

ARTICLES OF INCORPORATION OF WHITE SANDS CIVIC ASSOCIATION, INC.

In compliance with the requirements of the Code of Maryland, Article 23, we, the undersigned, all of whom are residents of Maryland and all of whom are at least eighteen (18) years of age, have this day formed a corporation not for profit and do hereby certify:

ARTICLE ONE

The name of the corporation is: White Sands Civic Association, Inc.

ARTICLE TWO

The corporation shall exist perpetually.

ARTICLE THREE: Purposes and Powers

The White Sands Civic Association, Inc. (hereafter referred to as the "Association"), does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents within that community known as "White Sands", recorded among the land records of Calvert County, Maryland, and such additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation as provided in Article Eight (8) herein, hereafter referred to as the "Properties", and for this purpose to:

- (a) own, acquire, operate, and maintain recreational facilities, stables, commons, streets, driveways, footways, trails, sewers, drainage ways, including buildings, structures, personal properties incident thereto, herein after referred to as "common properties and facilities:"
- (b) fix assessments (or charges) to be levied against the Properties:
- (c) enforce any and all covenants, restrictions and agreements applicable to the Properties;
- (d) pay all taxes, if any, on the Common Properties and Facilities; and
- (e) in so far as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common social, recreational and educational benefit and enjoyment of the residents of the Properties.

ARTICLE FOUR: Stock

The Corporation is not authorized to issue capital stock.

ARTICLE FIVE: Membership

Every person or entity who is an owner of record of a fee or an undivided fee interest in any lot within the Properties, or is a contract purchaser under an installment purchase contract of any lot within the Properties, shall be a member of the Association, except, that any such person or entity who is a contract seller of any lot within the Properties under an installment purchase contract shall not be a member as to that lot, and any such person or entity who holds an interest in any lot within the Properties as a security for the performance of an obligation shall not be a member as to that lot.

ARTICLE SIX: Voting Rights

Each member, as defined in Article Five (5), shall have one vote per lot, as set forth in the By-Laws.

ARTICLE SEVEN: Board of Directors, Selection, Terms of Office:

The affairs of the Corporation shall be managed by a Board of five (5) Directors, who need not be members of the Corporation. The initial Board of Directors shall consist of five (5) Directors who shall hold office until the election of their successors for the terms stated in Article Eighteen (18). The members at the annual meeting, to be held on June 15, 1976, shall elect one (1) Director as set forth in Article Eighteen (18), and at each annual meeting thereafter the members shall elect one (1) Director. Each Director so elected shall serve for a term of five (5) years.

ARTICLE EIGHT: Mergers and Consolidations

Subject to the provisions of the recorded covenants and restrictions applicable to the Properties and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; provided that any such merger or consolidation shall have the assent of two-thirds of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purposes of the meeting.

ARTICLE NINE: Mortgages, Other Indebtedness

The Association shall have the power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties.

The total debts of the corporation, including the principal amount of mortgages, outstanding at any time, shall not exceed the total of two (2) years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by affirmative vote of two-thirds of the members who are voting in person or by proxy at a meeting called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE TEN: Quorum for Any Action Governed By Article Eight and Nine of these Articles

The quorum required for any action governed by Articles Eight and Nine of these Articles shall be as follows:

At the meeting duly called, as provided herein, the presence of members, or of proxies, entitled to cast sixty percent (60%) of all the votes of the membership shall constitute a quorum.

ARTICLE ELEVEN

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Association and of the Directors and members:

1. The Board of Directors shall have the power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations, the books, accounts and documents of the Association, or any of them shall be open to the inspection of members, except as otherwise provided by statute or by By-Laws; and , except as so provided, no member shall have any right to inspect any book, account or document of the Association unless authorized so to do by resolution of the Board of Directors.
2. The Association may enter into contracts and transact business with any Director or member or with any corporation, partnership, trust or association of which any director or member is a stock holder, director, officer, partner, member trustee, beneficiary, employee or in which any director or member is otherwise interested; and such contract or transaction shall not be invalidated or in any way affected by the fact that such director or member has or may have an interest therein which is or might be adverse to the interests of the Association, provided that the fact of such interest shall be disclosed or known to the other directors or members acting upon such contract or transaction; and such director or member may be counted in determining the existence of a quorum at any meeting of the members of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not so interested. No director or member having disclosed or made known an adverse interest shall be liable to the Association or any member or creditor thereof or by other persons for any loss incurred by Association under or by reason of any such contract or transaction, nor shall any such director or member be accountable for any gains or profits realized therefrom.
3. Any person who is serving or has served as a director or officer of the Association shall be indemnified by the Association, insofar as it is able, and insofar as the Board of Directors shall by resolution determine, against expense actually and necessarily incurred by him in connection with the defense of any action, suit or proceedings in which he is made a party by reason of having been such a member or director, except in relation to matters as to which such person is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE TWELVE: Dedication of Properties or Transfer of Function to Public Agency or Utility

The Association shall have the power to dispose of its real properties only as under the recorded covenants and restrictions applicable to said properties.

ARTICLE THIRTEEN: Dissolution

The Corporation may be dissolved only with the assent given by writing and signed members entitled to cast two-thirds () of the votes of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets [which shall be consonant

with Article Fourteen (14) hereof] shall be mailed to every member at least ninety (90) days in advancer of any action taken.

ARTICLE FOURTEEN: Disposition of Assets Upon Dissolution

Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation, or such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation.

ARTICLE FIFTEEN: Amendments

These Articles may be amended in accordance with the law, provided that the voting and quorum requirements specified for any action under these Articles shall apply also to any amendment of such provision; and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to the Properties which are part of the property interests created thereby.

ARTICLE SIXTEEN: The Incorporators

The name(s) and address(es) of the incorporator(s) is (are):

Name:

Dorothy N. Wray
Diana D. Broussard

Address:

Lusby, Maryland 20657
P.O. Box 2048,
Rockville, Maryland 20852

ARTICLE SEVENTEEN: Registered Office and Registered Agent

The address of the principal office of the Corporation is in care of: White Sands Corporation, Lusby, Maryland 20657; and the name of the initial Registered Agent at such address is: E. M. Freeman.

ARTICLE EIGHTEEN: Initial Directors

The names and addresses of those persons who are to act as Directors until the election of their successors and their terms of office are:

To serve until the annual meeting to be held June 15, 1976:

Name:

Diana D. Brossard

Address:

P.O. Box 2048, Rockville, Maryland 20852

To serve until the next succeeding annual meeting:

Name:

Dorothy N. Wray

Address:

Lusby, Maryland 20657

To serve until the next succeeding annual meeting:

Name:

Address:

Richard E. Hunt

10517 Martellini Drive, Laurel, Maryland 21810

To serve until the next succeeding annual meeting:

Name:
Joseph M. Brossard

Address:
P.O. Box 2048, Rockville, Maryland 20852

To serve until the next succeeding annual meeting:

Name:
Pearl L. Rosser

Address:
2222 Westview Drive, Silver Spring, Maryland
20910

IN WITNESS WHEREOF we hereby set our hands and seals this 30th day of June 1975, and acknowledge the same to be our act. *Signed by Dorothy N. Wray and Diana D. Brossard.*

The original Articles of Incorporation of White Sands Civic Association, Inc. were approved and received for record by the State Department of Assessments and Taxation of Maryland July 2, 1975, at 8:30 o'clock A.M. as in conformity with law and ordered recorded. In Liber 2190, folio 559, one of the Charter Records of the State Department of Assessments and Taxation of Maryland. They are also recorded in the Calvert County records: Book 187 Page 39.