

ARTICLES OF INCORPORATION

OF

LEISURE WORLD COMMUNITY CORPORATION

THIS IS TO CERTIFY:

That I, JAMES J. CROMWELL, whose post office address is 8413 Ramsey Avenue, Silver Spring, Maryland 20910, being at least twenty-one (21) 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 ONE. The name of the Corporation shall be:

LEISURE WORLD COMMUNITY CORPORATION

ARTICLE TWO. The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE THREE. The principal office for the transaction of business of this Corporation shall be located in Montgomery County, State of Maryland at 3701 Rossmoor Boulevard, Silver Spring, Maryland 20906; The following named person is designated as the statutory resident agent of this Corporation, and said resident agent is a citizen and actual resident of the State of Maryland:

Robert M. Pfeiffer
3701 Rossmoor Boulevard
Silver Spring, Maryland 20906

ARTICLE FOUR. The purposes for which the Corporation is formed 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 or other individual.

(b) To acquire, own, and provide for the maintenance, development, and management of certain open spaces, buildings, and other administrative, community, educational, and recreational facilities located within the community known as Leisure World of Maryland in Montgomery County, Maryland, and to provide maintenance, developmental, and management services for the residential properties and appurtenances within the community.

(c) To perform all duties and assume all obligations with respect to such duties as may be assigned or designated for it to perform by the Trustee under that certain Trust Agreement known as Leisure World of Maryland Trust No. I, dated March 9, 1966, and recorded among the Land Records of Montgomery County, Maryland as the same has been and may hereafter be amended from time to time, and by the Trustee of that certain Trust Agreement known as The Leisure World of Maryland Trust No. II, effective April 27, 1979 and recorded among the Land Records of Montgomery County, Maryland as the same is and has been and may hereafter be amended from time to time.

(d) To transact the business of buying, selling, dealing in, leasing, renting and managing real estate, cooperative housing, condominiums and any interests therein for its own account or for the account of others.

(e) To initiate, maintain, intervene in, settle, or appeal legal, equitable, or other governmental or judicial proceedings on behalf of any two or more members of the Corporation or any two or more unit owners concerning matters of common interest, whether or not the common elements are involved.

(f) To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

(g) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

(h) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any person, firm, association or corporation.

(i) To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect

thereof any and all the rights, powers and privileges of individual holders.

(j) To carry out all or any part of its business as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers, suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(k) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

(l) To construct, improve, maintain, operate and to buy, own, sell, convey, assign, mortgage, lease, and to manage any real estate or any personal property necessary or incidental to the furtherance of the business of this corporation.

(m) To borrow money and issue evidence of indebtedness in furtherance of any of the object of its business, to secure the same by mortgage, deed of trust, pledge or other lien.

(n) 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 the corporation.

(i) Insofar as permitted by law, to do any other thing that, in the judgment of the Board of Directors, will promote the business of the corporation and the common benefit of its members.

ARTICLE FIVE. The foregoing enumeration of powers shall not be deemed to limit or restrict in any manner the general powers of this corporation and the enjoyment of the exercise thereof as conferred by the General Laws of the State of Maryland and this corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of a similar character by the General Laws of the State of Maryland, now or hereafter in force.

ARTICLE SIX. 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 merely by virtue of being a member thereof.

ARTICLE SEVEN. The members of this corporation are the cooperative and condominium housing corporations organized and existing at Rossmoor Leisure World of Maryland, Silver Spring, Maryland.

(a) At the present time the members of the corporation are Maryland Inc., Maryland Mutual No. One, Inc., Maryland Mutual No. Two, Inc., Maryland Mutual No. Three, Inc., Maryland Mutual No. Four, Inc., Maryland Mutual No. 5, Inc., Council of Unit Owners of Mutual 6A-Condominium of Rossmoor, Inc., Maryland Mutual No. 7, Inc., Maryland Mutual No. 8, Inc., Maryland Mutual No. 9, Inc., Maryland Mutual No. 10, Inc., Maryland Mutual No. 11, Inc., Maryland Mutual No. 12, Inc., Maryland Mutual No. 13, Inc., Council of Unit Owners of Mutual 14-Condominium of Rossmoor, Inc., Council of Unit Owners of Mutual 15-Condominium of Rossmoor, Inc., Council of Unit Owners of Mutual 16-Condominium of Rossmoor, Inc., Council of Unit Owners of Mutual 18-Condominium of Rossmoor, Inc., Council of Unit Owners of Mutual 19A-Condominium of Rossmoor, Inc., Council of Unit Owners of Mutual 19B-Condominium of Rossmoor, Inc., all of which are Maryland corporations.

(b) As each new cooperative and condominium housing corporation is hereafter organized and becomes active at Rossmoor Leisure World in Silver Spring, Maryland, it shall become a member of this corporation when the Board of Directors of this Corporation determines that the developer of such cooperative or condominium housing corporation has turned over the affairs of such new corporation to the residential unit owners thereof and that the new cooperative or condominium has subscribed to the Trust Agreements and acknowledged its obligation to observe and apply the bylaws and the rules and regulations that have been or may be adopted by the Corporation.

