

# Articles of Incorporation of

## The Village In Howard, Inc.

**FIRST:** I, the undersigned, Mary McGraw, whose address is 4589 Kingscup Court, Ellicott City, MD 21042, being at least eighteen years of age, do hereby declare myself as incorporator with the intention of forming a nonprofit, non-stock corporation under and by the virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

**SECOND:** The name of the corporation (hereinafter referred to as the “Corporation”) is:

*The Village In Howard, Inc.*

**THIRD:** The purposes of the Corporation are exclusively charitable, educational and nonprofit as defined under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue Law or regulations thereunder, hereinafter collectively referred to as the “Internal Revenue Code”) as follows:

- A. To enhance the lives of older residents in Howard County, Maryland by providing services and programs that enable individuals to live healthy, meaningful lives in their home communities; and
- B. To undertake other projects, programs and activities not inconsistent with Section 501 (c)(3) of the Internal Revenue Code and applicable state law, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) the Internal Revenue Code, as the need to do so presents itself in the opinion of the Board of Directors.

**FOURTH:** In order to carry out the purposes, the Corporation shall have the following powers within the stated limitations:

- A. To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, any property suitable or convenient for the purposes of the Corporation;
- B. To make contributions, loans or grants which are consistent with the purposes of the Corporation;
- C. To make agreements and contracts and incur liabilities;
- D. To do all things necessary and desirable to carry on and accomplish the purposes for which the Corporation is organized as the Board of 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 the requirements of the Internal Revenue Code;

- E. The Corporation is not organized for pecuniary profit. The Corporation shall have no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of nor be distributed to any member, director, officer, or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes herein set forth;
- F. Except as provided in Section 501 (h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in nor intervene in (including the publishing distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions, the Corporation shall not carry on any activities not permitted to be carried on:
  - 1. By a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or
  - 2. By a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, 2055 (a)(2) and 2522 (a)(2) of the Internal Revenue Code.

**FIFTH:** The Resident Agent is Mary McGraw, whose address is 4589 Kingscup Court, Ellicott City, MD 21042. Said Resident Agent is a citizen of the State of Maryland and actually resides therein. This is also the principal office address.

**SIXTH:** The initial number of Directors of the Corporation shall be seven (7), 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 initial Directors, who shall act until the first annual meeting or until their successors are chosen are:

Jih-Jen Joy Cheung	Philip Dopkowski
Pamela Johnson	Phyllis Madachy
Mary McGraw	Judith Pittman
Ginny Thomas	

Each Director shall have one vote. The Board of Directors elected and serving from time to time shall perpetuate itself in accordance with the Bylaws of the Corporation.

**SEVENTH:** The Corporation shall have no capital stock and is not authorized to issue capital stock.

**EIGHTH:** The Corporation shall be composed of members. Qualifications for membership in the Corporation shall be defined in the Bylaws, but in no case shall membership be restricted on the basis of race, sex, sexual orientation, religion, or national origin.

The Corporation shall conduct and direct its services and the use of its properties and facilities on the basis that such services and uses are available regardless of race, sex, ethnic origin or religious or political persuasion.

**NINTH:** The duration and existence of the Corporation shall be perpetual.

**TENTH:** If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, provided the Corporation, before any such distributions 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 by the Board of Directors shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

**ELEVENTH:** The Corporation may indemnify any and all of its current or future directors, officers, employees, and agents as provided in the Bylaws of the Corporation.

**IN WITNESS WHEREOF,** I have signed these Articles of Incorporation and acknowledged the same to be my own act on this \_\_\_ day of August, 2013.

**WITNESS:**

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
Mary McGraw

**Consent of Resident Agent:**

I, \_\_\_\_\_ residing at 4589 Kingscup Court, Ellicott City, MD 21042, do hereby consent to serve as Resident Agent for The Village In Howard, Inc.. I am over 18 years of age and a resident of the State of Maryland.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date