

**ARTICLES OF INCORPORATION  
OF  
ACTION BAYBROOK, INC.**  
(A Tax-Exempt Nonstock Corporation)

I, the undersigned, Janet L. Eveland, Esq., whose post office address is 511 East Patapsco Avenue, Baltimore, Maryland 21225, being at least eighteen (18) years of age, do hereby form a nonprofit, tax-exempt, and non-stock corporation.

1. The name of the corporation is ACTION BAYBROOK, INC. (the "Corporation").
2. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (all hereinafter collectively referred to as the "Internal Revenue Code"). The specific purposes of the Corporation are as follows:
  - a. To function as a community association in support of the Baybrook area consisting of Brooklyn, Curtis Bay, and Brooklyn Park;
  - b. To initiate, engage in, enhance, stimulate, improve, and advance equitable investment in business and affordable housing, employment opportunities, public safety, youth engagement, and health and access to healthcare, and to combat community deterioration;
  - c. To partner with other entities, groups, and individuals to improve and advance the Corporation's non-profit goals;
  - d. To exercise all rights and powers conferred by the laws of the State of State of Maryland upon nonprofit corporations, including but not limited to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein which are permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; and
  - e. To do all things necessary, incidental, or desirable to carry on and accomplish the purposes for which the Corporation is organized, as the Directors of the Corporation may from time to time deem appropriate, and which are not inconsistent with powers conferred upon a non-stock corporation by the General Laws of the State of Maryland and which are permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
3. The Corporation is not organized for pecuniary profit. The Corporation shall have no capital stock and is not authorized to issue capital stock. The Corporation shall have no power to declare dividends.
4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation

Action Baybrook - Articles of Incorporation  
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State of Maryland

I hereby certify that this is a true and complete copy of the  
page document on file in this office. DATED: 7/5/18 <sup>5</sup>

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: Sherry T. Pinland, Custodian

This stamp replaces our previous certification system. Effective: 6/95

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 these Articles. 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 or in opposition to any candidate for public office. Notwithstanding any other provision 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, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The post office address of the principal office of the Corporation is 511 East Patapsco Avenue, Baltimore, Maryland 21225 and the name of the Resident Agent of the corporation in Maryland is: Janet L. Eveland, Esq., whose address is 511 East Patapsco Avenue, Baltimore, Maryland 21225. Said Resident Agent is a citizen of the State of Maryland and actually resides therein. ✓

6. The initial number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3) at any time after the organizational meeting of the Corporation. The name of the initial Directors, who shall act until the first annual meeting or until their successors are chosen is: Janet Eveland, Michael Dorsey, and Maureen Morest. Each Director shall have one vote. The Board of Directors shall serve until their successors are elected and qualified and shall be elected and serving from time to time in accordance with the Bylaws of the Corporation. ✓

7. The Corporation may 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, sexual orientation, religion, national origin, or marital status.

8. The duration and existence of the Corporation shall be perpetual.

9. The Corporation may by its bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided that the same are not inconsistent with these Articles or contrary to the laws of the State of Maryland or the United States, or not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

10. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof:

- a. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
- b. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
- c. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and.
- d. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

- e. The Corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of these Articles but no gift, bequest, or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to 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 these Articles, or as shall, in the opinion of the Directors, jeopardize the federal income tax exemption of this trust pursuant to section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- f. In these Articles and in any amendments to these Articles, references to “charitable organizations” or “charitable organization” mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any 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 shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which don't participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the organization described in this paragraph shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code.
- g. In these Articles and in any amendments to these Articles, the term “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, but only such purposes as also constitute public charitable purposes under the law of the State of Maryland..


11. The Corporation may make any amendment to these Articles at any time by written instrument or instruments signed and sealed by the Directors, provided that no amendment shall authorize the Corporation to conduct the affairs of this Corporation in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Internal Revenue Code. An amendment of the provisions of this paragraph of these Articles (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the Corporation's amending power. All instruments amending these Articles shall be noted upon or kept attached to the executed original of these Articles.

12. If the Corporation is dissolved or ended for any reason, the Board of Directors shall distribute all of the net assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose. Before any such distributions the Board of Directors shall first pay all of the liabilities of the Corporation as required by the General Laws of the State of Maryland. Any remaining assets not disposed of by the Board shall be disposed of by a Court of competent jurisdiction in the City or County in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose.


13. 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. To the fullest extent of Maryland law no member, director or officer of the Corporation shall be liable to the Corporation or to its members for money damages except (a) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, but only to the extent of the amount of the benefit or profit in money, property or services actually received, or (b) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was material to the cause of action adjudicated in the proceeding and was (i) the result of active and deliberate dishonesty, or (ii) intentionally wrongful, willful, or malicious.

14. The right of indemnification pursuant to these Articles is null and void if the indemnified person fails or refuses to cooperate with the Corporation, or its agents, attorneys, or representatives, in the prosecution or negotiation of settlement of the claim, action, suit, or proceeding for which indemnification is sought. If the association so elects, upon receiving notice of the claim, action, suit, or proceeding, it may assume defense of the indemnified person; upon such an election and upon notifying the indemnified person in writing of such election, the Corporation will not indemnify the indemnified person for expenses incurred, including retaining counsel. The right of indemnification granted in these Articles shall be in addition to any other rights to which such person may be entitled as a matter of law. No change to these Articles or the bylaws of the Corporation shall change in any way the applicability of this provision with respect to any act or failure to act which occurred prior to such change.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5<sup>th</sup> day of July, 2018, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Janet L. Eveland

I hereby consent to my designation in this document as resident agent for this corporation.

  
\_\_\_\_\_  
Janet L. Eveland

Filing Party's Name and Return Address:

Janet L. Eveland  
511 East Patapsco Avenue  
Biltmore, Maryland 21225

# CORPORATE CHARTER APPROVAL SHEET

**\*\* EXPEDITED SERVICE \*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 02N BUSINESS CODE 04

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

### FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	<u>20</u>
Expedite Fee:	<u>110</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
<u>2</u> Certified Copies	_____
Copy Fee:	<u>30</u>
<u>2</u> Certificates	_____
Certificate of Status Fee:	<u>21</u>
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other: <u>(NPFund)</u>	<u>50</u>
TOTAL FEES:	<u>331</u>

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

\_\_\_\_\_ Documents on \_\_\_\_\_ Checks

Approved By: 16

Keyed By: \_\_\_\_\_

COMMENT(S):

Affix Barcode Label Here

Affix Barcode Label Here

New Name \_\_\_\_\_

\_\_\_\_\_ Change of Name  
\_\_\_\_\_ Change of Principal Office  
\_\_\_\_\_ Change of Resident Agent  
\_\_\_\_\_ Change of Resident Agent Address  
\_\_\_\_\_ Resignation of Resident Agent  
\_\_\_\_\_ Designation of Resident Agent  
and Resident Agent's Address  
\_\_\_\_\_ Change of Business Code

\_\_\_\_\_ Adoption of Assumed Name

\_\_\_\_\_ Other Change(s)

Code \_\_\_\_\_

Attention: \_\_\_\_\_

Mail: Names and Address

Janet Eveland

511 E. Patapsco Ave

Balt MD 21225

Stamp Work Order and Customer Number HERE