ARTICLE EIGHT. Each member of this corporation shall be entitled to and shall elect a director to represent it on the Board of Directors of this corporation. The manner of election and the powers, duties, and terms of office of directors shall be established pursuant to the bylaws.

In the proceedings of the Board of Directors, except as the bylaws may otherwise prescribe for special circumstances, each Director shall be entitled to cast as many votes as there are residential units in the member which that Director represents. Each member shall also be entitled to elect an alternate director

to represent it on the Board of Directors whenever its director is absent.

ARTICLE NINE. (a) The initial Directors of this Corporation, their names and post office addresses, the member which they represent, and the number of votes they are entitled to cast in meetings of the Board of Directors are as follows:

Name and Address Of Director	Member Represented	Votes Assigned to Director
James W. LeMay 3422 Chiswick Court Silver Spring, Md. 20906	Maryland Mutual No. One, Inc.	392
Herman Kaplow 3278 Gleneagles Drive Silver Spring, Md. 20906	Maryland Mutual No. Two, Inc.	106
Thomas F. Burns 3498 Gleneagles Drive Silver Spring, Md. 20906	Maryland Mutual No. Three, Inc.	194
William J. Oxley 3357 S. Leisure World Boulevard Silver Spring, Md. 20906	Maryland Mutual No. Four, Inc.	206
Pauline N. Christensen 3215 S. Leisure World Boulevard Silver Spring, Md. 20906	Maryland Mutual No. 5, Inc.	42
Abraham Wolfthal 3746 S. Leisure World Boulevard Silver Spring, Md. 20906	Council of Unit Owners of Mutual 6A- Condominium of Rossmoor, Inc.	7
Marshall F. Acken 3603 Gleneagles Drive Silver Spring, Md. 20906	Maryland Mutual No. 7, Inc.	36
Sally Mizdail 3246 Gleneagles Drive Silver Spring, Md. 20906	Maryland Mutual No. 8, Inc.	28
John F. Marshall 3636 Edelmar Terrace Silver Spring, Md. 20906	Maryland Mutual No. 9, Inc.	100
John Hill 14558 Kelmscot Drive Silver Spring, Md. 20906	Maryland Mutual No. 10, Inc.	158
Milton Mitchell 3166 Adderley Court Silver Spring, Md. 20906	Maryland Mutual No. 11, Inc.	109
Thomas Pugliese 15013 Haslemere Court Silver Spring, Md. 20906	Maryland Mutual No. 12, Inc	125

Edward Libbey 3602 Liverpool-Place Silver Spring, Md. 20906	Maryland Mutual No. 13, Inc.	104
Mortimer D. Goldstein 15111 Glade Drive Silver Spring, Md. 20906	Council of Unit Owners of Mutual 14- Condominium of Rossmoor, Inc.	193
Everett H. F. Felber 15420 Bramblewood Drive Silver Spring, Maryland	Council of Unit Owners of Mutual 15- Condominium of Rossmoor, Inc.	156
Kenneth B. Smith 15540 Prince Frederick Way Silver Spring, Md. 20906	Council of Unit Owners of Mutual 16- Condominium of Rossmoor, Inc.	95
James L. Nammack 3516 Fitzhugh Lane Silver Spring, Md. 20906	Council of Unit Owners of Mutual 18- Condominium of Rossmoor, Inc.	77
Willard Sidlick 15310 Pine Orchard Drive Silver Spring, Md. 20906	Council of Unit Owners of Mutual 19A-Condominium of Rossmoor, Inc.	180
Donald Ibach 15300 Beaverbrook Court Silver Spring, Md. 20906	Council of Unit Owners of Mutual 19B-Condominium of Rossmoor, Inc.	90

(b) New Directors shall be added as new members are added to the Corporation.

(c) If the number of residential units in a Corporate member is changed, either by the construction of additional units or by the abandonment of units by the corporate member, the number of votes that the member shall be entitled to cast shall be changed accordingly.

Approved by Community Council
Resolution #60 (7/31/84)
As amended and recorded 9/20/84

ARTICLES OF INCORPORATION
OF
LEISURE WORLD COMMUNITY CORPORATION

THIS IS TO CERTIFY:

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(b) To acquire, own, and provide for the maintenance, development, and management of certain open spaces, buildings, and other administrative, community, educational, and recreational facilities located within the community known as Leisure World of Maryland in Montgomery County, Maryland, and to provide maintenance, developmental, and management services for

the residential properties and appurtenances within the community.

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(e) To initiate, maintain, intervene in, settle, or appeal legal, equitable, or other governmental or judicial proceedings on behalf of any two or more members of the Corporation or any two or more unit owners concerning matters of common interest, whether or not the common elements are involved.

(f) To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

(g) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

(h) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any person, firm, association or corporation.

(i) To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or

subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

(j) To carry out all or any part of its business as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers, suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(k) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

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