

FEDERAL HILL NEIGHBORHOOD ASSOCIATION, INC.

ARTICLES OF INCORPORATION
(a nonstock membership corporation)

FIRST: I, Mary H. Tillman, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, do submit these Articles with the intention of forming a nonstock, membership corporation by the execution and filing thereof, by virtue of the General Laws of Maryland authorizing the formation of corporations.

SECOND: The name of the Corporation (hereinafter called the "Corporation") is:

FEDERAL HILL NEIGHBORHOOD ASSOCIATION, INC.

THIRD: The Corporation is organized and shall be operated exclusively for charitable purposes, including, but not limited to:

- (i) combating community deterioration;
- (ii) the beautification and preservation of Federal Hill as an area of particular historical and architectural value for the benefit, education, and appreciation of the general public;
- (iii) promotion and encouragement of restoration of buildings in conformance with their original eighteenth and nineteenth century styles;
- (iv) promotion through public discussion, education, corporate action, and other appropriate means, of the rehabilitation, renewal, and improvement of Federal Hill; and
- (v) such other charitable, educational and civic purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1954.

This enumeration of the purposes of the Corporation is made in furtherance, and not in limitation, of the powers con-

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ferred on the Corporation by law and is not intended in any manner to limit or restrict the generality of any other purpose or power of the Corporation.

• FOURTH: To carry out its charitable purposes the Corporation shall have the power to:

- (i) make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law);
- (ii) receive and administer funds;
- (iii) take by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property, real, personal or mixed;
- (iv) sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom;
- (v) receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign; and
- (vi) in general, exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for charitable purposes, all for the public welfare, can be authorized to exercise.

FIFTH: In the exercise of its powers to carry out its charitable purposes, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as (1) a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, or (2) a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the

Internal Revenue Code of 1954. Limitations of the powers of the Corporation include, but are not limited to:

- (i) no gift, bequest or devise shall be received if it is conditioned in such a manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organizations" or for other than "charitable purposes" as defined in Article Twelfth of these Articles of Incorporation; and
- (ii) no property shall be received, nor act of any kind be done if it shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

SIXTH: (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable in whole or in part to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United

States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SEVENTH: The present post office address of the principal office of the Corporation in this State is the Light Street Presbyterian Church, 809 Light Street, Baltimore, Maryland 21230. The name and post office address of the Resident Agent of the Corporation in this State is Geoffrey S. Mitchell, 10 Light Street, Baltimore, Maryland 21202. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

EIGHTH: The Corporation is not organized for profit; it shall have no capital stock and is not authorized to issue capital stock. The Corporation shall be a membership corporation. The number of qualifications for and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

NINTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but 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 qualified are: Jerry A. Wachtel, John L. Tansey, Joseph L. Woods, Jr., Peggy M. B. Cole, and Harry C. Conaley.

TENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities, the Board of Directors shall, after paying or making provision for

the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the charitable purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.

ELEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

TWELFTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean organizations created or organized exclusively for charitable purposes, as would be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only charitable purposes within the meaning of the term used in Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

THIRTEENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3 day of August, 1983 and I acknowledge same to be my act, and further acknowledge, under the penalties of perjury, that to the best of my knowledge, information and belief, the matters and facts contained herein are true in all material respects, as of this day of August, 1983.

WITNESS

Libby White

Mary H. Tillman
Mary H. Tillman

FEDERAL HILL NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

ARTICLE I

Membership and Dues

SECTION 1. Membership. Membership is open to all people residing, owning property, or operating a business in the area bounded by Hanover Street on the west, Cross Street on the south, the pier head line in the Inner Harbor basin on the east, and Key Highway and Hughes Street on the north, who pay any and all annual dues imposed by the Corporation upon its members as provided in these By-Laws.

The area from which members of the Corporation may be drawn may be expanded if: (1) a petition is signed by a majority of the residents or owners of the residential or commercial units of any block (or other definable geographic division as may be acceptable to the Executive Board); (2) said petition is presented to the members at a general, special, or annual meeting; and (3) a simple majority (one-half plus one) of the members present at said meeting vote to expand the area to include that area represented by the petition.

