

HAGERSTOWN KIWANIS WE BUILD FOUNDATION, INC.

(A Maryland Non-Stock Corporation
Organized For Scientific, Educational and Charitable Purposes
Pursuant to Title Five, Subtitle Two of
The Corporations and Associations Article of The Annotated Code of Maryland)

ARTICLES OF INCORPORATION

1. Incorporator. The undersigned, Maureen P. Theriault, of 998 Potomac Avenue, Hagerstown, Maryland 21742, James S. Deaner, of 805 Pennsylvania Avenue, Hagerstown, Maryland 21742, and Robert B. Stone, of 120 North Potomac Street, Hagerstown, Maryland 21740 do hereby form a scientific, educational and charitable corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Foundation, is Hagerstown Kiwanis We Build Foundation, Inc.

3. Purposes. The purposes for which the Foundation is formed are:

(a) To receive and administer funds for scientific, educational, and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons or corporations, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such a manner as, in the judgment of the directors, will best promote the purposes of the Foundation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Foundation, or any laws applicable thereto.

(b) Without limiting the generality of the foregoing, one of the principal purposes

of the Foundation shall be the fostering of educational opportunities for youth of the Hagerstown-Washington County area, through scholarships, grants, loans to individuals and groups and support of recognized community organizations that promote the social, physical and intellectual development of youth.

(c) Without limiting the generality of the foregoing, another of the principal purposes of the Foundation shall be to give primacy to the human and spiritual, rather than to the material values of life; to encourage the daily living of the Golden Rule in all human relationships; to promote the adoption and application of higher social, business, and professional standards; to develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship; to provide, through this Foundation, a practical means to form friendships, to render altruistic service, and to build a better community; and to cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

(d) The purposes for which the Foundation is organized shall be confined to those which are strictly scientific, educational, and charitable.

(e) To receive, administer and distribute funds and other property solely for charitable, scientific, literary and educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time.

(f) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, in order to carry out the purposes set forth hereinabove, provided that such activity is permitted by: (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal

Revenue Law, and (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

4. Members. The Foundation shall have no members.

5. Registered Agent Address. The post office address of the principal office of the Foundation in Maryland is 805 Pennsylvania, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Foundation in Maryland is Robert B. Stone, 120 North Potomac Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The Foundation shall have no authority to issue capital stock.

7. Directors. The number of Directors of the Foundation shall be fourteen (14), which number may be increased or decreased pursuant to the By-Laws of the Foundation, but shall never be less than seven (7). The names of the Directors who shall act until the next annual meeting and until their successors are duly elected and have qualified are: Thomas E. Piston, Jr., Michael Brashears, Shelby Penn, Maureen P. Teriault, William L. McGovern, John H. Roney, II, James S. Deaner and James H. Snead.

8. Officers. The officers of the Foundation shall be as follows, until the next annual meeting and until their successors are duly elected and have qualified are:

- (a) President Maureen P. Teriault
- (b) First Vice-President: William L. McGovern
- (c) Second Vice-President: John H. Roney, II
- (d) Secretary: James S. Deaner
- (e) Treasurer: James H. Snead

9. Limitations on Powers of the Foundation. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Foundation:

(a) No part of the net earnings of the Foundation shall inure to the benefit of any Director or Officer of the Foundation or any private individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to the Foundation and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereinabove. In the event of the dissolution of the Foundation, no Director or Officer of the Foundation or any private individual shall be entitled to share in the distribution of any of the Foundation's assets.

(b) No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(c) The Foundation shall distribute its income for each 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, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(d) The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(e) The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(f) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(g) Notwithstanding any other provision of these Articles, the Foundation shall not conduct or carry on any activities not permitted to be carried on by: (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(h) In the event of the dissolution of the Foundation, or the discontinuance of its activities, the assets of the Foundation shall be distributed exclusively to organizations which would then qualify for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

10. Indemnification. As used in this Article, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(a) No present or former Director or Officer of the Foundation shall be liable to the Foundation for monetary damages except to the extent that either: (1) it is proved that such Director or Officer actually received improper benefit or profit in money, property or services, or (2) a judgment or other final adjudication adverse to such Director or Officer is entered in a

proceeding based upon a finding in such proceeding that such Director's or Officer's action or failure to act was the result of active and deliberate dishonesty or was intentionally wrongful, willful, or malicious, and such finding, in either case, was material to the cause of action adjudicated in such proceeding.

(b) The Foundation shall indemnify and advance expenses to a present or former Director or Officer of the Foundation, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(c) The Foundation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer, permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation
this day of , 1997.

WITNESS:

_____ (SEAL)
Maureen P. Theriault

_____ (SEAL)
James S. Deaner

_____ (SEAL)
Robert B. Stone

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this day of , 1997, before me, the undersigned a Notary Public in and for the State and County aforesaid, personally appeared Maureen P. Theriault proven to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that she executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires:

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this day of , 1997, before me, the undersigned a Notary Public in and for the State and County aforesaid, personally appeared James S. Deaner proven to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires:

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this day of , 1997, before me, the undersigned a Notary Public in and for the State and County aforesaid, personally appeared Robert B. Stone proven to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires:

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Mail to: Robert B. Stone, Esq.
120 North Potomac Street
Hagerstown, Maryland 21740