# River Hill Community Association, Inc.
# Articles of Incorporation

**FIRST:** The undersigned, Arianne Hale Monroe, whose post office address is The Rouse Building, Columbia, Maryland 21044, being at least twenty-one years of age, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

**SECOND:** The name of the corporation (which is the "Association") is River Hill Community Association, Inc. is hereinafter called Association, Inc.

**THIRD:** The Association is not formed for pecuniary gain or profit, direct or indirect to itself or its members. The purposes for which the Association is formed are as follows:

To organize and operate a non-profit civic organization, which shall be organized and operated exclusively for the promotion of the health, safety, common good and social welfare of the owners of property in, and the resident of, that area of the community of Columbia, a new town being developed in Howard County, Maryland, by The Howard Research and Development Corporation, a Maryland corporation (hereinafter referred to as "HRD"), known as the Village of River Hill (the "Property") and located upon the property described in that certain Deed, Agreement and Declaration (hereinafter referred to as the "River Hill Declaration") dated August 12, 1991 between HRD, Nancy Volpe and Columbia Association, Inc. (hereinafter referred to as "CA"), and filed for recording among the Land Records of Howard County, Maryland and such additions thereto as may hereafter be annexed thereto pursuant to the provisions of the River Hill Declaration.

For the general purpose aforesaid, and limited to that purpose (hereinafter sometimes referred to as the "Purpose"), the Association shall have the following specific purposes:

1.to do any and all lawful things and acts within its powers, as hereinafter set forth, which the Association from time to time may deem to be appropriate in order to benefit, aid, promote and provide for peace, health, safety, convenience, comfort and general welfare of the owners of the property in, and the residents of the property;

2.to assist CA in the conduct of its activities and performance of its responsibilities relating to the operation, maintenance and development of community facilities and services within Columbia, and particularly that part thereof forming the Property, as the same are more fully set forth in that certain Deed, Agreement and Declaration dated the 13th day of December, 1966, by and between CA and C. Aileen Ames and filed for recording among the Land Records of Howard County and recorded in Liber W.H.H. 463, Folio 158, (hereinafter referred to as the "CA Declaration") and the Articles of Incorporation of CA;

3.to provide an organization through which the owners of property in, and the residents of, the Property shall be represented, by a member of the Association, on the Columbia Council, an unincorporated association, the membership of which will be composed of representatives of various associations in Columbia which have been approved by CA, said council, in turn, being entitled to nominate from among its membership, person to be elected and serve on the Board of Directors of CA, all as provided in the Articles of Incorporation of CA; and

4. to operate and maintain any and all property or facilities which it may acquire for the use and benefit of its members.

Solely in aid of the Purpose of the Association, the Association shall have the following powers:

1. to purchase, lease, hire, receive donations of, or otherwise acquire, hold, own, develop, improve, maintain, and operate and to aid and subscribe toward and acquisition, development of improvement, of real and personal property, and rights and privileges therein, suitable or convenient for the Purpose of the Association;

2. to purchase, lease, hire, receive donations of, or otherwise acquire, hold, own, develop, erect, improve, manage, maintain and operate, and to aid and subscribe toward acquisition, construction or improvement of, systems, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to, or useful in, the accomplishment of the Purposes of the Association;

3. to impose, collect and disburse dues and assessments in accordance with and subject to the provisions of the River Hill Declaration;

4. to solicit, receive and accept donations of money or property or any interest in property from the State of Maryland, Howard County, or any subdivision of either, the Federal government or any agency or instrumentality thereof, or from any person or entity;

5. to raise money for any particular facility or service which the Association proposes to provide by means of payment of dues, or special assessments by its members and to provide, operate and maintain, and supervise the use of any such facility or service upon the voluntary payment of such dues or assessments by its members;

6. to make contracts, incur liabilities and borrow money and to issue bonds, notes or other obligations and secure the same by mortgage or deed of trust of all or any part of the property, franchise or income owned by the Association and to guarantee the obligations of others in which it may be interested for the furtherance of the Purpose of the Association;

7. to undertake and prepare or cause to be prepared studies, plans, recommendations, budgets, and any other similar things (for submission to any public authority, civic group or association, CA, or for its own use)which relate to any phase or aspect of the physical, social or cultural development of the Property, or Columbia as a whole, and to create, or cause to be created, committees and other organizations for the supervision and implementation thereof;

8. to engage in and sponsor civic activities relating to the cultural, educational, social and civic affairs of the owners of property in, or residents of, the Property, or Columbia as a whole and to appear before and represent its members in or before other civic groups, associations, boards or other like organizations;

9. to sponsor, engage in, conduct and encourage cultural, educational, social and civic and other beneficial activities relating to the Property, or Columbia as a whole;

10. to have and exercise to the extent necessary or desirable for the accomplishment of the aforesaid specific purposes and to the extent that they are not inconsistent with the Purpose of the

Association, any and all powers conferred upon corporations of a similar character by the General Laws of the State of Maryland.

