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THE GUILFORD ASSOCIATION, INCORPORATED Certificate of Incorporation

THIS IS TO CERTIFY:

First: That we, the subscribers, J. Harry West, whose postoffice address is 4004 Greenway, Baltimore, Maryland, M. Oldham Lewis, whose postoffice address is 3701 St. Paul Street, Baltimore, Maryland, and C. Braxton Dallam, whose postoffice address is 4001 Greenway, Baltimore, Maryland, all being of full legal age, do hereby, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

Second: The name of the corporation, which is hereinafter called "the Association", is: -

"THE GUILFORD ASSOCIATION, INCORPORATED"

Third: The purposes for which the Association is formed and the objects to be carried on and promoted by it are as follows: -

1. To promote the interests and welfare of the residents of that part of Baltimore City known as Guilford, and to that end to cooperate in the prevention or abatement of any nuisances or undesirable structures, buildings, noises, odors, and unsightly objects of any kind, and generally to support any enterprise or object deemed beneficial to Guilford and to oppose any enterprise or object deemed prejudicial to Guilford.

2. To assume and exercise from time to time any of the rights and powers, titles, easements, and estates reserved or given to the Roland Park Company by a certain deed and agreement dated the 26th day of June, 1913, and recorded among the Land Records of Baltimore City in Liber S.C.L. No. 2829, Folio 1, &c., and among the Land Records of Baltimore County in Liber W.P.C. No. 412, Folio 177, &c., which may be assigned to the Association by the Roland Park Company pursuant to the last paragraph of Subdivision XVIII of said Deed and Agreement and which may be accepted by the Association.

3. Subject to such reasonable rules and regulations as the Association may from time to time establish, to give and grant to each owner heretofore or hereafter acquiring title to any of the land included in said tract conveyed by the Roland Park Company to Edward H. Bouton by deed hereinbefore mentioned the perpetual right to the use and enjoyment of a park consisting of all that portion of Block 23 laid out on "Plat of Guilford * * * Sheet No. 1" accompanying said Deed and Agreement dated and 26th day of June, 1913, as may be still owned by the Roland Park Company, subject to any restrictions of record, for the general use of the owners of land included in said tract known as Guilford and conveyed by the deed dated June 26, 1913, aforesaid with the same effects as the parks designated on said plat of Guilford known as "The Little Park" located in Block 22, "Stratford Green" located in Block 31 and "Sunken Park" located in Block 57; and also to dedicate for public use and to convey to any public authority all its right, title and interest in and to said Block 23, or any part thereof.

4. To acquire property and hold the same for its corporate purposes, and to do any other acts or things which may be necessary or proper or desirable in furtherance of the above specifically mentioned objects.

DocuSign Envelope ID: 9C99BCD4-D1DB-4AAF-884A-023D51A3ADEB principal office of the Association in this State will be located in No. 830 Munsey Building, 7 North Calvert Street, Baltimore, Maryland. The resident agent of the Association is John Harwood Stanford, 830 Munsey Building, 7 North Calvert Street, Baltimore, Maryland. Said resident agent is a citizen of Maryland actually residing therein.

Fifth: The Association shall have no capital stock.

Sixth: The Association shall be managed by a Board of Managers, elected by the members in the manner and for the term specified in the by laws, consisting of not less than twelve (12) or more than twenty (20) members, provided that this number may be decreased or increased by the by laws at any time. The following five persons who shall act as such managers until the first annual meeting or until their successors are duly chosen and qualified are J. Harry West, M. Oldham Lewis, John Harwood Stanford, John W. Sherwood, and A. Morris Tyson. No person but members of the Association entitled to at least one vote shall be qualified to be or remain a manager. Any tenant in common, joint tenant, or tenant by the entireties shall be qualified to be a manager, but not more than one such co-tenant in respect to the same land.

