

ARTICLES OF INCORPORATION

OF

BOOK 108 PAGE 114

MARYLAND HALL FOR THE
CREATIVE ARTS, INC.

1115

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 18, 1979 at 3:00 o'clock PM. as in conformity
with law and ordered recorded.

Recorded in Liber 2442, folio 3067, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 25.00 Special Fee paid \$

To the clerk of the Circuit

Court of Anne Arundel 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.

William J. Simmons



A 84176

Mailed to: *Douglas M. Smith*

PC

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ARTICLES OF INCORPORATION
OFMARYLAND HALL FOR THE CREATIVE ARTS, INC.

FIRST: The undersigned Douglas M. Smith, post office address 198 West Street, P.O. Box 335, Annapolis, Maryland 21404, being at least twenty one years of age, does hereby form a non profit and non stock corporation under the general corporation laws of Maryland. The duration of the corporation shall be perpetual. The board of directors of the corporation until the conclusion of the organizational meeting of the corporation shall be: Joanne S. Scott, chairperson; Ellen Moyer; Roy N. Staten; Beth Whaley; and Martha E. Wright.

SECOND: The name of the corporation (which is hereinafter sometimes called "the corporation") is MARYLAND HALL FOR THE CREATIVE ARTS, INC.

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

(a) To provide education in the arts of painting, drawing, sculpture, and all manner of tangible artistic expression; and

(b) To provide education in the arts of music and dance, and all manner of intangible artistic expression; and

(c) In order to accomplish its said charitable and educational purposes, to have and exercise all powers conferred upon corporations by the general corporation laws of

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Maryland and the United States of America including, but not limited to, accepting donations of money, property and services.

FOURTH: Powers. In order to accomplish its said charitable and educational purposes the corporation shall have and may exercise all powers conferred upon corporations by the general corporation laws of Maryland and the United States of America. Provided, however, and notwithstanding anything in these Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c)(3) of the Internal Revenue Code of 1954 under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

FIFTH: Limitations. At all times and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provisions hereof:

(a) The corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (herein sometimes referred to as "the Code") nor shall it engage directly or indirectly in any activity which would cause loss of such qualification.

(b) No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or

operated for purposes which do not exclusively promote charitable or educational purposes within the meaning of Section 501(c)(3) of the Code.

(c) The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(d) At no time shall the corporation engage in any activities which are unlawful under the laws of the United States of America or Maryland or any other jurisdiction where its activities are carried on.

(e) No compensation, loan, or other payment shall be paid to any officer, board member, creator or organizer of the corporation, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such persons, or inure, be used for, accrue to or benefit any such person or private individual.

(f) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

SIXTH: The post office address of the principal office of the corporation in Maryland is: 1660 Pleasant Plains Road, Annapolis, Anne Arundel County, Maryland 21401. The name of the resident agent at such address is: Joanne S. Scott. Said agent is a Maryland resident.

SEVENTH: Organization. The corporation has no authority to issue capital stock. Membership of the corporation is divided into the following classes:

(a) Board of Directors. The control and management and all powers of the corporation are vested in a board of directors. The number of directors of the corporation after the initial board of directors shall be nine (9), which number may be increased or decreased by the board of directors by amendment of the By Laws, except that the board of directors shall never be less than five (5). The president, by virtue of his or her office, shall be a member of the board of directors and shall normally preside at meetings thereof. Until the conclusion of the organizational meeting of the corporation the directors named in Article "First" hereof shall be the board of directors.

(b) Executive Committee. The board of directors may by resolution create an executive committee of the board of directors which in between meetings shall have and may exercise such powers of the corporation as the resolution may specify.

(c) Officers. The officers of the corporation shall be a president, a first and second vice president, a secretary and a treasurer. No two of these offices may be held by the same person. The board of directors by amendment to the By Laws may create other officers and assistant officers. The president shall be the chief executive officer of the corporation; shall normally preside at meetings of the board of directors, the executive committee, and other meetings of the corporation; shall have general and active

management of the affairs of the corporation; and shall see that all orders and resolutions of the board of directors and the executive committee are carried out. The board of directors by resolution may assign additional duties to the president. The duties of all other officers of the corporation shall be those prescribed in the By Laws.

(d) Other Members of the Corporation. The board of directors in the By Laws or by amendment to the By Laws may create other classes of membership in the corporation, but no class of members except the board of directors shall have power to vote or exercise control or management of the corporation.

(e) Election of Directors. Except for the initial board of directors, whose names are set forth in Article "First" of these Articles, the board of directors shall be elected or appointed as provided in the By Laws.

EIGHTH: Board of Directors.

(a) Any or all meetings of the Board of Directors of the Corporation may be held at any place, either within or without the State of Maryland, designated in or pursuant to the By Laws.

(b) A majority of the Board of Directors shall constitute a quorum for the transaction of business. The action of a majority of the directors present at a meeting duly called, and at which a quorum is present, shall be the action of the Board of Directors unless the concurrence of a greater proportion is required for such action by law, or by these Articles of Incorporation or the By Laws.

(c) The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or any part thereof, or to adopt a new Code of By-Laws, by resolution passed by the affirmative vote of two thirds of the entire board of directors, is vested in the Board of Directors. The Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Constitution or laws of the United States or the State of Maryland, or these Articles of Incorporation.

(d) The Board of Directors is hereby specifically authorized to make provision, in or pursuant to the By-Laws of the Corporation, for reasonable compensation to its members for their services as Director, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

(e) In the absence of fraud, no contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and in the absence of fraud, any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation; provided, in any case, that the fact that he or such firm is so interested shall be disclosed

or shall have been known to the Board of Directors or a majority thereof; any director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract, act or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

(f) The Board of Directors of the Corporation may cause or allow the legal title, or any estate, right, or interest in any property owned, controlled or operated by the Corporation, to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of the Corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of the Corporation; provided, however, that any such designation must be expressed in the By-Laws of the Corporation, or in a resolution of the Board of Directors, particularly describing such designee and the terms and conditions of his designation.

(g) The Corporation, acting by its Board of Directors, may indemnify any or all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, civil or criminal, or administrative, in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers

or a director or officer of the Corporation, or of such other corporation, except, in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified shall otherwise be entitled.

(h) The Corporation reserves the right from time to time to amend, repeal, or add any provision to its Articles of Incorporation, or any of said Articles, by the affirmative vote of two thirds of the entire board of directors, in the manner provided for and prescribed by the law of the State of Maryland and in these Articles.

NINTH: Termination of the Corporation. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, the board of directors shall, after paying or making provision for payment of all the liabilities of the corporation, distribute the assets of the corporation to, and only to, one or more organizations which have established exempt status as an organization described in Section 501(c)(3) of the Code, contributions to which are deductible, or to a state or local government exclusively for public purposes.

IN WITNESS THEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on April 18, 1979, intending this statement to have the effect of an acknowledgement as provided in Section 1-302, Corporations and Associations Article, Code of Maryland, and I aver that all matters stated herein which are required to be verified under oath are, to the best of my

(knowledge, information and belief, true in all material respects,
and that this averment is made subject to the penalties of perjury
to the same extent as if the same had been verified under oath.

Reginald Sachs
WITNESS

Douglas M. Smith
DOUGLAS M. SMITH, Incorporator

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or shall have been known to the Board of Directors or a majority thereof; any director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract, act or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

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knowledge, information and belief, true in all material respects,
and that this averment is made subject to the penalties of perjury
to the same extent as if the same had been verified under oath.

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WITNESS

Douglas M. Smith
DOUGLAS M. SMITH, Incorporator