

ARTICLES OF INCORPORATION
of
Downtown Silver Spring Senior Village, Inc.

TO: State Department of Assessments and Taxation, Charter Division
301 W. Preston Street, 8th Floor
Baltimore, MD 21201-2395

FIRST: The undersigned, Martine G. Brizius, whose address is 117 Sheffield Street, Silver Spring MD 20910, 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 Downtown Silver Spring Senior Village, Inc. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code or regulation thereunder, collectively the "Internal Revenue Code"), as follows:

- (a) To foster the wellbeing and independence of people aging in the downtown Silver Spring community by providing assistance to help them remain safely in their own homes;
- (b) To strengthen the sense of community in downtown Silver Spring by encouraging neighbor-to-neighbor support and by providing opportunities for social engagement and volunteering; and
- (c) To engage in other activities not inconsistent with section 501(c)(3) of the Internal Revenue Code and applicable Maryland law, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

FOURTH: The street address of the principal office of the Corporation in Maryland is 117 Sheffield Street, Silver Spring MD 20910.

FIFTH: In order to carry out the purposes set forth in Article Third, the Corporation shall have the following powers, consistent with the purposes of the Corporation set forth in Article Third:

- (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; and
- (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 laws of the State of Maryland and the requirements of the Internal Revenue Code.

SIXTH: The name of the resident agent of the Corporation in Maryland is Martine G. Brizius. The address of the Corporation's resident agent is 117 Sheffield Street, Silver Spring, MD 20910.

SEVENTH: The initial number of directors of the Corporation shall be nine (9), 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 duly chosen and qualified are:

Martine Brizius; Mildred Dickerson; Roberta Gosier; Gary Klauber; Claire Maklan; Anne McHenry; Mae Novak; Bruce Rosenthal; and Jacqueline Wallen.

The board of directors elected and serving from time to time shall perpetuate itself in accordance with the bylaws of the Corporation.

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

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

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.

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

ELEVENTH: If the Corporation is dissolved or liquidated for any reason, the assets of the Corporation shall be distributed exclusively to such organization or organizations which is or are organized and operated exclusively for charitable or educational purposes and which is established 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 laws of the State of Maryland.

TWELFTH: The Corporation may indemnify any and all of its current or future directors, officers, employees, and agents acting on behalf of the Corporation 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 _____, 2012.

SIGNATURE OF INCORPORATOR:

Martine G. Brizius

**Downtown Silver Spring Senior Village, Inc.
117 Sheffield Street
Silver Spring, MD 20910**

Consent of Resident Agent:

I, Martine G. Brizius, hereby consent to serve as resident agent for Downtown Silver Spring Senior Village, Inc. I am over 18 years of age and a resident of the State of Maryland.

Martine G. Brizius
Resident Agent

Date