

ARTICLES OF INCORPORATION

OF

THE UPLANDS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Title 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, Nancy Zabriskie McGrath, whose post office address is 12500 Fair Lakes Circle-Suite 400, Fairfax, Virginia 22033, being at least eighteen (18) years of age, has this day, by execution of these Articles, voluntarily declared himself/herself to be an incorporator for the purpose of forming a nonstock, nonprofit corporation pursuant to the general laws of Maryland, and does hereby certify:

ARTICLE 1

NAME OF CORPORATION

The name of the corporation is THE UPLANDS HOMEOWNERS ASSOCIATION, INC. (the "Uplands HOA").

ARTICLE 2

PRINCIPAL OFFICE

The post office address of the initial principal office of the Uplands HOA is 165 Waterfront Street, National Harbor, Maryland 20745.

ARTICLE 3

RESIDENT AGENT

The name of the resident agent of the Uplands HOA is The Corporation Trust Incorporated, whose post office address is at 351 West Camden Street, Baltimore, Maryland 21201.

ARTICLE 4

POWERS AND PURPOSES

The Uplands HOA does not contemplate pecuniary gain or profit, direct or indirect, to its members, and the specific purposes for which the Uplands HOA is formed are to provide for and assure the operation, maintenance and preservation of the Uplands Common Area and other areas within or serving the Subject Property described in the "Declaration" (defined below), including any additions to the Subject Property as may be hereafter brought within the jurisdiction of the Uplands HOA, and to promote the health and welfare of the Owners within the Subject Property and any additions to the

Subject Property as may hereafter be brought within the jurisdiction of the Uplands HOA. For this purpose, the Uplands HOA shall have the power and authority to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Uplands HOA as set forth in the Declaration of Covenants, Conditions and Restrictions for the Uplands HOA recorded or to be recorded with respect to the Subject Property among the Land Records of Prince George's County, Maryland, and as the same may be amended from time to time (the "Declaration");

(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 in connection therewith, including all office expenses, licenses, taxes or governmental charges levied or imposed against the property of the Uplands HOA and all other expenses incident to the conduct of the business of the Uplands HOA;

(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 incurred;

(d) have and exercise any and all powers, rights and privileges which a nonstock corporation organized under the laws of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE 5 NO CAPITAL STOCK

The Uplands HOA is not authorized to issue any capital stock and shall not be operated for profit. The Uplands HOA does not anticipate distributing dividends, gains or profits to its members. No member shall have any personal liability for the debts or obligations of the Uplands HOA; provided, however, that nothing in this Article 5 shall be deemed to limit in any manner the personal obligation of any member for the payment of any assessments of the Uplands HOA levied in accordance with the Declaration.

ARTICLE 6 VOTING RIGHTS

Voting rights for members of the Uplands HOA are set forth in Article 4 of the Declaration.

**ARTICLE 7
MEMBERSHIP**

Membership is defined in Article 4 of the Declaration.

**ARTICLE 8
BOARD OF DIRECTORS**

The affairs of the Uplands HOA shall be managed by a Board of Directors that shall consist of an uneven number of not less than three (3) nor more than five (5) Directors and as more specifically set forth in the Bylaws. The Board shall initially consist of the three (3) Directors whose names and addresses are listed below and such persons shall serve until their successors are appointed in accordance with the Bylaws:

<u>Name</u>	<u>Address</u>
Stuart S. Prince	12500 Fair Lakes Circle Suite 400 Fairfax, Virginia 22033
Ronald Wagner	12500 Fair Lakes Circle Suite 400 Fairfax, Virginia 22033
Kelsey Granville	12500 Fair Lakes Circle Suite 400 Fairfax, Virginia 22033

The number, classes, qualifications, powers, duties and tenure of the office of the Directors and the manner by which Directors are to be chosen shall be as prescribed and set forth in the Bylaws of the Uplands HOA. Officers of the Uplands HOA shall be elected and shall serve as provided for in said Bylaws.

**ARTICLE 9
DISSOLUTION**

The Uplands HOA may be dissolved with the consent given in writing and signed by two-thirds of the Owners of the Residential Units in the Uplands HOA and by the Declarant during the Declarant Control Period. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets, shall be mailed to every Owner not less than ten (10) days nor more than fifty (50) days in advance taking such proposed action.

**ARTICLE 10
DURATION**

The Uplands HOA shall exist perpetually.

**ARTICLE 11
AMENDMENTS**

Amendment of these Articles shall require the consent of Owners entitled to cast not less than seventy-five percent (75%) of the total votes in the Uplands HOA and the Declarant during the Declarant Control Period.

**ARTICLE 12
MISCELLANEOUS**

Unless otherwise defined herein or unless it is plainly evident from the context that a different meaning is intended, all terms used in these Articles of Incorporation shall have the same meaning as they are defined to have in the Declaration. In the event of any conflict between these Articles and the Declaration, the terms and provisions of the Declaration shall control.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned has signed, sealed and delivered these Articles of Incorporation as his own free act and deed on this 7th day of September, 2012.

WITNESS:

Beth a. Bennett By: [Signature] (SEAL)
Name: Nancy Zabriskie McGrath

STATE/COMMONWEALTH OF Virginia

*

* to wit:

CITY/COUNTY OF Fairfax

*

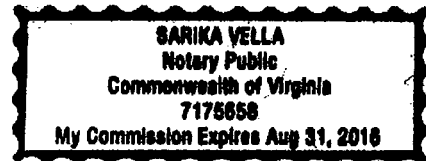
On this 7th day of September, 2012, before me, a Notary Public in and for the aforesaid jurisdiction, personally appeared Nancy zabriskie McGrath and acknowledged that he signed the foregoing Articles of Incorporation for the purposes therein stated.

WITNESS my hand and Notarial Seal.

[Signature]
Notary Public

My Commission Expires: 8/31/16

[NOTARIAL SEAL]



CONSENT TO ACT AS RESIDENT AGENT

Pursuant to Section 1-208 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned consents to serve as the resident agent of The Uplands Homeowners Association, Inc.

IN WITNESS WHEREOF, the undersigned has signed this Consent as of the 7TH day of Sept, 2012.

THE CORPORATION TRUST INCORPORATED

By: 

Name: Jimena Fernandez
Vice President

Title: and Assistant Secretary