

ARTICLES OF INCORPORATION
OF
HOWARD ASTRONOMICAL LEAGUE OF CENTRAL MARYLAND, INC.
(A nonstock corporation)

FIRST: I, the undersigned Michael Hall whose address is XXXXXXXX being at least eighteen years of age, does hereby form a nonprofit, nonstock corporation under the laws of the State of Maryland.

SECOND: The name of the corporation (hereafter referred to as the Corporation) is HOWARD ASTRONOMICAL LEAGUE OF CENTRAL MARYLAND, INC.

THIRD: The purposes of the Corporation are exclusively charitable, educational and nonprofit as defined under 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) as follows:

- (A) To promote and encourage science education, particularly in the area of astronomy;
- (B) To educate the public while furthering our own education in space sciences;
- (C) To build and maintain an observatory and library for the use of amateur astronomers;
- (D) To undertake other projects, programs and activities not inconsistent with Section 501(c)(3) of the Internal Revenue Code, as the need to do so presents itself in the opinion of the Board of Directors.

FOURTH: In order to carry out the purposes, the Corporation shall have the following powers within stated limitations:

- (A) To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, any property without limitations;
- (B) To make contributions, loans or grants which are consistent with the purposes of the Corporation;
- (C) To make agreements and contracts and incur liabilities;
- (D) To do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized as the Board of Directors may from time to time deem appropriate and which are not inconsistent with powers conferred

upon a nonstock corporation by the General Laws of the State of Maryland and the requirements of the Internal Revenue Code;

- (E) The Corporation is not organized for pecuniary profit. The Corporation shall have no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of nor be distributed to any member, director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes herein set forth;
- (F) Except as provided in Section 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be 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 activities not permitted to be carried on:
 - (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or
 - (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (G) The Corporation shall not carry on activities prohibited by the Internal Revenue Code for a private foundation to be tax exempt, including the Corporation: shall 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 Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain excessive business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the internal Revenue Code.

FIFTH: The name of the resident agent of the corporation in Maryland is Michael Hall, whose address is XXXXXXXX. Said resident agent is a citizen of the State of Maryland and actually resides therein. XXXXXXXX shall also serve as the principal address of the corporation.

SIXTH: The Corporation shall have no capital stock and is not authorized to issue capital stock. The Corporation shall be composed of members. Qualifications for membership in the Corporation shall be as defined in the Bylaws, but in no case shall membership be restricted on the basis of race, sex, religion, or national origin.

SEVENTH: The initial number of Directors of the Corporation shall be five (5) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial Directors, who shall act until the first annual meeting or until their successors are chosen are Michael Hall, of XXXXXXXX, ZoAnn Lapinsky, of XXXXXXXX, Dana Boltersdorf, of XXXXXXXX, Malcolm Willette, of XXXXXXXX, and Mary Kay Sigaty, of XXXXXXXX. Each Director shall have one vote. The Board of Directors shall perpetuate itself in keeping with the Bylaws of the Corporation.

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

NINTH: 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 organizations which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, provided the Corporation, before any such distributions shall first pay all of the liabilities of the Corporation as required by the General Laws of the State of Maryland. Any remaining assets 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 such organizations.

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

ELEVENTH: The Corporation shall adopt Bylaws for the further government of the Corporation.

IN WITNESS WHEREOF: I have signed these articles of Incorporation and acknowledged the same to be my own act on 12/5/1999.

WITNESS:

 _____	 _____ Michael A. Hall
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