**FOURTH:** The post office address of the principal office of the Association in this state is Columbia, Maryland. The name and post office address of the resident agent of the Association in this state is Hermes Incorporated, c/o General Counsel, The Rouse Company, Columbia, Maryland 21044. Said resident agent is a corporation of the State of Maryland.

**FIFTH:** The Association is not authorized to issue capital stock.

**SIXTH:** Every resident of the Property, aged 18 or older; shall be a member of the Association. Proof of eligibility for membership shall be as provided in the By-Laws.

**SEVENTH:** All members, so long as the same shall qualify under Article Sixth above, shall be entitled to vote on each matter submitted to a vote at a meeting of members. Each member of the Association shall have one vote, subject to the following conditions:

A. Any Member who is in violation of the River Hill Restrictions as defined in the River Hill Declaration, as determined by the Board of Directors, or who fails to pay any dues or any special assessment established by the Association shall not be entitled to vote during any period in which any such dues or assessments are due and unpaid or in which such violation continues, except with respect to the casting of a vote for a representative on the Columbia Council.

B. The Board of Directors may make such regulations, consistent with the terms of the River Hill Declaration and this Charter, as it deems advisable for any meeting of members, in regard to proof of membership in the Association, evidence of right to vote, the appointment and duties of inspectors of votes, registration of members for voting purposes, and such other matters concerning the conduct of meetings and voting as it shall deem fit.

C. Except as specified in this paragraph and in paragraph D immediately following, no member shall be entitled to assign his right to vote, by power of attorney, by proxy or otherwise, and no vote shall be valid unless cast in person by the individual member, provided, however, that members unable to attend a meeting at which Directors are to be elected or at which be entitled to file a written vote under absentee balloting regulation provided in the By-Laws.

D. On any matter submitted to the members for vote, other than the election of Directors or the election of a representative to the Columbia Council, any member entitled to vote may cast a vote without attending the meeting in question by either of the following procedures, at his election:

(i) the member may sign a written proxy, designating a particular individual to cast the member's vote on any issue coming before a particular meeting (other than the aforesaid excluded matters), which proxy shall be valid only with respect to the meeting specified therein or

(ii) file a written statement with the Board of Directors prior to the meeting in question, specifying the issue on which the member intends to vote (other than the aforesaid excluded matters) and that the member votes for or against the same.

Any vote cast under either of the procedures set forth in this paragraph shall have the same force and effect as if the member in question had appeared at the meeting and had cast his vote in person.

**EIGHTH:** The affairs of the Corporation shall be managed by a Board of five (5) directors, all of whom shall be members of the Association except as herein provided with regard to the initial Board of Directors. The initial Board of Directors shall consist of five (5) directors who shall hold office until the election of their successors. At the first annual meeting of the Association to be held on or before April 30, 1992, the members shall elect five (5) directors, all of whom shall be elected from among the membership of the Association, and which three (3) being elected for a term one year and two (2) being elected for a term of two years. At annual meetings thereafter, the members shall elect, in alternate years, either three directors or two directors, each for a term of two (2) years. The names of those persons who are to act as directors until the election of their successors are:

Gerald E. Brock Padriac Kennedy David E. Forester
Alton J. Scavo Charles Acquard

Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director, and if not previously so filled, shall be filled at the next meeting of members of the Association. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

**NINTH:** The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Association and of the directors and members.

1. The Board of Directors shall have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Association or any of them shall be open to the inspection of members, except as otherwise provided by statute or by the by-laws; and, except as so provided no member shall have any right to inspect any book, account or document of the Association unless authorized so to do by resolution of the Board.of Directors.

2. The Association may enter into contracts and trans-act business with any director or member or with any corporation, partnership, trust or association of which any director or member is a stockholder, director, officer, partner, member, trustee, beneficiary, employee or in which any director or member is otherwise interested; and such contract or transaction shall not be invalidated or in any way affected by the fact that such director or member has or may have an interest therein which is or might be adverse to the interests of the Association, provided that the fact of such interest shall be disclosed or known to the other directors or members acting upon such contract or transaction; and such director or member may be counted in determining the existence of a quorum at any meeting of the members or Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were

not so interested. No director or member having disclosed or made known an adverse interest shall be liable to the Association or any member or creditor thereof or any other person for any loss incurred by the Association under or by reason of any such contract or transaction, nor shall any such director or member be accountable for any gains or profits realized therefrom.

3. Any contract, transaction or act of the Association or of the Board of Directors which shall be ratified by a major-ity of the members having voting powers and attending any annual meeting, or attending any special meeting called for such purpose, shall so far as permitted by law be as valid and as binding as though ratified by every member of the Association, provided, that a quorum members shall be present at any such meeting.

