

ARTICLES OF INCORPORATION
OF
TANYARD SPRINGS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Title 2 of the Corporations and Associations Article of the Annotated Code of Maryland (1999 Replacement Volume), and any amendments thereto, the undersigned, Shawna E. Armitage, whose address is c/o Lennar, 16701 Melford Boulevard, Suite 400, Bowie, Maryland 20715, being at least eighteen (18) years of age, has this day, by execution of these Articles, voluntarily declared 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 TANYARD SPRINGS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "HOA".

ARTICLE 2
PRINCIPAL OFFICE

The address of the initial principal office of the HOA is c/o Lennar, 16701 Melford Boulevard, Suite 400, Bowie, Maryland 20715.

ARTICLE 3
RESIDENT AGENT

The name of the resident agent of the HOA is Stephen A. Ness, whose post office address is c/o Lennar, 16701 Melford Boulevard, Suite 400, Bowie, Maryland 20715.

ARTICLE 4
POWERS AND PURPOSES

The HOA does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for and assure the maintenance, preservation, enhancement and architectural control of the Residential Units and HOA Common Areas within the Property described in the Declaration of Covenants, Conditions and Restrictions for the HOA recorded or to be recorded among the Land Records of Anne Arundel County, Maryland (the "Declaration"). For this purpose, the 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 HOA as set forth in the Declaration, as the same may be amended from time to time;

(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 property owned by the HOA and all other expenses incident to the conduct of the business of the 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 of the HOA;

(d) borrow money, including, without limitation, entering into notes or other instruments of indebtedness from time to time which obligate the HOA to pay the Declarant, or the Declarant's affiliates, for costs incurred by the Declarant, or the Declarant's affiliates, in connection with the (i) development or operation of the property owned or intended to be conveyed to the HOA or other common areas under the jurisdiction of the HOA, or (ii) funding of operating deficits of the HOA;

(e) mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the HOA as security for money borrowed or debts incurred by the HOA;

(f) dedicate, sell or transfer all or any part of the property owned by the HOA to any public agency, authority, or utility for such purposes and subject to the Declaration and such conditions as may be agreed to by the Board of Directors;

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes as the HOA; and

(h) 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 HOA is not authorized to issue any capital stock and shall not be operated for profit. The 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 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 HOA levied in accordance with the Declaration.

ARTICLE 6
VOTING RIGHTS

Each member of the HOA shall have the voting rights as more particularly set forth in the Declaration.

ARTICLE 7
MEMBERSHIP

Membership in the HOA is defined in Article 4 of Declaration.

ARTICLE 8
BOARD OF DIRECTORS

The affairs of the HOA shall be managed by a Board of Directors. The Board shall consist of not less than three (3) nor more than seven (7) Directors who shall be appointed or elected in accordance with the Bylaws. The names and addresses of the initial Directors of the HOA are as follows.

<u>Name</u>	<u>Address</u>
Robert J. Jacoby	16701 Melford Boulevard, Suite 400 Bowie, Maryland 20715
Stephen A. Ness	16701 Melford Boulevard, Suite 400 Bowie, Maryland 20715
Shawna E. Armitage	16701 Melford Boulevard, Suite 400 Bowie, Maryland 20715

The number, classes (if any), 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 HOA. Officers of the HOA shall be elected and shall serve as provided for in said Bylaws.

ARTICLE 9
DISSOLUTION

The HOA may be dissolved with the consent given in writing and signed by not less than three-quarters (3/4) of the Owners of Residential Units within the HOA. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets of the HOA (which shall be consistent with this Article 9), shall be mailed to every Owner not less than ten (10) days nor more than fifty (50) days in advance of taking such proposed action. Upon dissolution of the HOA, other than incident to a merger or consolidation, the assets of the HOA shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this HOA was created. In the event that such dedication is refused acceptance,

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 10
DURATION

The HOA shall exist perpetually.

ARTICLE 11
AMENDMENTS

These Articles may be amended by the Board of Directors with the consent of two-thirds (2/3) of all Owners.

ARTICLE 12
MISCELLANEOUS

Unless otherwise defined herein or plainly evident from the context that a different meaning is intended, all terms used in these Articles of Incorporation shall have the same meanings as are set forth for them in the Declaration. In the event of any conflict between these Articles of Incorporation 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 13 day of June, 2007.

WITNESS:

[Signature]

By: [Signature] (SEAL)
Shawna E. Armitage

* * *

STATE OF MARYLAND

*

* to wit:

COUNTY OF HOWARD

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On this 13TH day of June, 2007 before me, a Notary Public in and for the above jurisdiction, personally appeared Shawna E. Armitage and acknowledged that she signed the foregoing Articles of Incorporation for the purposes therein stated.

WITNESS my hand and Notarial Seal.

[Signature]
Notary Public


My Commission Expires: 8/25/09

[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 (1999 Replacement Volume), the undersigned, a resident of the State of Maryland, consents to serve as the resident agent of the Tanyard Springs Homeowners Association, Inc.

IN WITNESS WHEREOF, the undersigned has signed this Consent and acknowledges it to be its act as of the 3 day of June, 2007.

By:  _____
Stephen A. Ness