

ARTICLES OF AMENDMENT  
OF  
LEISURE WORLD COMMUNITY CORPORATION

LEISURE WORLD COMMUNITY CORPORATION, a nonstock Maryland Corporation having its principal office in Montgomery County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended as follows:

1. Amend ARTICLE THREE by deleting the second sentence in its entirety and further deleting the name "Robert M. Pfeiffer", and inserting in lieu thereof the following:

"The statutory resident agent of the Corporation shall be the Leisure World of Maryland Corporation, the post office address of which is 3701 Rossmoor Boulevard, Silver Spring, Maryland 20906. Said resident agent is a corporation organized under the laws of the State of Maryland and registered with the State Department of Assessments and Taxation."

2. Amend ARTICLE SEVEN by deleting "Maryland-Mutual No. One, Inc., Maryland Mutual No. Two, Inc., Maryland Mutual No. Three, Inc., Maryland Mutual No. Four Inc." and inserting in lieu of those phrases "Montgomery Mutual, Inc."
3. Amend ARTICLE EIGHT by deleting the whole of the present text and inserting the following text in its place:

ARTICLE EIGHT, (a) Each member of the corporation shall be entitled to designate, and shall designate, a director or directors to represent it on the Board of Directors of the corporation as follows; a member comprising not more than 250 residential units shall designate one director; a member comprising more than 250 residential units shall designate one director for each 250 units it contains and one additional director if the number of units it contains exceeds a multiple of 25 0 by more than 125.

(b) In the proceedings of the Board of Directors, except as the bylaws may otherwise provide for special circumstances, each director shall be entitled to cast a number of votes equal to the number of residential units contained within the member which that director represents, divided by the number of directors that member is entitled to designate. If that calculation

results in fractions, the member may, in writing, allocate the fractions to one or more of its directors.

- (c) Each member shall be entitled to designate one or more alternate directors to serve on the Board of Directors in place of an absent director.
  - (d) The powers, duties, and terms of office of directors and alternate directors and the manner of their selection shall be established pursuant to the bylaws of the corporation.
4. Amend ARTICLE NINE by (a) deleting from the second column of its tabulation the names of Maryland Mutuals Nos. 1, 2, 3, and 4 and inserting in place of each of them "Montgomery Mutual, Inc." and (b) deleting from the third column of that tabulation the numbers "392," "106," "194," and "206" and inserting in place of each of them the number "224 ½."

SECOND: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the members of the Corporation.

ARTICLES OF AMENDMENT  
OF  
LEISURE WORLD COMMUNITY CORPORATION

LEISURE WORLD COMMUNITY CORPORATION, a nonstock Maryland Corporation having its principal office in Montgomery County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended as follows:

1. Amend Article Four, paragraph (c), by changing the final period to a semi-colon and adding the following clause:

And to act as Trustee under the Trust Agreements referred to in this paragraph or under any other Trust arrangement affecting Leisure World of Maryland.

2. Amend Article Seven, paragraph (b), by deleting the existing text and inserting in its place the following paragraph:

A condominium or cooperative housing association, whether or not incorporated, newly created in Leisure World of Maryland shall become a member of this Corporation when the Board of Directors of this Corporation determines by resolution that-

- (i) the individual unit owners or members of the association have elected a board of directors or other governing body that has assumed the legal responsibility for directing the affairs of the association;
- (ii) the association has subscribed, in writing, to the Trust Agreements referred to in Article Four and any other agreements applicable to Leisure World of Maryland; and
- (iii) the association has, in writing, stated its desire to join the Corporation and acknowledged its obligation to observe and apply the bylaws and the rule and regulations that have been or may be adopted by the Corporation.

3. Amend Article Seven by adding the following paragraph (c):

If a member added to this Corporation is an "expanding condominium" established under Maryland law, the representation and voting power of the member in the Corporation shall be adjusted after each successive section of the condominium is completed so that they are in conformity with the provisions of these Articles. For the purposes of this paragraph, a successive section of an expanding condominium is completed when—

- (i) the developer has filed the documents required by law concerning the addition of the section;
- (ii) each unit of the section is substantially ready for occupancy; and
- (iii) at least 50 percent of the percentage interests in the section have been conveyed by the developer to the initial purchasers of units.

When the Board of Directors of the Corporation confirms by resolution that it has satisfactory evidence from the developer or the Board of Directors of the condominium, or both, that the foregoing conditions are met, the Secretary of the Corporation shall promptly notify the member of the adjustment of its representation and voting power in this Corporation.

4. Amend Article Eight, paragraph (b), by inserting the words "Trust Agreements or" between the words "the" and "bylaws" on the second line, thus:

(b) In the proceedings of the Board of Directors, except as the Trust Agreements or bylaws may otherwise provide for special circumstances, each director shall be entitled to cast a number of votes equal to the number of residential units contained within the member which that director represents, divided by the number of directors that member is entitled to designate. If that calculation results in fractions, the member may, in writing, allocate the fractions to on or more of its directors.

5. Amend Article Nine, paragraph (b), by deleting the existing text and inserting in its place the following paragraph:

When the Board of Directors approves a resolution referred to in paragraph (b) or (c) of Article Seven, the affected member may immediately appoint the director or directors to which it is then entitled, with the voting power calculated in accordance with

Article Eight.

6. Amend Article Nine, paragraph (c), by deleting the existing text and inserting in its place the following paragraph:

If the number of residential units in a member of the Corporation is changed in any manner not covered by paragraph (c) of Article Seven, the Board of Directors of the Corporation shall promptly by resolution adjust the representation and voting power of the member so that they are in conformity with the provisions of these Articles, and the Secretary of the Corporation shall promptly notify the member of that action.

SECOND: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the members of the Corporation.

IN WITNESS WHEREOF: LEISURE WORLD COMMUNITY CORPORATION has Caused these presents to be signed by its Chairman and attested by its Executive Secretary on August 16, 1984.

LEISURE WORLD COMMUNITY CORPORATION

By: Dr. Frederic H. Glade, Jr.,  
Chairman

ATTEST:

By: Margie Harris, Secretary