SECTION 2. Dues. Dues shall be payable on an annual basis; payment of dues in full, however, shall qualify a person for membership only for the calendar year during which the dues are paid. A notification of dues which are owed will be rendered to all members in advance of the due date. Dues shall be determined annually at a meeting of the general membership. Senior citizen members, age 60 or over, are not required to pay dues.

Any member who is required to pay dues but does not pay dues for a period of twelve months shall be dropped from membership.

SECTION 3. Directors as Members. The Board of Directors and officers of the Corporation shall be members and when meeting as Directors or as the Executive Board or otherwise may exercise all the rights and powers of members.

SECTION 4. Honorary Members. Status as honorary member may be granted a person living without the boundaries of the Corporation by a two-thirds vote of the members present at a general meeting. Honorary members are not required to pay dues, and are not entitled to vote.

ARTICLE II

SECTION 1. Principal Office. The principal office of the Corporation is the Light Street Presbyterian Church, 809 Light Street, Baltimore, Maryland 21230, or such other place as is determined by the Executive Board.

SECTION 2. Other Offices. The Corporation may have an office or offices in such other places or places than the principal office as the Executive Board may from time to time establish.

ARTICLE III

Executive Board

SECTION 1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors (hereinafter referred to as the "Executive Board") of the Corporation. Any decision as to the exercise of any of the powers of the Corporation may be made by resolution of

a majority of the Executive Board unless applicable law, the Articles of Incorporation, or these By-Laws require said decision to be made by a vote put before the members.

SECTION 2. Number and Term of Office. The number of directors (hereinafter referred to as "officers") shall be five (5) or such other number, but not less than three (3) nor more than ten (10), as may be designated from time to time by resolution of a majority of the entire Executive Board. The officers shall serve for a period of two (2) years or until the second next annual meeting. At each annual meeting held in even-numbered calendar years, the successor officers shall be elected to hold for a term of two (2) years the offices of President, Vice President, Secretary, Treasurer, and Director-at-Large.

SECTION 3. Nomination and Election of Officers. At least one general meeting prior to the annual meeting at which the election is to take place, nominations for the various offices shall be opened to the general membership present at said meeting but must be seconded. Additional nominations may be made prior to the annual meeting by any two members by written request delivered to the Secretary. The Secretary, or other designated member in the Secretary's absence, shall apprise the members present at the annual meeting of all nominations duly made for all of the offices. After having determined each nominee's willingness to serve or not, elections shall be held selecting among those willing nominees. A simple majority of votes cast shall be required to be elected. No one person may be elected by the general membership to serve in more than one office per term.

SECTION 4. Filling of Vacancies. In the case of any vacancy in the Executive Board through death, resignation, disqualification, removal or other cause, the remaining officers, by affirmative vote of the majority thereof, may appoint an interim successor to hold office until a replacement shall have been elected by the general membership. Said appointed interim successor, if serving in the position of Secretary, for example, shall be called the "Acting Secretary." An acting officer may be appointed among the remaining officers on the Executive Board, in which case said appointed officer will serve in both his "acting" and elected positions. However, in no case shall the Vice-President serve as the "acting" President, nor shall the President serve as the "acting" Vice-President. If any officer of the Executive Board be appointed to serve also in an acting position, he shall be entitled only to the vote he has by virtue of his elected position. Otherwise, any member holding an acting position shall be entitled to vote as if a full officer of the Executive Board.

Whenever any position on the Executive Board shall have been filled by an acting officer as described above, the nomination and election process, as described in Article III, Section 3, shall be initiated only as to that one position at the next general meeting, rather than at the regular time set for elections. Once elected, any successor officer shall hold office only for the unexpired portion of the term of the office, or until he be removed, prior thereto, as provided in Article III, Section 8.

In the event that any office, other than an office required by law, shall not be filled, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

In the event of the number of officers being increased as provided in these By-Laws, the additional officers so provided for shall be appointed by a majority of the entire Executive Board already in office. Said additional officers shall be designated as "acting" officers, and shall serve only until their positions are filled by a person elected by the general membership. The nomination and election process for such additional officers shall begin at the next general meeting, rather than at the regular time set for elections. Acting additional officers shall be entitled to vote on the Executive Board. Once the positions for additional officers have been filled by an election by the general membership, said officers shall hold office until the next annual meeting of members at which elections normally take place, or until removed as provided by Article III, Section 8. Additional officers may not be appointed from any of the then serving officers, nor may the general membership elect a then serving officer to fill the position of an additional officer.

