

ARTICLES OF INCORPORATION
OF
THE LEISURE WORLD OF MARYLAND CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 2, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2399 (100) 167, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Montgomery County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



A 66789

7-18

ARTICLES OF INCORPORATION

OF

THE LEISURE WORLD OF MARYLAND CORPORATION

FIRST: WE, THE UNDERSIGNED, Marilyn Lizzio, Richard T. Rizzi and Susan D. Esping, whose post-office address is 918 - 16th Street, N.W., Washington, D.C. 20006, each being at least eighteen years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is
THE LEISURE WORLD OF MARYLAND CORPORATION

THIRD: The purposes for which the corporation is formed are:

To transact the business of buying, selling, dealing in leasing, renting and managing real estate, cooperative housing, condominiums and any interests therein for its own account or for the account of others.

To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business

0100438

similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association, corporation or syndicate, of which any shares, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warrants or other instruments evidencing

rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the welfare of which this corporation shall have any interest and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this corporation.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or

any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the corporation in this State is 3701 Rockmoor Blvd., Silver Spring, Maryland 20906. The name of the resident agent of the corporation in this State is James Cromwell, a resident of this State, actually residing therein, and the post-office address of the resident agent is 8417 Ramsey Avenue, Silver Spring, Maryland 20910.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares without par value, all of one class.

SIXTH: The number of directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation and shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Harley E. Kinkead, Donna Kinkead and James J. Cromwell.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be cast thereon.

The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators of THE LEISURE WORLD OF MARYLAND CORPORATION who executed the foregoing Articles of Incorporation hereby acknowledge the same to be their act and further acknowledge that, to

the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 31st day of October, 1977.

Marilyn Lizzio
Marilyn Lizzio

Richard T. Rizzi
Richard T. Rizzi

Susan D. Esping
Susan D. Esping