

CIVIC ASSOCIATION OF PALISADES, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, RODNEY D. JONES, Rtl, Box 338D, Crownsville, Md. 21032, GEORGE A. SMITH, Rtl, Box 350D, Crownsville, Md. 21032, ROBERT F. EDWARDS, Rtl, Box 341, Crownsville, Md. 21032, ERNEST J. LITTY, JR. Box 350B Rt 1, Crownsville, Md. 21032, JOHN B. MANGUS, Rt 1, Box 350C, Crownsville, Md. 21032, all being at Least twenty-one (21) years of age, do hereby intend to form a corporation under and by virtue of the General Laws of the State of Maryland.

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

CIVIC ASSOCIATION OF PALISADES, INC.

THIRD: The purposes for which the Corporation is formed and the objects to be carried on and performed by it are as follows:

1. (a) To achieve community organization, and to coordinate activities within the community of various civic, religious, business, and other interest groups whose primary concern is the betterment of the areas in Anne Arundel County, Maryland known as Palisades Park and Palisades on the Severn as said areas are set forth in the deeds recorded among the Land Records of said County in Liber J.H.H. No. 666 folio 317, Liber J.H.H. No. 712, folio 376 and Liber J.H.H. 737, folio 50.

(b) To conduct and carry on the work of the Corporation not for profit but exclusively for social welfare, civic, or educational purposes in such manner that no part of its income or property shall inure to the private benefit of any donor, member, director, officer of individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and in such manner that it shall not engage in direct or indirect participation or intervention in political campaigns or on behalf of or in opposition to any candidate for public office.

(c) In the event that any gift, conveyance, transfer, devise or bequest is made to the Corporation for a limited or restricted purpose, then if such limited or restricted purpose is within the purview of the power and purposes of the Corporation herein set forth, the Board of Directors shall have the power to accept such property in accordance with this limited or restricted purpose. In no event shall the Board of Directors accept any property if the limited or restricted purpose shall not be within the powers and purposes of the Corporation as herein set forth.

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(d) To acquire, receive, take by gift, grant, devise, bequest or otherwise, real, personal and mixed property of every kind and description for the purposes of the Corporation as herein set forth and to hold, invest, reinvest, use, mortgage, pledge, sell, lease assign, give, exchange, transfer or otherwise dispose of the same to carry out the purposes of the Corporation.

(e) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, scientific, literary, or education organizations which would then qualify under the provisions of Section 501 (c) (3) or to a social welfare organization then qualifying under the provisions of Section 501 (c) (4) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and no member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the said dissolution of the Corporation.

2. In furtherance of the purposes of the Corporation it shall have the following powers:

(a) To purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge any shares of stock of or voting trust certificates for any shares of stock of, or any bonds or securities, or evidences of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or of any other state, territory, district, colony or any foreign countries subject to the limitations and conditions contained in any bequest, devise, grant or gift provided such limitations or conditions are not in conflict with the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned.

(b) To enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the Corporation without limit as to amount.

(c) To loan or advance money with or without security, without limit as to amount; provided that no loans be made which would be prohibited transaction under the Internal Revenue Code.

(d) To borrow money and from time to time to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for property acquired, or for any of the purposes of the Corporation and to secure the payments of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instruments of trust, or by other loan upon assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(e) In general and subject to such limitations and conditions as are, or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth where necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to the further limitations and conditions that notwithstanding any other provisions of the certificate only such powers shall be exercised as are in the furtherance of the tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501 (c) (4) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) 2 of such Code and regulations as they now exist or as they may be hereafter amended.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the Corporation shall enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 350B, Rt 1, Crownsville, Maryland 21032. The name and post office address of the resident agent of the Corporation in this State is Ernest J. Litty, Jr., Box 350B, Rt 1, Crownsville, Maryland 21032. said resident agent is an individual actually residing in this State.

FIFTH: The membership of the Corporation shall consist at all times of the members of the Board of Directors and their successors in office, and such other persons as may from time to time be admitted to membership pursuant to the By-laws of the Corporation.

SIXTH: The Corporation is not authorized to issue capital stock and no part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer.

SEVENTH: The management and affairs of the Corporation shall be vested in a Board of Directors of not less than three (3) Directors. The Board of Directors may, by appropriate By-Laws, change the number of directors, provided that at no time shall there be less than three (3) directors. The following shall constitute the Board of Directors until the first annual meeting and until their successors are duly elected and qualified:
Rodney D. Jones, George A. Smith, Robert F. Edwards, Ernest J. Litty, Jr., John B. Mangus.

EIGHTH: The Board of Directors shall adopt By-Laws for the management, regulation and control of the affairs and property of the Corporation provided that such By-Laws shall not be inconsistent with these Articles of Incorporation or with the laws of the State of Maryland. The By-Laws adopted by the Board of Directors may be amended at all times by a majority of said Board of Directors.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation of this 18th day of November, 1971.

Rodney D. Jones
Rodney D. Jones
George A. Smith
George A. Smith
Robert F. Edwards
Robert F. Edwards
Ernest J. Litty, Jr.
Ernest J. Litty, Jr.
John B. Mangus
John B. Mangus

STATE OF MARYLAND
ANNE ARUNDEL COUNTY to wit:

I HEREBY CERTIFY that on this 18th day of November, 1971

before me, a Notary Public of the State and County aforesaid, personally appeared, Rodney J. Jones, George A. Smith, Robert F. Edwards, Ernest J. Litty, Jr. and John B. Mangus, and acknowledged the foregoing Article of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal

Robert C. Hesse
Notary public
ROBERTSON C. HESSE

My commission expires : 7/1/74

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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION RECEIVED

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35	TOTAL CASH <input type="checkbox"/> CLERK
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Robertson C. Hesse, Esq.
4024 Bellegrove Rd.
Baltimore, Md 21225