SECTION 5. Meetings of Executive Board. Meetings of the Executive Board may be held without notice to the general membership at such time and place as shall from time to time be determined by resolution of the Board. Oral or written notice of Executive Board meetings shall be given to each officer at least

12 hours before each meeting. Any business may be transacted at any meeting of the Board. The Executive Board may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law. Meetings of the Executive Board shall be open to all members unless the Executive Board shall determine by resolution that it is in the best interests of the Corporation to close any meeting to the general membership.

SECTION 6. Quorum. A majority of the whole number of the officers shall constitute a quorum for the transaction of business at all meetings of the Executive Board, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the directors at any meeting at which there is a quorum shall be the act of the Executive Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

SECTION 7. Required Vote. An affirmative vote of a majority of the Executive Board members present at an Executive Board meeting shall be necessary for the passage of any resolution.

SECTION 8. Removal of Officers. All officers and agents of the Corporation shall be subject to removal at any time with or without cause by the affirmative vote of a simple majority of the whole Executive Board. An officer may also be removed from office by a vote of recall by the members. Notice of intention to move such a vote must be given to the members at least 21 days in

advance of the meeting at which the motion is to be made. Two-thirds of those members present and voting is required for approval. If the motion is directed against the President, the Vice President or another officer shall preside at the meeting.

SECTION 9. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation, unless otherwise provided in these By-Laws. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Executive Board.

The President may appoint Special Committees from time to time as the needs of the Corporation may dictate. The President, with the approval of the Executive Board, shall appoint a Chairperson to each Special Committee. These committees shall serve at the discretion of, and report to, the Executive Board. The Chairpersons shall keep the membership and the Executive Board informed of the formation, status, and progress of Special Committees.

SECTION 10. Powers and Duties of the Past President. The Past President, although not a "director" of the Corporation

nor officer on the Executive Board, shall, if still a member of the Corporation, be available to the Executive Board to advise, guide, and otherwise assist the Board in its duties. In the discretion of the Executive Board, the Past President may be entitled to attend any meetings of the Executive Board.

SECTION 11. Powers and Duties of the Vice President.

The Vice President (unless otherwise provided by resolution of the Executive Board) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation, unless otherwise provided in these By-Laws. The Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Executive Board or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice President.

SECTION 12. Secretary. The Secretary shall give, or cause to be given, notice of all general, special and annual meetings of members and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and of the Executive Board in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation, if any, and shall affix the same to all instruments requiring it, when auth-

orized by the Executive Board or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Executive Board and the President.

SECTION 13. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Executive Board.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Executive Board, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Executive Board, in a sum, and with one or more sureties, satisfactory to the Executive Board, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Executive Board and the President.

SECTION 14. Director-at-Large. The Director-at-Large may perform specific duties and otherwise assist the Executive Board or any Committees of the Corporation as requested by the Executive Board.

ARTICLE IV

Meetings

SECTION 1. Annual Meeting. The annual meeting of the members of the Corporation is a general meeting, and shall be held at such time between May 1 and May 31 of each year as the Executive Board shall, in its discretion, fix. The business to be transacted at the annual meeting shall include the election of officers to succeed those whose terms shall have expired as of the date of such annual meeting, and for any other business within the powers of the Corporation.

SECTION 2. Special Meetings. Special meetings of the members may be called at any time for any permissible purpose or purposes by the President, the Vice President, or by a majority of the officers on the Executive Board, and shall be called forthwith by the President, the Vice President, the Secretary or any officer of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of

members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. General Meetings. General meetings of the members shall be held at least four times per year at a time and place to be specified by the Executive Board. The annual meeting shall be counted as one of the four general meetings.

