

**ARTICLES OF INCORPORATION**  
**OF**  
**MAYS CHAPEL ELEMENTARY SCHOOL PARENT-TEACHER ASSOCIATION, INC.**

**THIS IS TO CERTIFY THAT:**

FIRST: The undersigned, whose names and addresses are set forth below their respective signatures to these Articles of Incorporation, each being at least eighteen (18) years of age, do hereby incorporate a nonprofit, nonstock corporation under the provisions of Title 5 Subtitle 2 of the Corporations and Associations Article of the Maryland Annotated Code (as amended, "Subtitle 2") and, to the extent applicable thereto by virtue of Section 5-201 of Subtitle 2, the Maryland General Corporation Law.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

Mays Chapel Elementary School Parent-Teacher Association, Inc.

THIRD: The Corporation shall have no authority to issue capital stock.

FOURTH: The Corporation shall have members. The requirements for membership and the rights and privileges of the members shall be as set forth in the bylaws of the Corporation as amended from time to time.

FIFTH: The Corporation is formed for the following purposes:

(a) To operate exclusively for educational and charitable purposes, including for the general purposes of (i) promoting the welfare of children and youth in home, school, and community; (ii) raising the standards of home life; (iii) securing adequate laws for the care and protection of children and youth; (iv) bringing into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth; and (v) developing between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education; and

(b) To exercise any and all powers, rights, and privileges in furtherance of the foregoing purposes that may by law now or hereafter inure to or be exercised by a nonprofit corporation organized under the laws of the State of Maryland that (i) qualifies for exemption from federal income tax under Section 501(c)(3) and (ii) does not constitute a private foundation under Section 509(a) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal tax code (as from time to time amended, the "Code").

SIXTH: The address of the principal office of the Corporation in this State is 12250 Roundwood Road, Timonium, MD 21093.

SEVENTH: The name and address of the resident agent of the Corporation are [●]. Such resident agent is a citizen of the State of Maryland and actually resides herein.

EIGHTH: The affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the authority of the Corporation's board of directors (who shall be individuals). The number of directors shall initially be [●] (●), 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 directors who shall act until the first general meeting of the members or until their successors are duly chosen and take office are:

[LIST]

The qualifications, term of office, manner of election, and time and place of meetings of the directors shall be as specified in the bylaws of the Corporation as amended from time to time. Notwithstanding any contrary provision of the bylaws of the Corporation, any director may be removed from office by the affirmative vote of two-thirds of the members of the Corporation present at any regular meeting of the members, or at any special meeting called for such purpose, at which a quorum is present.

NINTH: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or any of the members for money damages. Neither the amendment or repeal of this Article, nor the adoption of bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act that occurred before such amendment, repeal, or adoption.

TENTH: Subject to and in accordance with Section 2-418 of the Maryland General Corporation Law (and any other applicable provisions of Maryland law), the Corporation shall to the fullest extent permitted by law indemnify any individual (including any director or officer of the Corporation) against liability and reasonable expenses incurred by such individual, and make advances to pay such reasonable expenses, because the individual has been made a party to any action, suit, or proceeding by reason of serving or having served, as a director, an officer, or in any other capacity, either (i) the Corporation or (ii) any other entity at the request of the Corporation. The right to indemnification under this Article shall not be exclusive of any other rights (to indemnification, advances of costs and expenses, or otherwise) that may from time to time be afforded under the Maryland General Corporation Law or other applicable laws of the State of Maryland or (to the extent permitted or not prohibited by the Maryland General Corporation Law or other applicable laws of the State of Maryland) by virtue of any contract with, undertaking or policy of, or provision of the bylaws of the Corporation. In no event, however, shall any individual be entitled to indemnification with respect to any liability or expense, or to any advances for expenses, if and to the extent that such indemnification or advance is prohibited by the Maryland General Corporation Law or other applicable laws of the State of Maryland.

ELEVENTH: Notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not permit any part of its net earnings to inure to the benefit of its directors, trustees, officers, or other private individuals or entities, except that the Corporation shall be authorized to reimburse reasonable expenses and to make payments and distributions in furtherance of the purposes set forth in Article FIFTH hereof;

(b) 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;

(c) The Corporation shall have no power directly or indirectly to engage in any activity that would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code;

(d) If applicable, 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 on undistributed income imposed by Section 4942 of the Code;

(e) If applicable, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(f) If applicable, the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(g) If applicable, the Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code; and

(h) If applicable, the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

All references in this Article to Sections of the Code shall also refer to corresponding provisions of any future federal internal revenue code or laws.

TWELFTH: Upon the 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, distribute all assets of the Corporation pursuant to a plan of distribution adopted by the board of directors providing for distribution thereof to an organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code (or corresponding provision of any future federal internal revenue code or laws), or to the federal government, or to a state or local government (including the government of the State of Maryland), for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organizations as such court shall determine, which organizations are organized and operated exclusively for such purposes.

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**IN WITNESS WHEREOF**, each of the undersigned incorporators acknowledges that these Articles of Incorporation are his or her act and have been executed by him or her as of the \_\_\_ day of July, 2014.

\_\_\_\_\_  
Michael L. Quinn

One South St, 27<sup>th</sup> Floor  
Baltimore, MD 21202

\_\_\_\_\_  
[Name]

[Address]  
[City, State Zip]

The undersigned, who is named as resident agent in these Articles of Incorporation, hereby consents to such appointment and agrees to serve as such.

\_\_\_\_\_  
[Name]