

RECEIVED
 ARTICLES OF INCORPORATION
 OF ASSESSMENTS & TAXATION
GREENSPRING QUARRY ASSOCIATION, INC.
 2006 AUG -9 P 2:37

The undersigned subscriber, **BRUCE D. BROWN**, whose post office address is 2 Hopkins Plaza, Suite 1100, Baltimore, Maryland 21201, being at least eighteen (18) years of age, does hereby act 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 hereby makes, executes, and adopts the following Articles of Incorporation:

ARTICLE I. The name of this corporation shall be:

GREENSPRING QUARRY ASSOCIATION, INC.

ARTICLE II. The post office address of the principal place of business of this corporation shall be located in Howard County, State of Maryland, at 8965 Guilford Road, Suite 290, Columbia, Maryland 21045.

ARTICLE III. The resident agent of this corporation shall be Bruce D. Brown, whose address is 2 Hopkins Plaza, Suite 1100, Baltimore, Maryland 21201. Said resident agent is a citizen and actual resident of the State of Maryland.

ARTICLE IV. The Corporation 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 reconstruction, management, maintenance, and preservation of the Common Areas and Facilities to be acquired; and for the control of certain property located in Baltimore County, Maryland; and to promote the health and welfare of the owners of the lots; and for that purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties

and obligations of the Corporation 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 in the Land Records of Baltimore County, Maryland, by Beazer Homes Corp., Greenspring Retail, LLC, Greenspring Office One, LLC, Greenspring Office Two, LLC, and Greenspring Office Three, LLC, as the Declaration 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 of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(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 Corporation;

(d) dedicate, sell or transfer all or any part of the Common Areas, if any, 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 eighty percent (80%) of the members, agreeing to such dedication, sale or transfer;

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Law of the State of Maryland by law may own or hereafter have or exercise.

ARTICLE V. MEMBERSHIP AND VOTING RIGHTS

(a) Membership. Every Village, as that term is defined in the provisions of the Declaration of Covenants, Conditions and Restrictions of the Association, shall be a member of the Association.

(b) Voting Rights. Each Village member shall be entitled to one (1) vote. Such vote shall be exercisable by the representative of the Village who shall be elected by the Village's Board of Directors. The representative may, but does not necessarily have to be, a member of the Village's Board.

ARTICLE VI. In the event any Owner sells, assigns, or otherwise transfers of record the fee simple interest in any Unit in which he holds an interest, such Owner shall be deemed to have contemporaneously assigned the ownership interest appurtenant to said Unit to the transferee of the Unit and delivered it to him for transfer on the books of the Corporation. The foregoing requirement shall not apply in the event a Unit is transferred as aforesaid merely as security for the performance of an obligation.

ARTICLE VII.

(a) This Corporation shall not be operated for profit. There shall be no distributions of gains, profits or dividends to any of the members nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Corporation may pay compensation to its directors and officers upon the unanimous vote of the Members. Upon dissolution or final liquidation, the Corporation may make distribution to its members as is permitted by the Court having

jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

(b) This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided in the Declaration and By-Laws. The members of this Corporation shall not be personally liable for the debts, liabilities or obligations of this Corporation. The voting rights of the members shall be as set forth in the Declaration and By-Laws.

ARTICLE VIII. The affairs of the Corporation shall be managed by a five (5) member Board of Directors with one (1) director representing each Village. In the event that an even number of Villages are created, the fifth director shall be selected as provided in Article IV of the By-Laws. The names and addresses of the persons who are to serve until their successors are duly chosen and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Meacham for the Bluffs Village	965 Guilford Road, Suite 290 Columbia, Maryland 21045
Edwin Howe. for the Highlands Village	8965 Guilford Road, Suite 290 Columbia, Maryland 21045
David Roesler for the Creekside Village	8965 Guilford Road, Suite 290 Columbia, Maryland 21045
Thomas F. Obrecht	9475 Deereco Road, Suite 200 Timonium, Maryland 21093

The qualifications, powers, duties, and tenure of the directors and the manner by

which they are to be chosen shall be as set forth in the By-Laws of the Corporation. Officers of this Corporation shall be elected by the directors and shall serve as provided in the By-Laws.

ARTICLE IX. The internal affairs of the Corporation shall be regulated by duly adopted By-Laws. The By-Laws shall be made and adopted by the original Board of Directors of the Corporation.

ARTICLE X. The Corporation may be dissolved with the assent given in writing and signed by all of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused, 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 XI.

(a) The Corporation shall indemnify every officer and director of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including settlement of any such suit or proceeding if approved by the then Directors) to which he may be made a party by reason of being or having been an officer or director at the time such expenses are incurred. The officers and directors of the Corporation shall not be liable to the members of the Corporation for any mistake in judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment

made by them, in good faith, on behalf of the Corporation and the 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. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Corporation, or former officer or director of the Corporation, may be entitled.

(b) The directors shall exercise their powers and duties in good faith and with a view to the best interests of the Corporation. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm or association in which one or more of the directors of this Corporation are directors and officers or are pecuniarily or otherwise interested, is either void or voidable because such director or directors are present at the meeting of the Board or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraphs exist:

(1) the fact that the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes, and the Board authorizes, approves, or ratifies such contract or transaction in good faith or by a vote sufficient for the purpose; or

(2) the fact of the common directorate or interest is disclosed or known to the members, or a majority thereof, and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; or

(3) the contract or transaction is commercially reasonable to the

Corporation at the time it is authorized, ratified, approved or executed.

(c) Common or interested directors may be counted in determining the presence of a quorum of any meeting of the Board or committee thereof which authorizes, approves or ratifies any contract or transaction, and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII. The Corporation shall exist perpetually.

ARTICLE XIII. Amendment of these Articles shall require the approval of all of the members.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal on this

21st day of July, 2006, and acknowledged the foregoing to be my act.

WITNESS:

Kathleen Felen

Bruce D. Brown
BRUCE D. BROWN

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.

Bruce D. Brown
Bruce D. Brown

July 21, 2006
Date