SECTION 4. Notice of Meetings. Written or printed notice of each general, special, or annual meeting of the members shall be given, either by mail, postage prepaid by the Secretary, or by personal delivery to each member of record entitled to vote thereat at his post office address or current residence, as it appears upon the books of the Corporation, at least seven (7) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. Quorum. No minimum number or percentage of members shall be necessary to constitute a quorum at any properly called meeting. However, if less than three (3) persons shall be in attendance at any meeting, the meeting may be adjourned from time to time not exceeding a total of sixty (60) days by a majority vote of those members present. Regular notice shall be given for any meeting rescheduled because of such an adjournment.

SECTION 6. Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or, if he is not present, by the Vice President, or, if he is not present, by the Treasurer, or, if he is not present, by the Secre-

tary, or, if he is not present, by the Director-at-Large, or, if none of said officers is present, by a chairperson to be elected at the meeting. The Secretary of the Corporation shall act as secretary of such meetings; in the absence of the Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

SECTION 7. Order of Business. The order of business at any annual, general, or special meeting shall be:

- a) opening of meeting
- b) reading and/or approval of minutes
- c) Treasurer's report
- d) invited presentations
- e) committee reports
- f) unfinished business; new business
- g) adjournment of meeting.

These By-Laws, supplemented by the latest edition of Robert's Rules of Order, shall be used in the ordering and conducting of business at meetings of the Corporation.

SECTION 8. Parliamentarian. The President may appoint a parliamentarian to advise on the order and conduct of business at meetings.

SECTION 9. Voting. At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote must be in person. All elections shall be had and all questions that must be decided by a vote of the members shall be decided by a simple majority (one-half plus one) of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation, or by these By-Laws.

If the chairperson of the meeting shall so determine, a vote by secret ballot may be taken upon any matter, and the vote

shall be so taken upon the request of more than fifty percent (50%) of the members present and entitled to vote on such matter. In either of such events, the ballots shall be received and be taken in charge and all questions touching the qualification of voters and the acceptance or rejection of votes, shall be decided by the Secretary, or, in the discretion of the chairperson or at the vote of a simple majority of members then present, by tellers appointed by the chairperson for such purpose.

ARTICLE V

Corporate Seal

SECTION 1. Seal. In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or, in the absence of the Secretary, in such other officer as may be designated by the Executive Board.

ARTICLE VI

Bank Accounts and Loans

SECTION 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Executive Board shall have authority:

(i) to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Executive Board; and

(ii) to withdraw any or all of the funds of the Corporation so deposited in any such bank or trust

company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents.

Each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Executive Board until written notice of the revocation of the authority of such officers or agents by the Executive Board shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Executive Board shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or the Vice President and countersigned by the Treasurer or the Secretary of the Corporation, or by any other combination of two officers of the Corporation.

SECTION 2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Executive Board shall have authority:

(i) to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Executive Board shall from time to time designate;

(ii) as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation;

(iii) for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and

(iv) to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same.

There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Executive Board of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VII

Amendments

SECTION 1. By-Laws. Proposed amendments to these By-Laws must be presented at a general meeting and voted on at the next general meeting. A two-thirds majority of members present shall be necessary for approval.

SECTION 2. Articles of Incorporation. Proposed amendments to the Articles of Incorporation must be presented at a meeting of the Executive Board, but are to be voted on at the next meeting of the Board. A majority vote of the entire Executive Board is necessary for approval by the Board. After such approval, the amendment must be presented to the members at the next general meeting, and voted on at the following general meeting. A two-thirds majority of all members present shall be necessary for approval. No amendment may be proposed or approved which would disqualify the Corporation for Internal Revenue Code Section 501 (c)(3) status.

ARTICLE VIII

Indemnification

SECTION 1. Definitions. As used in this Article VIII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by

the Executive Board of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE IX

Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

SECTION 2. Notices. Whenever, under the provision of these By-Laws, notice is required to be given to any director, officer, or member, it shall not be construed to mean personal notice, but such notice shall be given in writing. Any member, director or officer may waive any notice required to be given under these By-Laws.

SECTION 3. Interpretive Provisions. Whenever used herein any reference to the masculine gender shall include the feminine and vice versa.

The descriptive words, headings, or other captions herein are to be given no effect, meaning, or construction whatsoever in interpreting the provisions hereof, and are inserted solely for the purposes of convenience.