

1. Manages the business and property of the Association except as otherwise provided by:
 - a. Statute;
 - b. Charter;
 - c. These by laws.
2. Provides notice for and designates the time and place for all meetings.
3. Keeps minutes of all meetings, both Board and regular membership meetings.
4. Keeps records of all financial transactions.
5. Elects its officers.

B. NUMBER OF DIRECTORS: The board will operate with a minimum of seven (7) and a maximum of fifteen (15) directors.

C. ELECTION OF DIRECTORS: Directors will be elected by a majority vote of members present at the Annual Meeting.

D. ELIGIBILITY: To serve as a director one must own property and have paid Association dues as a regular member of the Association. Joint owners may each serve if both have paid dues.

E. TERM OF SERVICE

1. The term of service for each director will be two 2 years.
2. It is the intent of the Association that approximately half the number of directors is elected each year.

F. BOARD MEETINGS

1. The first meeting is:
 - a. Held immediately following the meeting at which directors are elected or as soon thereafter as possible on a date agreed upon by a majority vote of the Board;
 - b. Held at the business office;
 - c. For the purpose of:
 1. Organization;
 2. Establishing a regular monthly meeting day of the month, time and place that is agreed upon by a majority vote of the Board;
 3. Transaction of immediate business.
2. Special Board meetings may be held at any time.
 - a. Special meetings may be called for:
 1. In writing; or
 2. By vote at a meeting.
 - b. Special meetings may be called by:
 1. The president; or
 2. A majority of the directors; or
 3. A majority of the officers.
3. Notice of meetings not set at a Board meeting must be given to each director not less than seventy-two hours prior to the meeting:
 - a. In writing:
 1. Mailed to him or her at the last recorded address at least seventy-two hours prior to the meeting date; or
 2. Hand delivered to him or her at the last recorded address at least seventy-two hours prior to the meeting date; or
 - b. By telephone not later than seventy-two hours before the day set for the meeting; or
 - c. By electronic media at least seventy-two hours prior to the meeting date.

G. QUORUM

1. A simple majority of Board members present or a combination of Board members present and proxies sent by absentee Board members constitutes a quorum.
2. When a quorum is not present for a meeting:
 - a. A majority of those present may adjourn the meeting for a period of not more than ten days. Notice must be given in accordance with Article V; Section F; Number 3 above.
 - b. The meeting may be postponed until the next regularly scheduled meeting.

H. REMOVAL OF A BOARD MEMBER: A Board member may be removed from service:

1. With cause;
2. At any meeting of the Board of Directors called for this purpose;
3. By a majority vote of Board members present and entitled to vote.

I. VACANCIES

1. When a vacancy occurs on the Board of Directors a simple majority of the remaining Board members may appoint a replacement to fill the vacated seat for the remainder of the term.
2. When the number of Board members falls below seven, additional directors may be appointed:
 - a. To serve until the election at the next Annual Meeting of the regular membership;
 - b. By a simple majority vote of the Current Board of Directors.

J. COMPENSATION

1. Directors will receive no compensation for Board service.
2. Directors may pass a resolution to allow a fixed honorarium and expenses associated with attendance at any meeting.
3. Nothing in this section shall be construed to preclude a director from serving the Association in any other capacity and receiving compensation.

ARTICLE VI: OFFICERS

A. EXECUTIVE OFFICERS.

1. Officers:
 - a. President;
 - b. Vice President;
 - c. Secretary;
 - d. Treasurer;
 - e. Others from time to time as deemed needed by the Board.
2. Election:
 - a. Annually;
 - b. By the Board;
 - c. At the meeting following the Annual Meeting
3. Term of office:
 - a. One year; or
 - b. Until a successor is chosen
4. Qualifications:
 - a. Own property in Kent Island Estates;
 - b. Pay dues as a regular member;
 - c. Board member.

B. PRESIDENT

1. Must be a Director of the Association.
2. Is the Chief Executive Officer of the Association.
3. Presides at meetings of the membership and the Board.
4. Manages and directs the business of the Association.

5. Has authority to sign and execute in the name of the Association:
 - a. Authorized deeds;
 - b. Mortgages;
 - c. Bonds;
 - d. Contracts;
 - e. Other instruments.
6. Approves disbursements in excess of \$1,200
7. Prepares an annual report to be submitted at the Annual Meeting to include
 - a. A full and true accounting of the affairs of the Association;
 - b. A balance sheet;
 - c. An operating statement.
8. Files the annual report:
 - a. within twenty days of the Annual Meeting;
 - b. at the principle office of the Association.

