

ARTICLES OF INCORPORATION
OF
THE MONTGOMERY COUNTY PARKS FOUNDATION, INC.

THIS IS TO CERTIFY:

FIRST: That the subscribers, Gus Bauman, 2005 Luzerne Avenue, Silver Spring, Maryland 20910, Richmond M. Keeney, 9109 McDonald Drive, Bethesda, Maryland 20817, Nancy M. Floreen, 10801 Keswick Street, Garrett Park, Maryland 20896, Patricia S. Baptiste, 7 Grafton Street, Chevy Chase, Maryland 20815, and Davis M. Richardson, 16610 Sugarland Road, Boyds, Maryland 20841, all adults over eighteen (18) years of age hereby do declare their intention of forming a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (hereinafter referred to as the "Corporation") is: The Montgomery County Parks Foundation, Inc.

THIRD: The purpose or purposes for which the Corporation is organized are:

(a) To preserve, promote and advance the acquisition, protection, use and development of park land located in Montgomery County, Maryland and owned and/or operated by the Maryland-National Capital Park and Planning Commission, a public body corporate (hereinafter sometimes referred to as

"M-NCPPC" or the "Commission"), pursuant to applicable Park Master Plans and/or other Park Planning documents adopted by the Commission, in order to more adequately serve and provide facilities for the citizens and residents of Montgomery County, Maryland and to thereby lessen the burdens of government.

(b) To engage in activities exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

(c) The foregoing enumeration of the purposes, powers, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by the laws of the State of Maryland. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of the State of Maryland.

FOURTH: The Post Office address at which the principal office of the Corporation in the State of Maryland shall be located is 9500 Brunett Avenue, Silver Spring, Maryland 20901. The resident agent of the Corporation is Donald K.

Cochran, a Maryland citizen and resident whose address is 9500 Brunett Avenue, Silver Spring, Maryland 20901.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: (a) The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes, including the following:

(i) To solicit gifts, donations, bequests, legacies and conveyances of real and personal property; to apply for, receive and administer grants from private or public sources; and to borrow funds from public or private sources all in furtherance of the purposes set forth in Article 1, herein. Corporation property shall not be used as collateral to secure any debts of the Corporation. The Corporation shall have the right to refuse acceptance of any

gift whose use is restricted in such a manner that it cannot be used to further the purposes of the Corporation.

(ii) To provide funds, assistance or property to finance, aid, supplement or augment any development, function, activity or program approved by the Montgomery County Planning Board ("MCPB").

(iii) To authorize and dictate appropriate methods for the establishment of Friends Groups under the Corporation and to provide technical assistance and administrative support for Friends Groups within the Corporation which organize for the benefit of a particular park program or property.

(iv) To enter into agreements with the Commission as may be necessary and desirable for carrying out the functions of the Corporation.

(v) To use its best efforts to assure that the Corporation assets and funds are spent equitably throughout the geographic and park classification range of the Montgomery County Park System.

(b) Notwithstanding anything herein to the contrary, the Corporation is organized exclusively for charitable,

religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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, or in opposition to, any candidate for public office.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or

corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

SEVENTH: The powers of the Corporation shall be exercised and its affairs conducted by a Board of Trustees, who shall be elected in the manner provided from time to time in the by-laws of the Corporation. The initial number of Trustees of the Corporation shall be five (5), which number may be increased to or decreased pursuant to the bylaws of the Corporation, but shall not be less than five (5). The names of all successors shall be submitted to the MCPB to approve or deny prior to the election of such successors to the Board of Trustees. The following are the names of the directors who shall act until the first annual meeting and until their successors are duly elected and qualified or until their earlier resignation, removal from office, or death:

Gus Bauman

Richmond M. Keeney

Nancy Floreen

Patricia Baptiste

Davis M. Richardson

EIGHTH: To the maximum extent Maryland law in effect from time to time permits the liability of trustees and officers to be limited or eliminated, no trustee or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any provision of the Corporation's Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: (a) To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she (i) is or was a trustee or officer of the Corporation or of a predecessor of the Corporation, or (ii) is or was a trustee or officer of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or

employee benefit plan, shall be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

(b) To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she (i) is or was an employee or agent of the Corporation or of a predecessor of the Corporation, or (ii) is or was an employee or agent of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or other employee benefit plan, may (but need not) be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses, including attorneys'

fees, actually and necessarily incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

(c) Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the bylaws or Charter of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of this Article with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

(d) The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights of which any officer, trustee, employee or agent of the Corporation may be entitled apart from the provisions of this Article.

TENTH: The Board of Trustees of the Corporation shall not be authorized to alter or amend these Articles without the prior written consent of the Montgomery County Planning Board.

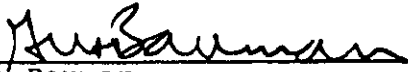
ELEVENTH: (a) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose

of all of the assets of the Corporation exclusively for the purposes of the Corporation to the M-NCPPC for public purposes. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(b) The Corporation may not be dissolved without the prior written consent of the Montgomery County Planning Board.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we, as Subscribers to these Articles of Incorporation acknowledge, on the 4th day of June, 1992, under the penalties of perjury that the matters and facts contained in these Articles of Incorporation are true and correct in all material respects to the best of our knowledge, information and belief, and that the execution of these Articles of Incorporation is our act and deed.


Gus Bauman


Richmond M. Keeney


Nancy M. Floreen


Patricia S. Baptiste


Davis M. Richardson