

ARTICLES OF INCORPORATION
OF
THE COUNCIL OF UNIT OWNERS OF
ROCK CREEK APARTMENTS CONDOMINIUM ONE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 27, 1982 at 9:11 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2540, folio 61278 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 34.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Montgomery County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



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Md. Condominium (ROCK)

THE COUNCIL OF UNIT OWNERS
OF
ROCK CREEK APARTMENTS CONDOMINIUM ONE, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That I, Barry M. Fitzpatrick, whose post office address is 342 Hungerford Court, Rockville, Maryland 20850, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purpose do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of this Corporation shall be:

THE COUNCIL OF UNIT OWNERS

OF

ROCK CREEK APARTMENTS CONDOMINIUM ONE, INC.

ARTICLE II. The period of existence and duration of the life of this Corporation shall be perpetual, subject to the right of the unit owners to terminate the condominium as provided in the Condominium Act.

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ARTICLE III. The principal office for the transaction of business of this Corporation shall initially be located in the County of Montgomery, State of Maryland, at:

8327 Grubb Road
Silver Spring, Maryland 20910

The following named person shall be designated as the statutory resident agent of this Corporation, said resident agent being a citizen and an adult resident of the State of Maryland:

Joseph M. Kyle
8335 Grubb Road
Silver Spring, Maryland 20910

ARTICLE IV. The general purposes for which this Corporation is formed, and the business or objects to be carried on and promoted by it, are as follows:

(a) to organize and operate a corporation, no part of the net earnings of which is to inure to the benefit of any member of this Corporation or to any other individual;

(b) pursuant to and in conformity with the requirements of Title 11, Real Property Article, Annotated Code of Maryland (1974 Repl. Vol.), and as amended, hereinelsewhere called the "Condominium Act", and in a manner consistent with a certain Declaration relating thereto and heretofore recorded among the Land Records for Montgomery County, Maryland, to provide for the maintenance, operation and management of a certain condominium project located in Montgomery County, Maryland, hereinelsewhere called "the condominium" and identified as follows:

"ROCK CREEK APARTMENTS CONDOMINIUM ONE"

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

(a) to construct, improve and maintain, operate and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the furtherance of the business of this Corporation; and

(b) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of the business of this Corporation, to secure the same by mortgage, deed of trust, pledge, or other lien; and

(c) to enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the non-profit purposes of this Corporation; and

(d) to make patronage refunds to members as provided for in the By-Laws of this Corporation; and

(e) to exercise and perform, without limitation, all of the powers, functions and duties of the Council of Unit Owners of the condominium hereinabove referred to in a manner consistent with the provisions of the Condominium Act, the aforesaid Declaration and the By-Laws of this Corporation; and

(f) insofar as permitted by law, to do any other thing that in the judgment of the Board of Directors, will promote the business of this Corporation or the common benefit of its members and, in general, to exercise the powers set out in the Condominium Act, the Declaration hereinabove referred to and the By-Laws of this Corporation and to do every other act not inconsistent with law which may be appropriate to promote and attain the purposes set forth in the Condominium Act, the Declaration and the By-Laws of this Corporation.

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The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment of the exercise hereof, as conferred by the Condominium Act and the General Laws of the State of Maryland.

ARTICLE V. This Corporation shall be without capital stock and will not be operated for profit. This Corporation does not contemplate the distribution of gains, profits or dividends to any of its members. The members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of this Corporation, except as specifically provided for in the Condominium Act.

ARTICLE VI. The authorized number of memberships of this Corporation is 224. Every person, group of persons, corporation, partnership, trust or other legal entity or any combination thereof, who is a record owner of a fee interest in any condominium unit in the condominium shall be a member of this Corporation; provided, however, that any such person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who holds such interest solely as security for the performance of an obligation shall not be a member by reason only of such interest.

The property, voting and other rights and privileges of membership, the liability of each member for assessments for common expenses, and the method of collection thereof, shall be as set forth in the Declaration relating to the condominium and the By-Laws of this Corporation.

