

**Jonestown
Museum
Walk
Inc.**

A Not-for-Profit, Non-Stock Corporation

Articles of Incorporation

FIRST: the undersigned, Sandy Bellamy, whose address is 19 E. Fayette St., Baltimore, MD, 21202, Sally Johnson, whose address is 845 E. Pratt St., Baltimore, MD, 21202, Anita Kassof, whose address is 15 Lloyd St., Baltimore, MD, 21202 and Anne Pomykala, whose address is PO Box 119, Stevenson, MD, 21153, do hereby associate themselves as incorporators and do 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:

Jonestown Museum Walk, Inc.

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

- (1) to advance and promote the historic and cultural institutions and sites in and within walking distance of Historic Jonestown, Baltimore's oldest neighborhood, including, but not limited to,
- the development of these museums and historic sites as a destination,
 - the coordination of plans and programs among these museums and sites,
 - the coordination of efforts to improve visitation of these museums and sites,
- and
- the leveraging of resources and conduct of joint fund raising for common projects among the same; and

- (2) to cooperate with the residents, businesses, and other institutions of Jonestown to improve the quality of life in this neighborhood, including but not limited to,
- the creation of plans and programs among the museums and historic sites of interest and service to the residents of the neighborhood,

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the enhancement of the physical environment to the mutual satisfaction of museums, historic sites, residents, businesses and other institutions, and the representation of the member institutions' interests in meetings of City, State and Federal governing bodies and agencies, of the Jonestown Planning Council, and of such other neighborhood, community, city and regional organizations as may be of concern to the museums and historic sites; and

(3) to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent that such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of the United States 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 the United States of 1986 (or the corresponding provisions 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 sub-division thereof, or to the United States, or to the District of Columbia, but only for charitable purposes. As used in these articles, "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 the United States of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

FOURTH: The present address of the principal office of the Corporation in this State is **XXXXXXXXXXXXXXXXXXXX**.

FIFTH: The name and address of the resident agent of the corporation in this State is **XXXXXXXXXX, SSSSSSSSS**. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SEVENTH: The membership of the Corporation shall be open to museums and historic sites situated in or within walking distance of Jonestown, and shall be as provided for the in the By-Laws of the Corporation.

EIGHTH: Except for the exercise of powers reserved to the Members of the Corporation by the By-Laws, the management of the Corporation shall be vested in a Board of Directors. The number of directors shall initially be 17, which number

may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be fewer than the minimum number permitted by the laws of the State of Maryland now or hereafter in force. The names of directors who will serve until the first annual meeting and until their successors are elected and qualified are as follows:

Hortense Amernick, Sandy Bellamy, Mark Cameron, Nicole Fall, Jamie Fineran, Andrew Frank, Robert Gehman, Sally Johnson, Anita Kassof, Richard Lawrence, Doris Ligon, Sharon Miller, Anne Pomykala, Robert Quilter, Dorothy Scott, William Walsh and Dwight Warren.

The directors shall be elected by the Members of the Corporation in the manner provided for the in 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 members thereof:

(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 carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 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 City 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 to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law; provided,

however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under 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).

(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 exempt from federal income tax under 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) 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).

(6) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under 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.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which

are not permitted under Federal Law for any organization which is exempt from Federal income tax 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 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 under any future United States Internal Revenue Law).

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, acknowledging the same to be our act and deed, this _____ day of _____, 2002,

Witness:

Sandy Bellamy

Sally Johnson

Anita Kassof

Anne Pomykala