

**MARYLAND EQUINE RESOURCE COUNCIL, INC.**

**(a non-stock corporation)**

**ARTICLES OF INCORPORATION**

FIRST: THE UNDERSIGNED, Penny J. Minna, whose address is The Marbury Building, 6225 Smith Avenue, Baltimore, Maryland 21209-3600 being at least eighteen years of age, acting as incorporator, does hereby form a non-stock 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:

**Maryland Equine Resource Council, Inc.**

THIRD: The Corporation is formed to further and promote exclusively, charitable, religious, educational and scientific purposes and the business and objects to be carried on and promoted by it are:

(1) to develop, promote and implement (whether independently or in cooperation with the Baltimore County Department of Recreation and Parks, the Maryland Agricultural Resource Council or otherwise) equine related therapeutic, recreational and educational programs at the Center for Maryland Agriculture and Farm Park and other associated properties, including, without limitation, the creation of events, programs, activities or classes for the purpose of educating, training or developing the understanding of, the general public with respect to the therapeutic, recreational and educational benefits of human equine interaction for the general public, as well as the development, promotion and implementation of events, programs, activities or classes with respect to equine related therapeutic, recreational and educational programs for veterans and first responders;

(2) in cooperation with the Baltimore County Department of Recreation and Parks

and other organizations (whether public, private or otherwise), to improve, maintain, preserve and protect the natural environment of the Center for Maryland Agriculture and Farm Park and associated properties, including, without limitation to maintain and improve the facilities and natural features of the Center for Maryland Agriculture and Farm Park and associated properties, for the use and enjoyment of the general public;

(3) to receive and maintain funds and apply the income and principal thereof to the objects and purposes set forth in this Article THIRD, and to that end, at its discretion, to take and receive by bequest, devise, gift or benefits of trust, any property, real or personal, tangible or intangible;

(4) to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are described in section 501(a) and described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, “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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The present address of the principal office of the Corporation in this State is 1114 Shawan Road Suite 5 Cockeysville, Maryland 21030.

FIFTH: The name and address of the resident agent of the Corporation in this State are Jeffrey Budnitz, 6155 Falls Road, Baltimore, Maryland 21209. Said resident agent is a citizen of the State of Maryland who resides therein.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The membership of the Corporation shall be as set forth in the By-Laws of the Corporation.

EIGHTH: (a) The management and affairs of the Corporation shall be vested in a Board of Directors. The number of directors of the Corporation initially shall be Eight (8), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The directors shall be divided into three classes as follows:

(1) The term of office of Class I shall be until the 2018 annual meeting of members and until their successors shall be elected and have qualified and thereafter shall be for three years and until their successors shall be elected and have qualified;

(2) the term of office of Class II shall be until the 2019 annual meeting of members and until their successors shall be elected and have qualified and thereafter shall be for three years and until their successors shall be elected and have qualified; and

(3) the term of office of Class III shall be until the 2020 annual meeting of members and until their successors shall be elected and have qualified and thereafter shall be for three years and until their successors shall be elected and have qualified. One member of the Class III directors shall always include the then current Executive Director of the Center for Maryland Agriculture and Farm Park.

(b) If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain or attain, if possible, the equality of the number of directors in each class. If such equality is not possible, the increase or decrease shall be

apportioned among the classes in such a way that the difference in the number of directors in any two classes shall not exceed one.

(c) The names of the individuals who will serve as initial directors of the Corporation until their successors are elected and qualify are as follows:

(1) The following persons shall serve as Class I directors:

Jeffrey Budnitz  
Laurie Calhoun  
Thomas Burden  
Jon Hinkle

(2) The following persons shall serve as Class II directors:

Steve Wolf  
David Levitt  
Amy Hopkins Daney

(3) The following persons shall serve as Class III directors:

Patti Schindler  
Kurt Davis  
Street Moore  
Chris McCollum, as the Current Executive Director  
of the Center for Maryland Agriculture and Farm Park.

The directors shall be elected in the manner provided in the By-Laws. On any matter involving the business or activities of the Corporation and the Center for Maryland Agriculture and Farm Park, the vote of the director who is the Current Executive Director of the Center for Maryland Agriculture and Farm Park shall not be entitled to vote thereon and shall not be included in the numerator or denominator of the votes cast or entitled to be cast on any such matter in determining whether such matter is the action of the directors or the Members of the Corporation.

NINTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors and the members.

(1) 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 and 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 have any purposes nor carry on any activities (otherwise than as an insubstantial part of its activities) not permitted to be carried on (a) by a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Baltimore County or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law; provided, however, that indemnification shall only be to the extent permitted of organizations which are described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(4) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal

Revenue Law). No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(5) The Corporation shall maintain insurance coverage that satisfies all requirements of Maryland statutory or decisional law for directors of a corporation that is described in Section 501(c)(3) of the Internal Revenue Code of 1986 so that the Corporation's directors are not personally liable for damages that are the result of the acts or omissions of the Corporation's directors in providing services or performing duties on behalf of the Corporation. Nevertheless, a director shall be liable for damages in any suit in which it is found that the director acted with malice or gross negligence, to the extent that the judgment for damages exceeds the Corporation's insurance coverage.

(6) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such 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 Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) The Corporation shall not make any investments in such manner

as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(7) Except as limited by the next sentence, the Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law. The Corporation reserves the right from time to time to make any amendments to its corporate purposes and objects as contained in Article THIRD hereof so that they may embrace any activity which may properly be engaged in by any organization which is described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under Federal Law for any organization which is described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions under any future United States Internal Revenue Law).

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on July 6, 2018.

WITNESS:

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Penny J. Minna

**Consent of Resident Agent**

THE UNDERSIGNED HEREBY CONSENTS TO ACT AS RESIDENT AGENT IN MARYLAND FOR THE ENTITY IN THE ATTACHED INSTRUMENT.

\_\_\_\_\_  
Jeffrey Budnitz

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Date