

ARTICLES OF INCORPORATION
OF
FEDERAL HILL NEIGHBORHOOD ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 3, 1983 at 2:41 o'clock P M. as in conformity
with law and ordered recorded.

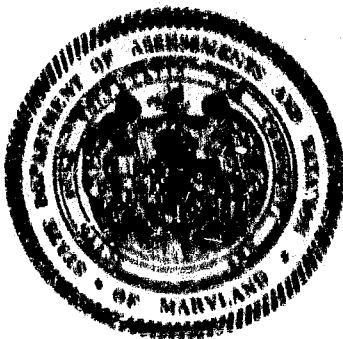
Recorded in Liber 2604, folio 2332 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Baltimore City

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.



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(201155)

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(e)(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 propaganda, 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. Baile, and Harry C. Gormley.

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 3 day of August, 1983.

WITNESS:

Wendy W.D.

Mary H. Tillman
MARY H. TILLMAN