

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 ~~April~~^{May}, 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 ~~April~~^{May}, 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

(Handwritten initials)



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

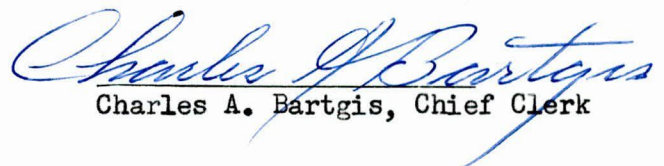
OF

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. Bortges*

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.
Charter

CERTIFIED COPIES

UNCERTIFIED COPIES

DATE

5/27/69 ENTERED BY

TRANSCRIPT:

SETS OF

PAGES EACH

FEE:

1 PAGES AT \$1.00 - - - - \$

1 CERTIFICATIONS AT \$2.00

4.00
TOTAL - - - - \$ 4.00

THIS IS NOT A BILL