C. VICE PRESIDENT

1. Performs the duties of the President and has the powers of the president in the President's absence.
2. When provided by resolution of the Board has authority given the president in section 5; B-6 above.
3. Has additional powers and performs additional duties as may be assigned by the Board.

D. SECRETARY

1. Records and keeps minutes of the following meetings in books provided for that purpose:
 - a. Association meetings
 - b. Board meetings;
 - c. Executive Committee meetings.
2. Sees that all notices are given in accordance with the provisions of these bylaws, the state of Maryland, Queen Anne's County, or the United States.
3. Is the custodian of:
 - a. Association records;
 - b. Association corporate seal.
4. Sees that the corporate seal is affixed to all documents to show that the documents have been duly authorized by the Association.
5. May sign, with the President or Vice President, certificates of stock of the Association.
6. Performs other duties that may from time to time be assigned by the Board or President.

E. TREASURER

1. Manages and is responsible for the Association's:
 - a. Funds;
 - b. Securities;
 - c. Disbursements;
 - d. Receipts.

2. Makes deposits in the name of the Association (or sees to the depositing) of Association monies, assets and securities in financial institutions designated by the Board.
3. Prepares and presents financial reports to the President and Board of Directors on request.
4. Signs checks for disbursements under \$1200.00.
5. Requests approval from the president for disbursements in excess of \$1,200.00.
6. May sign, with the President and Vice President certificates of stock of the corporation.
7. Performs other duties assigned by the Board or President.

F. ASSISTANT OFFICERS

The Board of Directors may elect one or more Assistant Secretaries and one or more Assistant Treasurers. The Assistant holds office and performs duties as the Board may prescribe.

G. OFFICERS HOLDING MORE THAN ONE OFFICE

1. Officers other than President and Vice President may hold more than one office.
2. An officer may execute, acknowledge or verify any instrument in one capacity only.

H. REMOVAL

1. The Board of Directors may remove an officer with cause at any meeting.
2. This action will be conclusive.
3. The Board may authorize an officer to remove subordinate officers.

I. VACANCIES. At any meeting the Board has the power to fill a vacancy in any office for the unexpired portion of the term.

ARTICLE VII: COMMITTEES

A. EXECUTIVE COMMITTEE

1. The Board may create an executive committee of its own members and define its duties subject to the provisions of law.
2. In the absence of an executive committee member the remaining executive committee members present may appoint another Board member to act in the absent member's place.

B. OTHER COMMITTEES: The Board may create other committees and define their duties as necessary.

ARTICLE VIII: SUNDRY PROVISIONS

A. NEGOTIABLE INSTRUMENTS AND OTHER EVIDENCE OF INDEBTEDNESS.

1. All checks, drafts or orders for the payment of money, notes and other evidence of indebtedness issued in the name of the Association will be paid by an officer or officers of the Association assigned that task.
2. No blank checks will be signed.

- B. **FISCAL YEAR.** The fiscal year of the Association begins June 1, and ends May 31 unless otherwise provided by the Board of Directors.

ARTICLE IX: CHANGES TO THESE BYLAWS

AMENDMENTS AND CHANGES. Additions to these bylaws can be made by a majority vote of the members present at any meeting of the general membership when:

- A. Proper notice of the proposed change is given; and
- B. Proper notice of the meeting is given.

ARTICLE X: WAIVER OF NOTICE

WAIVER OF NOTICE REQUIREMENT. When notice is required by these bylaws, the Association Articles of Incorporation, or state law such notice may be set aside with the following requirements:

- A. A written waiver signed by those entitled to notice serves as the equivalent of notice.
- B. The waiver will be considered timely before or at the time of the meeting.

ARTICLE XI: LAWS

In any instance in which the bylaws of this corporation conflict with the laws of the state of Maryland, Queen Anne's County or the United State, procedures prescribed by statute will prevail.

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THE HOME IMPROVEMENT ASSOCIATION
OF
KENT ISLAND ESTATES, INC.
ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Ruby C. Quandt, whose post-office address is Queen Anne Road, Kent Island, Stevensville post-office, Queen Anne's County, Maryland, Joseph L. Johnson, whose post-office address is Queen Anne Road, Kent Island, Stevensville post-office, Queen Anne's County, Maryland, and J. Paul Schmidt, whose post-office address is Queen Anne Road, Kent Island, Stevensville post-office, Queen Anne's County, Maryland, each being at least twenty-one years of age, do, hereby 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 corporation.

SECOND: The name of the corporation (which is herein after called the "Corporation") is

THE HOME IMPROVEMENT ASSOCIATION
OF
KENT ISLAND ESTATES, INC.

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

To organize and operate an association exclusively for educational, charitable and other non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder, or other individual.

