

**ARTICLES
OF
INCORPORATION**

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AMENDED
ARTICLES OF INCORPORATION
OF
TUCHAHOE FARMS HOMEOWNERS ASSOCIATION, INC.

In compliance with the Annotated Code of Maryland, Corporations and Associations Article, Title 5, Subtitle 2, I, John J. Gessner, the undersigned, whose address is 11 South Main Street, Bel Air, Maryland 21014, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a non-stock and non-profit corporation under the general laws of the State of Maryland and hereby certify:

ARTICLE I

NAME

The name of the corporation is "TUCHAHOE FARMS HOMEOWNERS ASSOCIATION, INC.," hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 2700 Philadelphia Road Edgewood, Maryland 21040.

ARTICLE III

RESIDENT AGENT

Robert C. Ward, whose address is 2700 Philadelphia Road, Edgewood, Maryland 21040, is hereby appointed the initial resident agent of this Association.

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ARTICLE IV

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Lots and Common Areas (as those terms are defined in the Declarations hereinafter referred to) within those certain tracts of land described in a written description attached hereto as Exhibit A and additions thereto as may hereafter be brought within the jurisdiction of this Association. In furtherance of these purposes, the Association shall have full power 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 a certain declaration entitled, "Tuchahoe Farms Homeowners Association, Inc., Declaration of Covenants, Conditions and Restrictions, Land Use, Architectural Control and Common Areas", and a certain declaration entitled "Tuchahoe Farms Homeowners Association, Inc., Declaration of Covenants, Conditions and Restrictions, Storm Water Management Facilities" (hereinafter collectively called the "Declarations") applicable to the above described property and recorded among the Land Records of Harford County, Maryland, and as the same may be amended or supplemented from time to time as therein provided.

B. Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the

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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 upon, 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 the votes 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 of any Common Area shall be effective unless an instrument has been signed by the Secretary of the Association certifying that two-thirds (2/3) of the votes of each class of members approved such dedication, sale or transfer.

F. Grant utility and drainage easements in, under, over and through properties owned by the Association.

G. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of members and any such annexation shall be done in accordance with the Declarations.

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H. Have and to exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE V

ASSOCIATION NOT AUTHORIZED TO ISSUE STOCK

The Association has no authority to issue capital stock.

ARTICLE VI

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 and does not 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 VII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declarations), and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall

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be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declarations), its successors and assigns, 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. On December 31, 2007.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of Directors consisting of three (3) members, who need not be members of the Association. The number, terms and election of Directors may be changed by amendment of the By-Laws 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:

Robert C. Ward
2700 Philadelphia Road
Edgewood, Maryland 21040

Karen Litz
2700 Philadelphia Road
Edgewood, Maryland 21040

Patricia M. Gillo
2700 Philadelphia Road
Edgewood, Maryland 21040

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The above-named Directors shall serve until the first annual meeting of the members at which time three (3) Directors shall be elected. At all relevant times, the remaining Directors may elect a successor to fill the unexpired term of a Director in the event of death, resignation or removal of a Director.

From and after the first annual meeting of members, the term of office of the Directors shall be staggered. At the first meeting of members, one-third (1/3) of the Directors shall be elected to an initial term of three (3) years, one-third (1/3) of the Directors shall be elected to an initial term of two (2) years and one-third (1/3) of the Directors shall be elected to an initial term of one (1) year. At each subsequent meeting of members, the members shall elect one-third (1/3) of the total number of Directors and the term of each Director shall be three (3) years.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent of two-thirds (2/3) of the votes of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

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ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) of the votes of the members except that, prior to December 31, 2001, amendments required by the Federal Mortgage Agencies, (as defined in the Declarations) as a condition of approval shall only require the assent of the Class B member.

ARTICLE XII

APPROVAL BY FEDERAL MORTGAGE AGENCIES

As long as there is Class B membership, the following actions will require the prior approval of the Federal Mortgage Agencies: annexation of additional properties not described in the Declarations, mergers and consolidations, mortgaging 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, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation and acknowledged same to be his act this 8th day of January, 1998.

Richard K. Metz
Witness

John J. Gessner
John J. Gessner

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STATE OF MARYLAND, HARFORD COUNTY, TO WIT:

I HEREBY CERTIFY that on this 5th day of Jan., 1998, before me,
the subscriber, a Notary Public of the State and County aforesaid, personally appeared John
J. Gessner, who acknowledged himself to be the incorporator named in the foregoing
Articles of Incorporation and that he executed the same for the purposes therein contained.

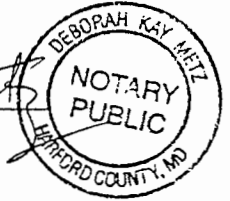
AS WITNESS my hand and Notarial Seal.

My Commission Expires

01-17-01

Deborah K. Metz

Notary Public



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EXHIBIT A TO ARTICLES OF INCORPORATION OF TUCHAHOE FARMS
HOMEOWNERS ASSOCIATION, INC.

Property Description:

1. ALL THAT land designated as "PARCEL A, 35.250 Ac. R3 ZONE" and "PARCEL C 15.957 Ac. R3 ZONE", as shown on a plat entitled, "BOUNDARY PLAT LAND OF FOREST HILL FARM, INC.," which plat is recorded among the Land Records of Harford County in Plat Book C.G.H. No. 92, folio 15.
2. ALL THAT land shown on a plat entitled, "PLAT V OLD DIXIE MANOR", which plat is recorded among the Land Records of Harford County in Plat Book C.G.H. No. 72, folio 60.