

ARTICLES OF INCORPORATION
OF
BALTIMORE HERITAGE QUILT GUILD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 25, 1989 AT 12:00 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 27.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

DC372745

TO THE CLERK OF THE COURT OF

BALTIMORE COUNTY

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RETURN TO:
WEINBERG & GREEN
A. CAMP
106 SOUTH CHARLES STREET
BALTIMORE MD 21201

062C3032497

A 309389



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

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION
APPROVED FOR RECORD
09-25-89 at 12:00 p.m.

ARTICLES OF INCORPORATION
OF

Baltimore Heritage Quilt Guild, Inc.

RECEIVED
SEP 25 PM 12 00
STATE DEPT. OF ASSESSMENT AND TAXATION

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Robert A. Spar, whose address is 100 South Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

Baltimore Heritage Quilt Guild, Inc.

THIRD: The Corporation is formed for the following purpose:

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STATE DEPT. OF ASSESSMENT AND TAXATION

(a) To operate exclusively for charitable and educational 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 section of any future federal tax code (the "Code"); and

(b) To engage in any lawful activities which are in furtherance of the purposes of the Corporation as restricted herein.

FOURTH: The address of the principal office of the Corporation in this State is 400 Cedarcroft Road, Baltimore, Maryland 21212. ✓

FIFTH: The Resident Agent of the Corporation is Mrs. George Hubble, whose address is 400 Cedarcroft Road, Baltimore, Maryland 21212. 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 seven (7) directors unless the number is changed in accordance with 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

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required by the Maryland General Corporation Law. The initial Directors are:

Ginger Lord
Elizabeth Jenson
Barbara Wagner
Ann Martin

Julie Reynolds
Jennifer Balla
Susan Gladding

EIGHTH: 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 stockholders 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.

NINTH: Notwithstanding any other provision of these Articles:

1) 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.

2) 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.

3) 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, contributions to which are deductible under Section 170(c)(2) of the Code.

4) The Corporation will distribute its income for each tax 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 Code.

5) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

6) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

7) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

8) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

TENTH: 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 assets of the Corporation pursuant to a plan of distribution adopted by the Directors providing for distribution thereof to any 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 of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to an organization or organizations, as determined by the Court, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, on this 25 day of September, 1989.

T. J. A. [Signature]