

ARTICLES OF INCORPORATION^{[11](#)}

(Last Updated: 3/15/2025. [[view what changed](#)])

First: A corporation is hereby formed under and by virtue of the General laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called the “Association”) is:

SEVERN WOODS HOMEOWNERS 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 residents of, that development in Anne Arundel County known as Severn Woods Development and located upon the property described in that certain Declaration (hereinafter referred to as the “Declaration”), dated November 17, 1986, by Severn Road Limited Partnership, and filed for recording among the Land Records of Anne Arundel County, Maryland, in Liber H.E.S. No. 4419, folio 49, (hereinafter referred to as the “Property”), and such additions thereto as may hereafter be annexed thereto pursuant to the provisions of the Declaration.

For the general purpose aforesaid and limited to that purpose, the Association shall have the following specific purposes (hereinafter sometimes referred to as the “Purpose” or “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 the general welfare of the owners of property in, and the residents of, the Property.
2. To conduct all activities and perform all responsibilities relating to the operation, maintenance and development of community facilities and services within the Property, as the same are more fully set forth In the Declaration.
3. 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 hold and subscribe toward the acquisition, development or improvement of, real and personal property, and rights and privileges therein, suitable or convenient for the purposes of the Association.
2. To impose, collect and disburse dues and assessments in accordance with and subject to the provisions of the Declaration.
3. To solicit, receive and accept donations of money or property or any interest in property from the state of Maryland, County of Anne Arundel, or any subdivision of either the Federal Government or any agency or instrumentality thereof or from any person or entity.
4. 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.
5. 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 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 Purposes of the Association.
 6. To undertake and prepare or cause to be prepared studies, plans, recommendation, budgets and any other similar things (for submission to any public authority, civic group or association, or for its own use) which relate to any phase or aspect of the physical, social or cultural development of the Property, and to create or cause to be created, committees and other organizations for the supervision and implementation thereof.
 7. To sponsor, engage in, conduct and encourage cultural, educational, social and civic and other beneficial activities relating to the Property, and civic activities relating to the cultural, educational, social and civic affairs of the owners of property in, or residents of, the Property, and to appear before and represent its members in or before other civic groups, associations, boards or other like organization.
 8. 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 Purposes 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 mailing address of the Association is:

**Severn Woods Homeowners Association, Inc.
P. O. Box 251
Severn, Maryland 21144**

Fifth: The Association is not authorized to issue capital stock.

Sixth: Every Owner shall automatically be a member of the Association. "Owner", for purposes of this Article SIXTH, shall mean and include the owner of the fee simple or long term leasehold interest in, any lot within the Property described in the Declaration, or any common or joint interest therein if such lot is owned by more than one person or entity, Membership shall be appurtenant to and may not be separated from said ownership of, or leasehold Interest in, any lot within the Property, An Owner may not decline membership in the Association, nor may an Owner resign from membership, but an Owner may be suspended from membership in accordance with the provisions of the declaration, this Charter or the Bylaws if such Owner falls to comply with all rules, regulations and Bylaws of the Association, including, but not limited to: the payment of such dues and/or assessments as may be levied from time to time by the Association.

No person or other entity shall be a member of the association after they cease to own or hold the interest in a portion of the property which theretofore qualified them for membership under the provisions set forth above. Contract sellers of any of the interests set forth above in connection with qualification for membership in the association shall be members, but those having an interest merely as security for the performance of an obligation or as contract purchasers shall not be members of the Association.

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.

Exceptions and conditions:

- If any member owns or holds more than one lot, such member, subject to the provisions of this Article SEVENTH, shall be entitled to one vote for each lot owned.
- When any lot is owned or held by more than one member as tenants by the entireties or in joint tenancy or tenancy in common or any other manner of joint or common membership or interest, such members shall collectively be entitled to only one vote relative to that lot, and if such members cannot jointly agree as to how that vote should be cast no vote shall be allowed with respect to such lot, unit, share, membership or other interest.
- Any member who is in violation of the Declaration, as determined by the Board of Directors, or who falls 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.
- The Board of Directors may make such regulations, consistent with the terms of the 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.
- Except as specified in this Paragraph and in Paragraph F, 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,
 - i. that in the case of a corporate member, the vote may be cast by an appropriate officer of such corporation;
 - ii. that in the case of joint or common ownership as set forth in Subparagraph B of this Article SEVENTH, any one such member shall be entitled to cast the vote with respect to the lot in question; and
 - iii. agencies or instrumentalities of the Federal Government, if otherwise entitled to vote, may vote by written proxy.
- On any matter submitted to the members for vote, 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, which proxy shall be valid only with respect to the issue and the meeting specified therein; or
 - ii. the member may 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 and that the member votes for or against the same.

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

Eight: The affairs of the corporation shall be managed by Board of Directors, at least two (2) 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 one (1) director who shall hold office until the election of their successors. Beginning with the first annual meeting of the Association to be held on or

before December 31, 1987, the members, at such annual meeting, shall elect nine (9) directors in accordance with the Bylaws of the Association. After which, the total number of directors shall be permitted to fluctuate while still retaining full function so long as total directors does not drop below three (3)^{[12](#)}.

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 they were 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, 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 transact business with any director or member or with any corporation, partnership, trust or association of which any director or members 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 anyway 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 facts 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 of the 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 they 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 majority of the members of each class 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 of 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 may be indemnified by the Association, insofar as it is able, and insofar as the Board of Directors shall be by resolution determined, against expense actually and necessarily incurred by him in connection with the defense of any action, suit or proceedings in which they are made a party by reason of having been such a member or director, 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. The presence of members in good standing holding sixty percent (60%) of the total votes of each class eligible to be cast shall constitute a quorum at any meeting of members, whether present in person or by proxy. 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 2-502 of the Corporations and Associations Article of the Annotated Code of Maryland or other applicable law and at such further meeting a quorum shall be one half (1/2) of the required quorum at the preceding meeting and by majority vote of those present in person or by proxy 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.
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 the Declaration may be amended only as therein set forth, and provided that no amendment shall be made except upon the affirmative vote of (I) a majority of the Board of Directors then in office, and (II) a majority of the votes entitled to be cast.
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 a majority of the Board of Directors then in office, and in addition (i) upon the affirmative vote of at least a majority of all votes entitled to be cast by the members. 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 vested in any non-profit corporation formed and operated for purposes similar to those set forth herein for the Association, Anne Arundel County, the State of Maryland, or the United States of America, in the order stated.
8. The Board of Directors of the Association shall in each year elect from among its members a chairperson who shall preside at all meetings at which they are present.
9. The Board of Directors shall designate one (1) 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) generally to 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.
10. The Board of Directors of the Association may from time to time establish dues and assessments to be payable by the members of the Association in accordance with the provisions of the Declaration.
11. 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 each class of the members of the Association entitled to vote.

Tenth: The duration of the "Association" shall be perpetual.

IN WITNESS WHEREOF, these Articles of Incorporation take effect the 12th day of August, 1987.

- [\[1\]](#) The original Articles of Incorporation are filed with the Maryland State Department of Assessments and Taxation, Book 204, Pages 655-660. Approved for Record on 8/19/87 at 8:31 AM. Doc Number 72318125, 29 Oct 87. H. Eric Schafer, Clerk.
- [\[2\]](#) Minimum number of board seats was set to 3 in order to still retain full function. Was approved in [2023 December Vote](#).