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ASSESSMENTS CORP REC

PAGE 02

# STATE OF MARYLAND

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## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

DATE: SEPTEMBER 22, 1997

THIS IS TO ADVISE YOU THAT THE ARTICLES OF INCORPORATION FOR  
PATUXENT PARTNERSHIP, INC.  
WERE RECEIVED AND APPROVED FOR RECORD ON SEPTEMBER 19, 1997 AT 9:41 AM.

FE PAID:

70.00



7 481

HARRY J. NOONAN  
CHARTER SPECIALIST

ARTICLES OF INCORPORATION  
OF

Patuxent Partnership, Inc.

The undersigned, a natural person at least twenty-one (21) years of age, for the purposes of forming a Corporation pursuant to the provisions of the general laws of the State of Maryland, does hereby certify as follows:

1. NAME: The name of the corporation is:

Patuxent Partnership, Inc.

(hereinafter called the Corporation)

2. PURPOSES: The purposes for which the Corporation is organized are:

To expand the business base in Southern Maryland on a non-profit basis.

To transact any other business which is legal to transact in the State of Maryland except there is no authority to issue capital stock.

To comply with the provision of the Internal Revenue Service so that the Corporation will be qualified as a 501(C)(3) entity.

3. Non-Stock: The Corporation shall not be authorized to issue stock and shall be a not for profit entity.

4. REGISTERED AGENT: The post office address of the principal office of the Corporation, 23115 Leonard Hall Drive, P.O. Box 653, Leonardtown, Maryland 20650.

The name and post office address of the resident agent of the Corporation in Maryland is Martin Fairclough, 23115 Leonard Hall Drive, P.O. Box 653, Leonardtown, Maryland 20650. Such resident agent is a citizen of the State of Maryland, and actually resides therein.

5. TRUSTEES: The number of Trustees of the Corporation shall be four (4), which number may be increased pursuant to any Plan of the Corporation, but shall never be less than four (4) and the name of the Trustees who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

CHERYL AHEARN  
23115 Leonard Hall Road, P.O. Box 653  
Leonardtown, Maryland 20650

M. FORSMAN  
23115 Leonard Hall Road, P.O. Box 653  
Leonardtown, Maryland 20650

JAC. LEWIS  
23115 Leonard Hall Road, P.O. Box 653  
Leonardtown, Maryland 20650

ROGER HILL  
23115 Leonard Hall Road, P.O. Box 653  
Leonardtown, Maryland 20650

6. PLAN:

A) Purpose of Corporation: To expand the business base in Southern Maryland

B) Name of corporation:

Patuxent Partnership

C) Time and manner for election and succession of Trustees:

The Trustee shall be elected by a majority vote of the eligible members in good standing. The Trustees shall serve for a term of one (1) year and elections shall be held each year at the annual meeting to select successors.

D) Qualifications of individuals eligible:

i) To vote: Individuals must be at least eighteen (18) years old.

ii) To be elected to office: Individuals must be at least eighteen (18) years.

E) The Trustees shall have no authority to issue Capital Stock.


7. DURATION: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation this 10<sup>th</sup> day of September, 1997.

*Cheryl Phearn*  
CHERYL PHEARN, Trustee Incorporator  
23115 Leonard Hall Drive  
P.O. Box 653  
Leonardtown, Maryland 20650

*Ed Forsman*  
ED FORSMAN, Trustee Incorporator  
23115 Leonard Hall Drive  
P.O. Box 653  
Leonardtown, Maryland 20650


*Jack Garner*  
JACK GARNER, Trustee Incorporator  
23115 Leonard Hall Drive  
P.O. Box 653  
Leonardtown, Maryland 20650

  
 ROGER HILL, Trustee Incorporator  
 23115 Leonard Hall Drive  
 P.O. Box 553  
 Leonardtown, Maryland 20650

STATE OF MARYLAND, COUNTY OF ST. MARY'S, to wit

I HEREBY CERTIFY that on this 22<sup>nd</sup> day of August, 1997  
 before me personally appeared CHERYL AHEARN, to me known to be the  
 individual described in and who executed the foregoing certificate  
 and acknowledged to me that she executed the same.