Seventh: (a) The membership of the Association shall consist exclusively of the three subscribers to this Certificate of Incorporation and such other owners of property in Guilford, that is to say, land conveyed by the Roland Park Company to Edward H. Bouton by deed and agreement dated the 26th day of June, 1913, and recorded as aforesaid. Any owner of land in Guilford shall have the right to become a member of the association upon payment of such initiation fee, if any, as may be prescribed by the by laws, and upon payment of such annual dues as may be prescribed by the by laws. At all meetings of members of the Association each member shall have one vote for each full five thousand square feet of land owned by him, her, or it, computed exclusively of the bed of any streets, lanes or alleys and of any interest in community parks; provided that any owner (as hereinafter defined) of any lot now set out on any plat of Guilford, or any part thereof, now recorded in the office of the Clerk of the Superior Court of Baltimore City among the Land Records of said City or in the office of the Clerk of the Circuit Court of Baltimore County among the Land Records of said county shall be entitled to at least one vote. No mortgagee or lien-holder of any kind or owner of a ground rent shall as such be entitled to be a member or to vote, but the right of membership or voting shall be vested exclusively in the mortgagor or owner of the land subject to a mortgage, or in the holder of the leasehold interest, perpetually renewable. In case of ownership of land by two or more persons as joint tenants or tenants in common, or by husband and wife as tenants by the entireties, any one may vote unless the other or others dissent, in which case no vote in respect of said land shall be cast. Where land is held by a husband or wife in severalty, he or she as the case may be shall have the exclusive right of membership in respect to said land, and the other spouse shall not be required to join in voting.

(b) Any member who is a subscriber to a fund recently raised for the purpose of acquiring Block 23 on the Plat of Guilford, or so much thereof as is still owned by the Roland Park Company, and of dedicating or conveying the same as a park for the benefit of the residents of Guilford and or of conveying or dedicating the same to the Mayor and City Council of Baltimore as and for a public park shall, so long as he or she lives and continues to own land in Guilford, be entitled to one vote for any sum of One Hundred Dollars (\$100.00) or over up to Two Hundred and Fifty Dollars (\$250.00), and one additional vote for each Two-Hundred and Fifty Dollars (\$250.00)

thereof, subscribed and paid to said fund, in addition to the number of votes exercisable by him or her by virtue of ownership of land in Guilford as aforesaid. In case of joint subscriptions to said fund, the right of additional votes under this Subdivision (b) of this paragraph shall continue during the life of the last survivor, if otherwise qualified. The Board of Managers shall determine the number of votes to which any member shall be entitled under this Subdivision (b) of this paragraph, and their decision shall be final.

(c) Voting by proxy shall be permitted, but every proxy shall be in writing and signed, but need not be sealed or attested. A proxy from any joint tenant, tenant in common, or tenant by the entireties shall be valid unless a proxy to another person be given by another co-tenant, or unless such co-tenant shall desire to vote in person in opposition, in which case the vote in respect of the land held in co-tenancy as aforesaid shall not be cast.

(d) Whenever any member ceases to own land in Guilford his or her membership shall *ipso facto* cease. The by laws may provide for forfeiture or cessation of membership for non-payment of dues.

Eighth: The officers of the Association shall be elected by the Board of Managers, and shall consist of a president, one or more vice-presidents, a secretary, and a treasurer. One person may hold any two offices except those of president and vice-president. Until the first annual meeting J. Harry West shall act as president and John Harwood Stanford as secretary and treasurer.

Ninth: The members attending in person or by proxy any regularly convened meeting of the members of the Association shall constitute a quorum, subject, however, to such regulations for a greater number in order to constitute a quorum as may be prescribed by the by laws.

Tenth: The duration of the Association shall be perpetual.

Eleventh: No part of the net earnings or income of the Association shall inure to the benefit of any private shareholder or individual.

In Witness whereof we have signed and sealed this Certificate of Incorporation on the 2nd day of December, 1939.

WITNESS:

J. Harry West (Seal)

M. Oldham Lewis (Seal)

Mildred R. DeRusha

C. Braxton Dallam (Seal)

STATE OF MARYLAND, BALTIMORE CITY, to-wit:--

I HEREBY CERTIFY that on this 2nd day of December, 1939, before the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared J. HARRY WEST, M. OLDHAM LEWIS, and C. BRAXTON DALLAM, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial seal

(Mildred R. DeRusha) Notary Public

Amended: November 20, 1972