

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2-21-96 at 8:56 a.m.

ARTICLES OF INCORPORATION

OF

ALLEN HISTORICAL SOCIETY, INC.

FIRST: I, the undersigned, Andrew C. Mitchell, Jr., whose post office address is 107 North Baptist Street, Salisbury, Maryland 21801 being over eighteen years of age, do hereby intend to form a corporation under and by the laws of the State of Maryland.

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

Allen Historical Society, Inc.

6052819

THIRD: The Corporation shall be a non-profit corporation, and is organized exclusively for charitable, educational, and scientific purposes, including, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). More specifically, but not exclusively, its purposes shall include: The preservation and promotion of the historical identity and material culture of Allen, Maryland, in both Somerset and Wicomico Counties, including the communities and surrounding areas of Allen.

For the general purposes aforesaid, and limited to those purposes, this Corporation shall have the following powers: to accept donations of any nature; to purchase, encumber or dispose of real or personal property of every kind; to purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber and dispose of, real and personal property wherever situate; to borrow or raise money for any of the purposes of the Corporation and to issue notes or other

obligations of any nature, in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, to secure the payment thereof by mortgage upon, or pledge or conveyance or assignment in trust of, any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes; generally to carry on any other lawful trade or business and to do every other act and thing not inconsistent with law, which may seem to the Corporation's Board of Directors calculated at any time and from time to time, directly or indirectly, to effectuate the aforesaid purposes and objects, or any of them, or to enhance the value of the Corporation's property or rights, provided, however, that these powers shall be exercised only in conformity with Fourth below.

FOURTH: 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

✓ FIFTH: The post office address of the principal office of the Corporation in the State of Maryland is: 3550 Allen Road, Allen, Maryland 21810.

The name and post office address, respectively, of the resident agent of the Corporation in the State of Maryland are Andrew C. Mitchell, Jr., 107 North Baptist Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland, over twenty-one years of age, and actually resides therein.

SIXTH: The Corporation is not authorized to issue any capital stock. The membership of the Corporation shall consist of the initial eight (8) directors and other persons admitted to membership in accordance with the By-Laws. The qualifications for membership, procedures for admittance, removal and suspension of members shall be set forth in the By-Laws, which may prescribe different classes of members and set out the powers and attributes of each such class.

SEVENTH: The management and direction of the Corporation shall be vested in a Board of Directors composed, unless or until otherwise directed by the By-Laws or amendment thereof, of thirteen (13) directors.

The officers and directors of the Corporation shall be elected in the manner prescribed by the By-Laws and shall hold office for a period of one year or more as the By-Laws may provide, or until their respective successors are elected and qualify.

The names and addresses of the persons who are to initially serve as directors, all of whom are at least 21 years of age are as

<u>Name</u>	<u>Address</u>
George Shivers	116 School Road, Chestertown, MD 21620
C. L. "Casey" Parsons	3574 Allen Road, Allen, MD 21810
Andrew C. Mitchell, Jr.	P. O. Box 67, Allen, MD 21810
Florence Byrd Cooper	4768 Cooper Road, Eden, MD 21822
Lindley Lentz	3453 Allen Road, Allen, MD 21810
Melissa P. Bright	26698 Collins Wharf Rd., Allen, MD 21810
John A. "Jack" Malone	1014 Schumaker Rd., Salisbury, MD 21801
Mary Payne	3605 Allen Road, Allen, MD 21810

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Board of Directors and members:

1. The number of members whose presence shall be necessary to constitute a quorum at any meeting of members, and the vote required to authorize any action of the Corporation, shall be as set forth in the By-Laws.

2. The power to make, alter and repeal the By-Laws shall be vested in the membership to be exercised by such number and on such notice as the By-Laws shall provide.

3. Further regulations for the management and operation of the Corporation and the conduct of its affairs shall be set forth in its By-Laws. Such By-Laws shall have full force and effect insofar as they may be consistent with these Articles.

4. This Charter may be amended by a two-thirds vote of the voting members present at any regular or special meeting, provided that written notice of the proposed amendment or amendments and setting out the time and place of the meeting, has been mailed to the last known address of each member at least ten (10) days prior to the date of such meeting.

NINTH: The duration of the Corporation shall be perpetual.

TEN: 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of February, 1996.

WITNESS:

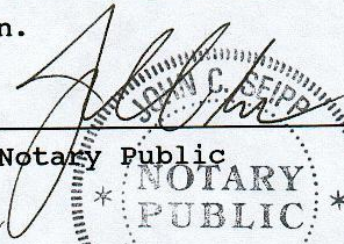
Charlotte E. Seipp

Andrew C. Mitchell, Jr.

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 17th, day of February, 1996, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Andrew C. Mitchell, Jr., who acknowledged the foregoing Articles of Incorporation to be his act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year first above written.



Notary Public

My Commission Expires: February 5, 1998



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