

Exhibit "C"

LIBER 6872 FOLIO 287

EXHIBIT

ARTICLES OF INCORPORATION MAY 20 A 94  
OF  
HADLEY FARMS COMMUNITY ASSOCIATION, INC.

In compliance with the requirements of the General Laws of the State of Maryland, the undersigned, all of whom are residents of the State of Maryland and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is HADLEY FARMS COMMUNITY ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 200-A Monroe Street, Suite 200, Rockville, Maryland 20850.

ARTICLE III

RESIDENT AGENT

John N. Smart, whose address is 200-A Monroe Street, Suite 200, Rockville, Maryland, is hereby appointed the initial registered agent of this Association. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is not authorized to issue capital stock and does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described in Exhibit A attached

LAW OFFICES  
LER. MILLER & CANDY  
CHARTERED  
10.8 MONROE STREET  
ROCKVILLE, MARYLAND  
301.782.2212

STATE OF MARYLAND  
I hereby certify that this is a true and complete copy of the \_\_\_\_\_ 7 \_\_\_\_\_  
page document on file in this office. DATED: 5-31-85  
STATE DEPARTMENT OF AGRI-CULTURE AND TAXATION  
BY: Paula Cary Miller  
This stamp replaces our previous certification system. Effective: 10/84

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hereto and incorporated herein by reference, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and to promote the health, safety and welfare of the residents within the above-described property, and any additions thereto; and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded among the Land Records of Montgomery County, Maryland, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer, and subject to the limitation contained in Article 14 of the Bylaws;
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such annexation shall be carried out pursuant to the conditions of Section 4 of Article II of the Declaration;
- (g) have and to exercise any and all powers, rights and privileges which a nonprofit corporation organized under the Laws of the State of Maryland may by law now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including

contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) seven (7) years from the date of recordation of the Declaration; or
- (c) upon the surrender of Class B memberships of the then holders thereof for cancellation on the books of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, of whom two (2) need not

LAW OFFICES  
J. L. MILLER & COMPANY  
CHARTERED  
10. N. MORNING STREET  
ROCKVILLE, MARYLAND  
301 782-5212

be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
John N. Smart	200-A Monroe Street Suite 200 Rockville, Maryland 20850
Patricia R. Smart	200-A Monroe Street Suite 200 Rockville, Maryland 20850
Mary Kay Connelly	200-A Monroe Street Suite 200 Rockville, Maryland 20850
Joel S. Kline	200-B Monroe Street Rockville, Maryland 20850
Carson L. Mills	200-A Monroe Street Suite 230 Rockville, Maryland 20850

At the first annual meeting the members shall elect two directors for a term of three years, two directors for a term of two years, and one director for a term of one year. At each annual meeting thereafter, the members shall elect the number of directors needed to fill the terms which are expiring for a three- (3) year term.

Notwithstanding any provision of this Article VII, or the Declaration, or the Bylaws of this Association to the contrary, the Declarant as defined in the Declaration reserves the right to appoint all Members of the Board during the period that Class B memberships are in existence. Said appointments to the Board need not be in conformance with the qualifications and terms set forth in the Article VII.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger of

consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed

and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

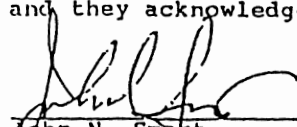
Amendment of these Articles shall require the assent of ~~xxxxxx~~ sixty-seven percent (67%) of the entire membership and ~~xxxxxx~~ sixty-seven percent (67%) of the first mortgagees.

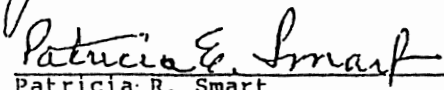
ARTICLE XI


FHA/VA APPROVAL

As long as there is a Class B membership, and as long as any Lot subject to the Declaration and Bylaws with which these Articles of Incorporation are associated are then encumbered by a mortgage or deed of trust guaranteed by VA or insured by FHA, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 14th day of MAY, 1985, and they acknowledge the same to be their act.

  
John N. Smart

  
Patricia R. Smart

  
Mary Kay Connelly

LAW OFFICES  
LER, MILLER & CANBY  
CHARTERED  
10-D MONROE STREET  
OCKVILLE, MARYLAND  
301-702-3212

(02)

(65)

Stock

STATE BOARD OF TAX  
 RECEIPTS AND PAYMENTS  
 APPROVED FOR RECORDED

TIME 9:43 MO. DAY YEAR 5-20-05

20	TAX
22	...
72	(CL) 6 P
54	CASH <input type="checkbox"/> CHECK <input checked="" type="checkbox"/>

APPROVED BY [Signature]

J. Kline  
 Miller, Miller  
 200-B Monroe St  
 Rockville Md. 20850