ARTICLE VII. This Corporation shall have a lien on the outstanding memberships in order to secure payment of any sums which shall be due or become due to this Corporation from the holder thereof for any reason whatsoever.

ARTICLE VIII. In the event any member of this Corporation sells, assigns or otherwise transfers of record the fee interest in any condominium unit in which he holds the interest required for membership, such member shall, at the same time, assign the membership in this Corporation appurtenant to such condominium unit to the transferee of the condominium unit and deliver it to him for transfer on the books of this Corporation. The foregoing requirement shall not obtain in the event a condominium unit is transferred as aforesaid solely as security for the performance of an obligation. Except as provided in this Article, membership shall not be transferable.

ARTICLE IX. The number of Directors of this Corporation shall be an uneven number of not less than three (3) nor more than five (5), and the names and post office addresses of the Directors who shall act as such until the first annual meeting, or until such time as their successors are duly chosen and qualified are:

<u>Name</u>	<u>Address</u>
Gerard M. LaVay	1827 Jefferson Place, N.W. Washington, D. C. 20036
Douglas G. LaVay	1827 Jefferson Place, N.W. Washington, D. C. 20036
Joseph M. Kyle	1827 Jefferson Place, N.W. Washington, D. C. 20036

The qualifications, powers, duties and tenure of the office of Director and the manner by which Directors are to be chosen shall be as prescribed and set forth in the By-Laws of this Corporation. Officers of this Corporation shall be elected and shall serve as provided for in the By-Laws.

ARTICLE X. This Corporation shall indemnify every person who is or was an officer or Director of this Corporation and who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, whether civil, criminal, administrative or investigative, if that person (i) acted in good faith; and (ii) reasonably believed (a) in the case of conduct in that person's official capacity, that the conduct was in the best interests of this Corporation; and (b) in all other cases that the conduct was at least not opposed to the best interests of this Corporation; and (iii) in the case of any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

The indemnification provided for in this Article is against judgments, penalties, fines, settlements and reasonable expenses actually incurred in connection with any such threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative; provided, however, that if any such action, suit or proceeding was one by or in the right of this Corporation, indemnification shall be made only against reasonable expenses and shall not be made in respect of any proceeding in which the person otherwise entitled to indemnity pursuant to the provisions of this Article shall have been adjudged to be liable to this Corporation. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, creates a rebuttable presumption that the person otherwise entitled to indemnify did not meet the requisite standard of conduct set forth in this Article.

A person who is or was an officer or Director of this Corporation is not indemnified under the provisions of this Article in respect of any threatened, pending or completed action, suit or proceeding charging improper personal benefit to that person, whether or not involving action in that person's official capacity, in which the person was adjudged to be liable on the basis that personal benefit was improperly received.

The provisions of this Article are intended to provide every person who is or was an officer or Director of this Corporation and who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, with indemnification to the extent permitted in Section 2-418(b) of Title 2, Corporations and Associations Article, Annotated Code of Maryland (1975 Repl. Vol.) as from time to time amended or superceded.

Indemnification under this Article may not be made by this Corporation unless authorized in the specific case after a determination has been made that indemnification is permissible because the person who is or was an officer or Director of this Corporation has met the standard of conduct set forth in this Article. Such determination shall be made in the manner provided in Section 2-418(e) Title 2, Corporations and Associations Article, Annotated Code of Maryland (1975 Repl. Vol.) as from time to time amended or superceded.

Reasonable expenses incurred by any person who is or was an officer or Director of this Corporation and who is a party to any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, may be paid or reimbursed by this Corporation in advance of the final disposition of that proceeding, after a determination that the fact then known to those making the determination would not preclude indemnification under this Article, upon receipt by this Corporation of:

(a) a written affirmation by that person of that person's good faith belief that the standard of conduct necessary for indemnification by this Corporation as authorized in this Article has been met; and

(b) a written undertaking by or on behalf of that person to repay the amount if it shall ultimately be determined that the standard of conduct necessary for indemnification by this Corporation as authorized in this Article has not been met. The undertaking required by this subparagraph (b) shall be an unlimited general obligation of the person making it but need not be secured and may be accepted without reference to financial ability to make the repayment.