WITNESS my hand and Notarial Seal: 6-27-00

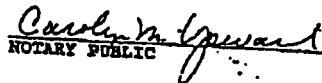
  
 NOTARY PUBLIC

My Commission Expires: 6-27-00

STATE OF MARYLAND, COUNTY OF ST. MARY'S, to wit

I HEREBY CERTIFY that on this 26<sup>th</sup> day of August, 1997  
 before me personally appeared ED FORSHAN, to me known to be the  
 individual described in and who executed the foregoing certificate  
 and acknowledged to me that he executed the same.

WITNESS my hand and Notarial Seal: 6-27-00

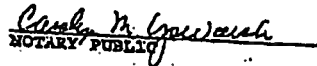
  
 NOTARY PUBLIC

My Commission Expires: 6-27-00

STATE OF MARYLAND, COUNTY OF ST. MARY'S, to wit

I HEREBY CERTIFY that on this 24<sup>th</sup> day of August, 1997  
 before me personally appeared JACK GARNER, to me known to be the  
 individual described in and who executed the foregoing certificate  
 and acknowledged to me that she executed the same.

WITNESS my hand and Notarial Seal: 6-27-00

  
 NOTARY PUBLIC

My Commission Expires: 6-27-00

STATE OF MARYLAND, COUNTY OF ST. MARY'S, to wit

I HEREBY CERTIFY that on this 19<sup>th</sup> day of August, 1997  
 before me personally appeared ROGER HILL, to me known to be the  
 individual described in and who executed the foregoing certificate  
 and acknowledged to me that he executed the same.

WITNESS my hand and Notarial Seal:

  
 NOTARY PUBLIC

My Commission Expires: 6-27-00

State of Maryland  
Department of  
Assessments and Taxation

Charter Division



Martin O'Malley  
Governor

C. John Sullivan, Jr.  
Director

Paul B. Anderson  
Administrator

Date: 01/10/2008

PADDY MORTON, ESQ.  
190 W. OSTEND ST  
STE 210  
BALTIMORE MD 21230

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : PATUXENT PARTNERSHIP, INC.  
DEPARTMENT ID : D04789855  
TYPE OF REQUEST : ARTICLES OF AMENDMENT  
DATE FILED : 01-02-2008  
TIME FILED : 12:40 PM  
RECORDING FEE : \$100.00  
EXPEDITED FEE : \$50.00  
FILING NUMBER : 1000361995823352  
CUSTOMER ID : 0002072485  
WORK ORDER NUMBER : 0001515523

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: 01-02-2008  
PRINCIPAL OFFICE: STE. 2C  
21789 NORTH CORAL DRIVE  
LEXINGTON PARK MD 20653-5518  
RESIDENT AGENT: BONNIE GREEN  
STE. 2C  
21789 NORTH CORAL DRIVE  
LEXINGTON PARK MD 20653

## **ARTICLES OF AMENDMENT**

### **PATUXENT PARTNERSHIP, INC.**

Patuxent Partnership, Inc., a Maryland Corporation whose post office address is 21789 North Coral Drive, Suite 2C, Lexington Park, Maryland, 20653-5518, does hereby certify to the State Department of Assessments and Taxation of Maryland that:

The charter of Patuxent Partnership, Inc. (hereinafter referred to as the "Corporation") is hereby amended as follows:

#### **ARTICLE 2.**

**PURPOSES:** The Corporation is organized exclusively as a charitable, scientific and educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue law or regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code), for the following purposes:

- (a) To advance education by promoting the studies of math and science in the community;
- (b) To advance education related to technologies by promoting networking among the communities of academia, industry and government;
- (c) To advance science and technology by promoting the research and development of technologies in private industry, government, and academia;

- (d) To advance science and technology transfer through the exchange of ideas, information and data related to technologies and to promote cooperation and collaboration among academia, private industry and government;
- (e) To engage in any other activities which are not inconsistent with Section 501(c)(3) of the Internal Revenue Code and applicable state law.

