

State of Maryland
Department of
Assessments and Taxation

Charter Division



Martin O'Malley
Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

Date: 09/10/2007

SAUL EWING, LLP
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9TH FLOOR
500 E PRATT ST
BALTIMORE

MD 21202-3133

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : ELKRIDGE ASSEMBLY ROOMS, INC.
DEPARTMENT ID : D12118824
TYPE OF REQUEST : ARTICLES OF INCORPORATION
DATE FILED : 09-10-2007
TIME FILED : 03:24 PM
RECORDING FEE : \$100.00
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PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

Charter Division
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CACCP

ARTICLES OF INCORPORATION
OF
ELKRIDGE ASSEMBLY ROOMS, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Susan R. Buswell, whose address is 8017 Branch Wood Court, Ellicott City, MD, 21043, being at least eighteen (18) years of age, forms a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (the "Corporation") is:
ELKRIDGE ASSEMBLY ROOMS, INC.

THIRD: The Corporation is formed for the following purposes:

(a) To operate exclusively for charitable, religious, educational, or 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, as amended, or the corresponding section of any future federal tax code (the "Code");

(b) Subject to the restrictions set forth in paragraph (a), (i) to restore and preserve historic buildings and artifacts located in Howard County, Maryland, including specifically the Elkridge Assembly Rooms in Elkridge, Maryland; (ii) through publications, tours, educational programs and other methods, to educate the public concerning the historical significance of such buildings; (iii) to the extent practical, to use the buildings for the purposes originally intended, including, with respect to the Elkridge Assembly Rooms, the conduct of community meetings and other community gatherings and events, such as theatrical performances; and (iv) consistent with the original purpose of the Elkridge Assembly Rooms, to promote community conflict resolution generally; and

(c) To engage in any lawful activities which are in furtherance of the purposes of the Corporation, but subject to the restrictions set forth herein.

FOURTH: The address of the principal office of the Corporation in this State is 6090 Lawyers Hill Road, Elkridge, MD 21075.

FIFTH: The resident agent of the Corporation is John J. Ghingher, III, whose address is 500 East Pratt Street, Baltimore, MD 21202-3171. The resident agent is a citizen of and resides in the State of Maryland.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The Corporation shall have a board of ten (10) directors unless the number is changed pursuant to the bylaws of the Corporation. The number of directors may be increased or decreased in accordance with the bylaws of the Corporation but shall never be less than the minimum number required by the Maryland General Corporation Law. The initial directors are:

Susan R. Buswell, 8017 Branch Wood Court, Ellicott City, MD 21043

Anna Mae Miller, 6117 Lawyers Hill Road, Elkridge, MD, 21075

Mary Brown, 6199 Lawyers Hill Road, Elkridge, MD 21075

Wendy Ng, 6086 Old Lawyers Hill Road, Elkridge, MD 21075

James Campbell,

Suzanne Chadwick, 6379 Lawyers Hill Road, Elkridge, MD 21075

Dale Fahnestock, 6449 Elibank Drive, Elkridge, MD 21075

Stephanie Greisman, 6780 Norris Lane, Elkridge, MD 21075

Cathy Hudson, 6018 Old Lawyers Hill Road, Elkridge, MD 21075

Tom Quick, 6011 Old Lawyers Hill Road, Elkridge, MD 21075

Notwithstanding any other provision of these Articles:

(a) The Corporation shall not permit any part of its net earnings to inure to the benefit of its members, directors, trustees, officers or other private individuals or entities, except that the Corporation shall be authorized 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) Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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) The Corporation shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or as a corporation, the contributions to which are deductible under Section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

EIGHTH: Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation pursuant to a plan of distribution adopted by

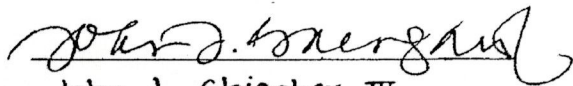
the directors which provides for the distribution of those assets to any [specify any limitation on distribution to any class of other 501(c)(3) organization] organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for those purposes, or to an organization or organizations, as determined by the Court, which are organized and operated exclusively for those purposes.

NINTH: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director 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 other provision of the 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, on this 23 day of August, 2007.

Susan R Buswell

I CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR THE ENTITY NAMED
IN THE ATTACHED INSTRUMENT.


John J. Ghingher, III