Determination and authorization of payments under this Article shall be in the manner specified in Section 2-418 (e), Title 2, Corporations and Associations Article, Annotated Code of Maryland (1975 Repl. Vol.) as from time to time amended or superceded.

The officers and Directors of this Corporation shall not be liable to this Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of this Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of this Corporation except to the extent that such officers or Directors may also be members of this Corporation, and this Corporation shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment, except as aforesaid

The provisions of this Article do not limit the power of this Corporation to pay or reimburse expenses incurred by any person who is an officer or Director of this Corporation in connection with an appearance as a witness in any proceeding by reason of service in that capacity, or otherwise involving this Corporation, when that person has not been made a named defendant or respondent in the proceeding. Any right to indemnification provided for in this Article shall be in addition to, and not exclusive of, any other rights to which any person who is or was an officer or Director of this Corporation may be entitled by law, or otherwise.

This Corporation may purchase and maintain insurance on behalf of any person who is or was an officer or Director of this Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not this Corporation would have the power to indemnify against such liability pursuant to the provisions of this Article, or otherwise.

Any indemnification of, or advance of expenses to, any person in accordance with the provisions of this Article, if arising out of a proceeding by or in the right of this Corporation, shall be reported in writing to the members of this Corporation with notice of the next annual meeting of members of this Corporation or prior to the next annual meeting of members.

ARTICLE XI. The Directors shall exercise their powers and duties in good faith and with a view to the interests of this Corporation and the condominium. A contract or other transaction between this Corporation and any of its Directors, or between this Corporation and any corporation, firm or other entity in which any of its Directors is a director or has a material financial interest is not void or voidable solely because of the common directorship or interest, or because the Director is present at the meeting of the Board of Directors which authorizes, approves or ratifies the contract or transaction, or because the vote of the Director was counted for the authorization, approval or ratification of the contract or transaction, if any of the following conditions exist:

(a) the fact of the common directorship or interest is disclosed or known to the Board of Directors and the Board of Directors authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors, even if the disinterested Directors constitute less than a quorum; or

(b) the fact of the common directorship or interest is disclosed or known to the members of this Corporation entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the members entitled to vote other than the votes appurtenant to memberships owned by the interested Director or corporation, firm or other entity; or

(c) the contract or transaction is fair and reasonable to this Corporation at the time it was authorized, approved or ratified.

Common or interested Directors or the votes which they are entitled to cast or which are entitled to be cast by an interested corporation, firm or other entity, may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a meeting of the unit owners, as the circumstances may require, at which the contract or transaction is authorized, approved or ratified.

If a contract or transaction is not authorized, approved or ratified in the manner provided for in subparagraphs (a) or (b) of this Article, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to this Corporation at the time it was authorized, approved or ratified.

This Article does not apply to the fixing by the Board of Directors of reasonable compensation for a Director, whether as a Director or in any other capacity.

ARTICLE XII. Subject to the limitations set forth in the Declaration and in the By-Laws of this Corporation, this Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of April, 1982.

WITNESS:

Brenda K. Smith
Brenda K. Smith

Barry M. Fitzpatrick
Barry M. Fitzpatrick

(SEAL)

STATE OF MARYLAND)
COUNTY OF MONTGOMERY ss:

BE IT REMEMBERED, that on this 23rd day of April, 1982, personally appeared before me, a Notary Public in and for the State and County aforesaid, BARRY M. FITZPATRICK, party to the foregoing Articles of Incorporation, known personally to me as such, and I having first made known to him the contents of said Articles of Incorporation, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and he acknowledged the facts therein stated to be true as set forth.

GIVEN under my hand the year and day first above written.

Brenda K. Smith
Brenda K. Smith



My Commission expires: July 1, 1982