4. Any person who is serving or has served as a director or officer of the Association, or as a member of the Columbia Council, or as a member and director of CA, may be indemnified by the Association, insofar as it is able, and insofar as the Board of Directors shall by resolution determine, against expense actually and, necessarily incurred by him in connection with the defense of any action, suit, or proceedings in which he is made a party by reason of having been such a member ordirector, except in relation to matters as to which such person is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

5. (i) For the purposes of a meeting held within three years of the first annual meeting, a quorum shall be a number equal to ten percent (10%)of the lot owners entitled to vote. A quorum at any meeting or members held after that time shall be that number which is fifty percent (50%) of the average (arithmetical mean) of votes cast at each of the last three annual meetings of members. If a quorum is not present at any meeting of members, a majority of the members present may call a further meeting of members, in accordance with the provisions of Section 5-206, Corporations and Associations Article of the Annotated Code of Maryland (1975 Ed.), or other applicable law, and at such further meeting the members present shall constitute a quorum and by a majority vote of those present may approve or authorize any proposed action, and take any other action, including, without limitation, the election of directors, which might have been taken at the original meeting, if a sufficient number of members had been present.

   (ii) A quorum for the annual meeting of members shall be determined on the basis of the total number of members casting votes during the period of time of such meeting that the balloting takes place, and the annual meeting shall not be subject to adjournment during the time specified for the balloting because of the absence of, or lack of, a quorum at any particular time during the election process; provided, however, that no business or matter other than as specified on the written election ballot shall be conducted or voted upon during that portion of the annual meeting devoted to the balloting for the election of directors and other matters specified on the written election ballot.

6. The Association reserves the right to make from time to time and at any time any amendment to its Charter, as then in effect, which may be now or may hereafter be authorized by law, provided, however, that no amendment shall be made except upon the affirmative vote of two-thirds (2/3) of the members voting at a meeting of members at which a quorum is present.

7. There shall be no liquidation, dissolution, or winding up of the Association, nor any transfer of any of the assets of the Association except upon the affirmative vote of two-thirds (2/3) of the Board of Directors then in office and, in addition, upon the affirmative vote of at least two-thirds (2/3) of the membership at a meeting at which a quorum of at least seventy-five percent (75%) of the members entitled to vote is present. Upon any liquidation, dissolution or winding up of the Association hereunder, the property of the Association, both real and personal, shall be dedicated to and vest in any non-profit corporation, formed and operated for purposes similar to those set forth herein for the Association, Howard County, the State of Maryland, or the United States of America in order stated.

8. The Board of Directors of the Association shall in each year, elect from among its members, a chairman who shall preside at all meetings at which he is present.

9. The members of the Association shall in each year elect from among the members thereof a representative to serve a two year term as a member of the Columbia Council. The representative so elected shall be entitled, ex officio, to attend all meetings of the Board of Directors of the Association and shall have the same rights as a Director, except that he shall not have the right to vote as a Director on any matter. A Columbia Council Representative may be removed from the Columbia Council if an any meeting of the members of the Association, duly called at which a quorum is present, the members, by an affirmative vote of two-thirds (2/3) of total number of votes constituting such quorum, vote to remove the Columbia Council representative from office. Any vacancy occurring in the position of representative of the Association on the Columbia Council may be filled by a member of the Association who receives the affirmative vote of a majority of the directors of the Board of Directors of the Association. Any representative elected to fill a vacancy shall serve until the expiration of the term of the representative whose vacancy he was elected to fill.

10. The Board of Directors shall designate one person (who need not be a member of the Association) to serve as the Manager of the Association. The Manager of the Association shall, ex officio, be the secretary and the chief financial officer of the Association. It shall be the function and the responsibility of the Manager of the Association to (i) attend all meetings of members, and meetings of the Board of Directors and to keep appropriate corporate records of all proceedings; (ii) to keep the fiscal records of the Association and to prepare budgets in connection with the conduct and operation of the affairs of the Association; (iii) to provide liaison between CA and the Association and generally advise the Association in the conduct and operation of its affairs; and (iv) to administer and manage the day to day affairs of the Association under the general supervision of the Board of Directors.

11. The Board of Directors of the Association may from time to time establish dues and assessments to be payable by members of the Association, in accordance with the provisions of the River Hill Declaration.

12. In exercising the right granted to the Association hereunder to place mortgages or deeds of trust on any part of the property owned by the Association, the Board of Directors shall have the right, without referring the matter to a vote of the Association, to place a mortgage or deed of trust on a portion of the property, provided that the proceeds of such mortgage or

deed of trust, after paying any expenses incurred in connection with such borrowing, are devoted solely to the construction of improvements on that part of the property so subjected to the mortgage or deed of trust. All mortgages or deeds of trust not specifically permitted by the preceding sentence must be submitted to and approved by a majority of the members of the Association entitled to vote.

**TENTH:** The duration of the Association shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of August, 1991.

_____/s/_____
Arianne Hale Monroe

1991, Amended April 23,2022