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

(a) To safeguard and promote the interests and general welfare of the property owners and residents of Kent Island Estates.

(b) To engage in social, civic, philanthropical and charitable endeavors for the benefit of the property owners and residents of this community.

(c) To purchase, lease or otherwise acquire, such real estate improvements, buildings, furniture, grounds, and all other appurtenances and facilities necessary or convenient for the purposes of the Corporation.

(d) To fix, assess, collect and receive such dues, fees and assessments from members as shall be set forth in the By-laws of the Corporation.

(e) To purchase, lease, or otherwise acquire, hold, own, use, mortgage, pledge, sell, assign, lease, or otherwise dispose of real or personal property of any kind or description necessary, useful, or advantageous in the carrying out of the objects and purposes of the Corporation hereinbefore set out.

(f) To enter into, make, perform and carry out contracts of every kind, for any of the corporate purposes hereinbefore set out, without limit as to amount, with any person, firm, association or corporation.

(g) To draw, make, accept, endorse, discount, execute

and issue promissory notes, warrants and other negotiable or transferable instruments.

(h) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation as hereinbefore set out, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(i) To have offices and promote and carry out its objects, and to maintain its books and records within and without the State of Maryland, in the States, District of Columbia, territories or colonies of the United States, or any other place in the World.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights. The aforesaid enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and

subject on all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post-office address of the principal office of this Corporation in this State is Queen Anne Road, Kent Island, Stevensville post-office, Queen Anne's County, Maryland. The name of the Resident Agent of this Corporation in this State is Ruby C. Quandt, Queen Anne Road, Kent Island, Stevensville post-office, Queen Anne's County, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not authorized to issue any capital stock. The Board of Directors may choose the first members in accordance with the By-laws. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-laws of the Corporation and shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Ruby C. Quandt
J. L. JOHNSON
J. Paul Schmidt.

SEVENTH: The affairs and business of this Corporation shall be managed and conducted by the Board of Directors who, except as to the first Board of Directors, shall be elected to

office in such manner and for such term, and who shall have such powers and duties as may be provided in the Articles of Incorporation and the By-laws of the Corporation.

Meetings of the members and of the Board of Directors of the Corporation, for the election of directors and officers, and the transaction of such other business necessary to carry out the purposes of the Corporation, may be held either within or without the State of Maryland and at such other places as may from time to time be designated in accordance with the By-laws of the Corporation. Not less than ten members present in person shall be requisite and shall constitute a quorum for the transaction of business at any special or annual meeting of the members, and the act of a majority of the members present in person at any meeting of the members at which a quorum is present shall be the act of the members of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The private property of the members and the Board of Directors shall not be subject to the payment of corporate debts to any extent whatsoever.

TENTH: Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of a majority or other designated proportion of the members of the Corporation, or otherwise to be taken or authorized by vote of the members, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of all the votes thereon to which all the members, present in person at a duly constituted meeting, shall be entitled, except as otherwise pro-

vided in the charter or in the By-laws, but in cases in which the law authorizes such action to be taken or authorized by a less vote, such action shall be effective and valid if so taken or authorized, except as otherwise provided in the charter or in the By-laws.

ELEVENTH: In the event of the dissolution (voluntary or involuntary) of the Corporation, after the payment of all debts of the Corporation, the remaining assets and funds shall be distributed pro rata among the members of the Corporation in good standing at the time of dissolution.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on July 20, 1953.

Ruby C. Quandt
Ruby C. Quandt

WITNESS:

Edwin M. Friedman

J. L. Johnson
J. L. Johnson

J. Paul Schmidt
J. Paul Schmidt

STATE OF MARYLAND)
(ss:
CITY OF BALTIMORE)

I HEREBY CERTIFY that on July 20, 1953, before me the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared RUBY C. QUANDT, JOSEPH L. JOHNSON and J. PAUL SCHMIDT and severally acknowledged the foregoing Articles of Incorporation to be their act.



Edwin M. Friedman
Notary Public

WEINBERG AND GREEN
BALTIMORE 2, MD.

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ARTICLES OF INCORPORATION

OF

THE HOME IMPROVEMENT ASSOCIATION OF KENT ISLAND ESTATES, INC.

approved by the State Tax Commission of Maryland

August 4, 1953

and

received for record

August 4, 1953

at 10:00

o'clock

A.M.

in conformity with law and ordered recorded.

A 6150

William K. Vice

Secretary

Recorded in Liber 432, folio 194 one of the Charter Records of the State Tax Commission of Maryland.

Capital _____

Increase of Capital _____

State tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit

Court for

Queen Anne's County