

**ROBERT E. LEE PARK NATURE COUNCIL, INC.**

**(a non-stock corporation)**

**ARTICLES OF INCORPORATION**

FIRST: THE UNDERSIGNED, Penny J. Minna, whose address is The Marbury Building, 6225 Smith Avenue, Baltimore, Maryland 21209-3600 being at least eighteen years of age, acting as incorporator, does hereby form a non-stock 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:

Robert E. Lee Park Nature Council, Inc.

THIRD: The Corporation is formed to further and promote exclusively, charitable, religious, educational and scientific purposes and the business and objects to be carried on and promoted by it are:

(1) to develop, promote and implement (whether independently or in cooperation with the Baltimore County Department of Recreation and Parks or otherwise) recreational and educational programs in Robert E Lee Park, including, without limitation, the creation of events, programs, activities or classes for the purpose of educating, training or developing the understanding of, the general public with respect to the environmental resources, natural features, and historic structures of Robert E. Lee Park or related to the maintenance, improvement, enhancement and use and enjoyment of Robert E. Lee Park as a nature park for the general public;

(2) in cooperation with the Baltimore County Department of Recreation and Parks and other organizations, to improve, maintain, preserve and protect the natural environment and historic structures in Robert E Lee Park, including, without limitation to maintain and improve

the facilities and natural features of Robert E. Lee Park for the use and enjoyment of the general public;

(3) to receive and maintain funds and apply the income and principal thereof to the objects and purposes set forth in this Article THIRD, and to that end, at its discretion, to take and receive by bequest, devise, gift or benefits of trust, any property, real or personal, tangible or intangible;

(4) to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are described in section 501(a) and described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including 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) and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The present address of the principal office of the Corporation in this State is 105 West Chesapeake Avenue, Suite 302, Towson, Maryland 21204.

FIFTH: The name and address of the resident agent of the Corporation in this State are Jeffrey Budnitz, 6155 Falls Road, Baltimore, Maryland 21209. Said resident agent is a citizen of the State of Maryland who resides therein.

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

SEVENTH: The membership of the Corporation shall be as set forth in the By-Laws of the Corporation.

EIGHTH: (a) The management and affairs of the Corporation shall be vested in a Board of Directors. The number of directors of the Corporation initially shall be fourteen (14), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The directors shall be divided into three classes as follows:

(1) The term of office of Class I shall be until the 2011 annual meeting of members and until their successors shall be elected and have qualified and thereafter shall be for three years and until their successors shall be elected and have qualified;

(2) the term of office of Class II shall be until the 2012 annual meeting of members and until their successors shall be elected and have qualified and thereafter shall be for three years and until their successors shall be elected and have qualified; and

(3) the term of office of Class III shall be until the 2013 annual meeting of members and until their successors shall be elected and have qualified and thereafter shall be for three years and until their successors shall be elected and have qualified.

(b) If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain or attain, if possible, the equality of the number of directors in each class. If such equality is not possible, the increase or decrease shall be apportioned among the classes in such a way that the difference in the number of directors in any two classes shall not exceed one.

(c) The names of the individuals who will serve as initial directors of the Corporation until their successors are elected and qualify are as follows:

(1) The following persons shall serve as Class I directors:

Bruce Boswell  
Aviva Hord

Marsha Ramsay  
Gail Stetten

(2) The following persons shall serve as Class II directors:

Jeffrey Budnitz  
Nancy Horst  
Howdy Knipp  
Helga Morrow  
Timmy Ruppensberger

(3) The following persons shall serve as Class III directors:

Elise Butler  
Dwight Johnson  
Peter Maloney  
Richard North  
Larry Zeafla

The directors shall be elected in the manner provided in the By-Laws.

NINTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors and the members.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 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. Notwithstanding any other provisions of these articles, the Corporation shall not have any purposes nor carry on any activities (otherwise than as an insubstantial part of its activities) not permitted to be carried on (a) by a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or 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) contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Baltimore County or such other court sitting in equity in the political subdivision 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.

(3) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law; provided, however, that indemnification shall only be to the extent permitted of organizations which are described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions

and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(4) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(5) The Corporation shall maintain insurance coverage that satisfies all requirements of Maryland statutory or decisional law for directors of a corporation that is described in Section 501(c)(3) of the Internal Revenue Code of 1986 so that the Corporation's directors are not personally liable for damages that are the result of the acts or omissions of the Corporation's directors in providing services or performing duties on behalf of the Corporation. Nevertheless, a director shall be liable for damages in any suit in which it is found that the director acted with malice or gross negligence, to the extent that the judgment for damages exceeds the Corporation's insurance coverage.

(6) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(7) Except as limited by the next sentence, the Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law. The Corporation reserves the right from time to time to make any amendments to its corporate purposes and objects as contained in Article THIRD hereof so that they may embrace any activity which may properly be engaged in by any organization which is described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.



**CONSENT OF RESIDENT AGENT**

THE UNDERSIGNED HEREBY CONSENTS TO ACT AS RESIDENT AGENT IN  
MARYLAND FOR THE ENTITY IN THE ATTACHED INSTRUMENT.

  
Jeffrey Budnitz

10/14/2011  
Date

State of Maryland  
Department of  
Assessments and Taxation



Larry Hogan  
Governor

Sean P. Powell  
Director

Charter Division

Date: 09/29/2015

DLA PIPER US LLP  
DIANE S. WILLIAMS SR., PARALEGAL  
6225 SMITH AVENUE  
BALTIMORE MD 21209-3600

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : LAKE ROLAND NATURE COUNCIL, INC.  
DEPARTMENT ID : D14339139  
TYPE OF REQUEST : ARTICLES OF AMENDMENT / NAME CHANGE  
DATE FILED : 09-29-2015  
TIME FILED : 02:59 PM  
RECORDING FEE : \$100.00  
EXPEDITED FEE : \$50.00  
FILING NUMBER : 1000362008525240  
CUSTOMER ID : 0003315084  
WORK ORDER NUMBER : 0004531664

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.

Charter Division  
Baltimore Metro Area (410) 767-1350  
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - NON-STOCK  
STOCK: N  
CLOSE: N  
EFFECTIVE DATE: 09-29-2015  
PRINCIPAL OFFICE: 105 WEST CHESAPEAKE AVENUE  
SUITE 302  
TOWSON MD 21204  
RESIDENT AGENT: JEFFREY BUDNITZ  
6155 FALLS ROAD  
BALTIMORE MD 21209

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE NAME CHANGE  
FROM: ROBERT E. LEE PARK NATURE COUNCIL, INC.  
TO: LAKE ROLAND NATURE COUNCIL, INC.

ARTICLES OF AMENDMENT

(1)

Robert E. Lee Park Nature Council, Inc.

(2) a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation is hereby amended as follows:

Article SECOND shall be deleted in its entirety and the following shall be substituted in its place:

"SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: Lake Roland Nature Council, Inc."

SEP 29 2015  
State Department of  
Assessments and Taxation  
301 W. Preston Street  
Baltimore, MD 21201

This amendment of the charter of the corporation has been approved by a majority of the entire Board of Directors and the amendment is limited to a (4) expressly permitted by Section 2-605 of the Maryland General Corporation Law without action by the members.

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

(5) Nancy Worden Horst  
Nancy Worden Horst Secretary

(5) Larry Zeafra  
Larry Zeafra President

(6) Return address of filing party:  
DLA Piper LLP (US)  
6225 Smith Avenue  
Baltimore, MD 21209  
Attention: Diane S. Williams, Paralegal