

PRINCE GEORGE'S COUNTY PARKS AND RECREATION FOUNDATION, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Cheryl O'Donnell Guth, whose address is c/o McGuireWoods LLP, 7 Saint Paul Street, Suite 1000, Baltimore, Maryland 21202-1671, being at least eighteen years of age, does hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is Prince George's County Parks and Recreation Foundation, Inc. (hereinafter referred to as the "Foundation").

THIRD: The Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the Foundation's purposes are to preserve, promote, and advance the acquisition, protection, development, and use of parkland and parks and recreation programs for the residents of Prince George's County, Maryland, by providing financial support to the Maryland-National Capital Park and Planning Commission (sometimes referred to as the "M-NCPPC" or the "Commission") through the acquisition of grants, sponsorships, public and private donations, and other gifts to support the Commission's mission of providing comprehensive park and recreation programs, including physical, social, mental, and creative opportunities for recreation on publicly or privately-owned lands or in buildings made available for these purposes, quality facilities and services, and preserving, enhancing, and protecting open spaces. Such purposes shall not limit the ability of the Foundation to carry out any other charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

FOURTH: The Foundation shall have no members other than the directors.

FIFTH: No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation 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. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

SIXTH: Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of remaining assets of the Foundation shall be distributed to M-NCPPC. In the event M-NCPPC no longer exists, the remaining assets of the Foundation shall be distributed to one or more organizations that are organized and operated exclusively for one or more charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to the federal government or to one or more state or local governments for a public purpose, as the directors of the Foundation shall determine is best suited to carry out the purposes for which the Foundation was organized and operated.

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 8/22/14
BY: [Signature] , Custodian
This stamp replaces our previous certification system. Effective: 6/95

SEVENTH: The street address of the principal office of the Foundation in Maryland is 6600 Kenilworth Avenue, Riverdale, Maryland 20737. ✓

EIGHTH: The name of the resident agent of the Foundation in Maryland is The Corporation Trust Incorporated, whose address is 351 West Camden Street, Baltimore, Maryland 21201. ✓

NINTH: The Foundation has no authority to issue capital stock.

TENTH: The number of directors of the Foundation shall be fourteen (14), which number may be increased or decreased pursuant to the bylaws of the Foundation. The names of the initial directors are Earl Adams, Jr., Robert Ballard, Ray Benton, Lori Brookins, Crystal Faison, Reginald Forbes, Marion Griffith, Monroe Harrison, Steven Johnson, Jay Knisley, Steven Lamb, Steve Proctor, Peter Shin, and Raul Sosa. The directors shall constitute the governing body of the Foundation. The directors shall hold a meeting, adopt the corporate bylaws, and do such further acts as may be necessary or proper for the organization of the Foundation. No individual shall be named or elected as a director without his or her prior consent. In every instance in which the applicable law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Foundation shall not be liable to the Foundation.

ELEVENTH: The duration of the Foundation shall be perpetual.

TWELFTH: Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on August 22, 2014 and acknowledge the same to be my act.




CHERYL O'DONNELL GUTH

The Corporation Trust Incorporated hereby consents to its designation in this document as resident agent for the Foundation.

SIGNATURE OF REGISTERED AGENT LISTED IN ARTICLE EIGHTH:

The Corporation Trust Incorporated

By: 
Title: ASSISTANT SECRETARY

Filing Party's Return Address:

Cheryl O'Donnell Guth
c/o McGuireWoods LLP
7 Saint Paul Street
Suite 1000
Baltimore, Maryland 21202-1671