

ROCKVILLE SISTER CITY CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Brigitta Mullican, whose post office address is Maryland at Vinson Street, Rockville, Maryland 20850, being at least eighteen (18) years of age, am hereby forming a 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 "ROCKVILLE SISTER CITY CORPORATION".

THIRD: The purposes for which this corporation is being formed are:

(a) The Corporation is organized exclusively for educational and charitable 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, 1954; and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, for no other purposes, to that end to take and hold, by request, devise, give, purchase or lease, either absolutely or in trust, for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount of value, except such limitations, if any, as may be imposed by law: sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, and such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received,

including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the corporation pursuant to Section 501(c)(3) of the Internal Revenue Code, 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds of income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit organization organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, or for the public welfare, can be authorized to be exercise, but only to the extent the exercise of such power on furtherance of the exempt purposes.

(b) 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, 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 corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

(c) Included among the educational and charitable purposes for which the corporation is organized, as qualifying limited by subparagraphs (a) and (b) of this Article THIRD are as follows:

(1) To cause the people of the City of Rockville, Montgomery County, Maryland, and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.

(2) To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Rockville, Montgomery County, Maryland, and the people of similar cities of other nations.

(3) To undertake both in seeking and in consequence of such consciousness and concern and activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.

(4) To participate as an organization in promoting, fostering and publicizing state and national programs of international municipal corporation organizations, and thereby to encourage other organizations and residents of American communities to engage and participate in such programs to foster and promote friendly relations and mutual understanding between people of American communities and people of friendly nations outside to the United States of

America, and to act as a coordinating body, committee, agency or counsel among those organizations, groups and individuals desiring to and engaging in the activities of such international municipal corporation organizations.

FOURTH: Post Office address of the principal office of the corporation in this state is Maryland Avenue at Vinson Street, Rockville, Maryland 20850. The name and post office address of the resident agent of the corporation is Francis T. Lacey, Maryland at Vinson Street, Rockville, Maryland 20850. Said resident agent is an individual actually residing in this State.

FIFTH: The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be set forth in the by-laws of the corporation.

SIXTH: The number of directors of the corporation shall be fifteen (15) which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than five (5). The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and appointed by the Mayor and Council are:

Yahna C. Ripley  
Richard R. Knorpp  
Dennis Krizek  
James H. Patrician  
Thomas Hassall  
Brigitta Mullican

SEVENTH: Upon the dissolution of the corporation's affairs, or upon the abandonment of the corporation's activities due to its impractical or expedient nature, the assets of the corporation then remaining in the hands of the corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other state, having a similar or analogous character or purpose,

and some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The corporation may by its by-laws make any other provision or requirements for the arrangement or conduct of the business of the corporation, provided the same shall not be inconsistent with these Articles of Incorporation, or contrary to the laws of the State of Maryland or the United States.

NINTH: These Articles of Incorporation, (a) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chest created or organized in the United States or in any other of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private charitable shareholder or individual, no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in, (including the publishing or distributing of statements) any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, 1954, as now in force or afterwards amended. (b) the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing of public safety, literary or educational purposes with the meaning of the term used in Section 501(c)(3) of the Internal Revenue Code, 1954, but only such purposes as also constitute public charitable under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but

not limited to, the granting of scholarships of young men and women to enable them to attend educational institutions.

TENTH: (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax and undistributed income imposed by Section 4942 of the Internal Revenue Code, 1954, as amended. (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(b) of the Internal Revenue Code, 1954 as amended. (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, 1954 as amended. (d) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, 1954, as amended. (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended.

ELEVENTH: (1) As used in this Article ELEVENTH, 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. (2) The corporation shall indemnify a present or former director or officer of the corporation in connection with the proceedings to the fullest extent permitted by and in accordance with the indemnification section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of June, 1986, and I acknowledge the same as my act.

Brigitta Mullican  
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