**ARTICLE 3.**

**POWERS:** In order to carry out the purposes of the Corporation, the Corporation shall have the following powers:

- (a) to purchase, lease, receive by donation, acquire and operate real and personal property suitable or convenient for the purposes of the corporation;
- (b) to solicit, receive and accept donations of money or property or any interest in property from any other entity or persons;
- (c) to fix, charge and collect dues, fees, and other charges for membership in the Corporation, for participation in the activities of the Corporation, or for goods or services provided by the Corporation;
- (d) to exercise any power, or engage in any function, incidental to accomplishing the nonprofit purposes of the Corporation provided or allowed by the General Laws of the State of Maryland, now or hereafter in force, to non-stock corporations, without limitation by the above description of specific powers.



**ARTICLE 4.**

**ADDRESS:** The address of the principal office of the Corporation is: 21789 North Coral Drive, Ste. 2C, Lexington Park, MD 20653-5518.

**ARTICLE 5.**

**RESIDENT AGENT:** The resident agent of the Corporation is Bonnie Green, whose address is 21789 North Coral Drive, Ste. 2C, Lexington Park, MD 20653-5518. The resident agent is a citizen of and resides in the State of Maryland.

**ARTICLE 6.**

**BOARD OF DIRECTORS:** The Corporation shall be governed by a Board of Directors. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than three (3).

**ARTICLE 7.**

**BYLAWS:** The Corporation shall adopt bylaws which shall provide for:

- (a) the number, qualification, election, classification, terms of office, powers and duties of the Board of Directors and for such committees as may be determined to be necessary or desirable;
- (b) the qualification, rights, duties, and meetings of the members of the Corporation and for the quorum at such meetings;
- (c) the selection of officers and their number, terms of office, rights, powers and duties; and
- (d) for other matters relating to governance of the Corporation.

## **ARTICLE 8.**

**LIMITATION AND REGULATION OF POWERS:** The following provisions are hereby adopted to limit and regulate the powers of the corporation and the Board of Directors.

(a) The corporation is not organized for pecuniary profit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments in furtherance of the purposes herein set forth;

(b) The corporation shall be non-profit and non-stock, and shall have no power to declare dividends. The corporation shall be composed of members.

Qualifications for membership in the Corporation shall be defined in the Bylaws, but in no case shall membership be restricted on the basis of race, sex, ethnic origin, sexual orientation or religious or political persuasion.

(c) The corporation shall conduct and direct its services and the use of its properties and facilities on the basis that such services and uses are available regardless of race, sex, ethnic origin or religious or political persuasion.

(d) Except as provided in Sections 501(h) and 4911 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereafter the "Code"), no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in nor

intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions, the Corporation shall not carry on any activity not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a Corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(23) of the Code.

(e) If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which engage in activities substantially similar to those of the Corporation and which are organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization under sections 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

#### **ARTICLE 9.**

**DURATION:** The duration and existence of the Corporation shall be perpetual.

#### **ARTICLE 10.**

**INDEMNIFICATION:** The Corporation may indemnify any and all of its current and future directors, officers, employees and agents as provided in the Bylaws of the Corporation.

This amendment of the charter of the corporation has been approved by the directors. There is not membership entitled to vote on amendments.

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

Robert L. Swann

Secretary


Robert E. Kelly

President

Return Address:  
21789 North Coral Drive  
Suite 2C  
Lexington Park, Maryland, 20653-5518

**Consent of Resident Agent**

I, Bonnie Green, being more than 18 years of age and a citizen of the State of Maryland, hereby consent to being designated in this document as Resident Agent for this corporation.

  
\_\_\_\_\_  
Bonnie Green