

BOOK 45 PAGE 939

ARTICLES OF INCORPORATION
OF
THE COMMUNITY FOUNDATION OF FREDERICK CO
UNTY, MARYLAND, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 2, 1986 AT 10 50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2242758

TO THE CLERK OF THE COURT OF

FREDERICK 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.

RETURN TO
W. JEROME OFFUTT
22 W. SECOND STREET
FREDERICK

MD 21701

105C3000162

A 216964



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

THE COMMUNITY FOUNDATION OF FREDERICK COUNTY, MARYLAND, INCORPORATED
ARTICLES OF INCORPORATION

FIRST: I, the undersigned, DONALD C. LINTON, 6 West Second Street, Frederick, Maryland 21701, being over the age of twenty-one (21) years, do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, hereby form a non-profit corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is THE COMMUNITY FOUNDATION OF FREDERICK COUNTY, MARYLAND, INCORPORATED.

THIRD: The purposes for which the Corporation is formed and the business or objectives to be carried on and promoted by it, primarily in and for the benefit of the City of Frederick, Frederick County, and the vicinity thereof, are as follows:

- (a) The administration for charitable purposes of property donated to the Corporation;
- (b) The distribution of property for such purposes and in accordance with the terms of gifts, bequests, or devises to the Corporation, not inconsistent with its purposes as set forth in these Articles of Incorporation or in accordance with determinations by the Board of Trustees pursuant to these Articles of Incorporation;
- (c) The disposition from time to time of property held by the Corporation in such manner that its charitable purposes are effectively served notwithstanding changed conditions that may have arisen or will arise in the charitable needs of the area to be served by the Corporation from time to time of the original receipt of the property by the Corporation from a donor;
- (d) The disposition of property to qualified charitable organizations;
- (e) To transact its business, carry on its operations and exercise its corporate powers, in any state, territory, district or possession of the United States and in any foreign country; and
- (f) In general to do any and all of the things herein above set forth

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
12/2/86 at 10:52

43

LAW OFFICES
W. JEROME OFFUTT P.A.
OFFUTT BUILDING
22 W. SECOND STREET
FREDERICK, MD 21701
301-662-8248

REC'D FEE 3.95
1
88877-1455 R01 115:1
F04/14/87

63883220

and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation, as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or corporation and in carrying on its business and for the purpose of furthering or attaining any of its objects to make and perform contracts of any kind and description and to do such acts and things and to exercise any and all such powers to the same extent as a natural person might or could lawfully do provided the same are not inconsistent with the By-laws under which this Corporation is organized and provided further that notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on:

- (1) By a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or
- (2) By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

The above granted powers of the Corporation are in furtherance and not in limitation of the general powers conferred by law on the Corporation subject to the limitations set forth above.

FOURTH: The post office address of the place at which the principal office of this Corporation in this State shall be located is 6 West Second Street, Frederick, Maryland 21701. The Resident Agent of the Corporation shall be Donald C. Linton, whose post office address is 6 West Second Street, Frederick, Maryland 21701, and said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall not be authorized to issue capital stock.

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FREDERICK, MD. 21701
301-662-8248

2008 1420

2008 1420

SIXTH: The number of the Trustees of the Corporation shall be three, which number may be increased or decreased pursuant to the By-laws of the Corporation but shall never be less than three and the names of the Trustees who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Donald C. Linton

W. Jerome Offutt

Charles V. Main

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its meetings, trustees, or officers, but 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. 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.

EIGHTH: This Corporation is intended to be an organization which is exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 and which is a public charity. All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with such intent. For purposes of these Articles:

- (a) "Public charity" means a qualified charitable organization which is "other than a private foundation" within the meaning of Section 509 (a) (1), (2) or (3) of the Internal Revenue Code of 1986;
- (b) "Charitable purposes" means those purposes under Section 501 (c) (3) of the Internal Revenue Code of 1986 which are permitted of the Corporation as a public charity under the Internal Revenue Code of 1986;
- (c) "Qualified charitable organization" means an organization which is

organized for charitable purposes and qualified as exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986; and

- (d) Reference to any section of the Internal Revenue Code of 1986 includes the corresponding provision or provisions then in effect of any subsequent Federal Tax Laws.

NINTH: Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for charitable purposes as shall at the time qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Assets not so disposed of shall be disposed of by the Court which has general jurisdiction for the city in which the principal office of the Corporation shall then be located, exclusively for such charitable purposes or to such qualified charitable organization or organizations as said Court shall elect.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, the undersigned incorporator have affixed my name and seal to these Articles of Incorporation on the 15th day of December, 1986, and acknowledge the same to be my act.

WITNESS: [Signature]

[Signature] (SEAL)
Donald C. Linton



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

020

BUSINESS CODE

04

COUNTY

60

_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE

AMOUNT

FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
		Rec. Fee (Revival)
62		Foreign Qualification
60		Cert. of Qual. or Reg.
61		Foreign Name Registration
13		Certified Copy
66		Foreign Penalty
64		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change (New Name)

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

5		Special Fee
10		For. Limited Partnership
13		Cert. Limited Partnership
4		Amendment to Limited Partnership
5		Termination of Limited Partnership
1		Recordation Tax
2		State Transfer Tax
3		Local Transfer Tax
1		Corp. Good Standing
A		Foreign Corporation Registration
		Other

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

W. Jerome Offutt
22 W. Second St.
Frederick, MD
21701

TOTAL FEES

40

Check

Cash

Documents on _____ checks

NOTE:

APPROVED BY:

PCM