

ARTICLES OF INCORPORATION

GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.

FIRST: The undersigned, Peter V. Berns, Esq. whose post office address is 8720 Georgia Avenue, Ste 303, Silver Spring, MD 20910 and who is at least eighteen (18) years of age, does hereby form a nonprofit, nonstock corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (hereinafter called the "Corporation") is
Glen Echo Park Partnership for Arts and Culture, Inc.

THIRD: The Corporation is organized exclusively as charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue law or regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code), for the following purposes:

(a) manage and provide stewardship for Glen Echo Park as a center for educational, artistic, historical, cultural, environmental and recreational programs, services and facilities;

(b) market and promote Glen Echo Park to assure that the entire community, including persons of diverse racial, ethnic and socio-economic backgrounds, has access to the opportunities it provides;

(c) promote and support both study of and participation in the arts and humanities, history and environmental concerns;

(d) encourage effective working relationships, and active cooperation and collaboration, among the individuals and organizations who provide programming within the Park and between users of the Park and surrounding communities;

(e) ensure the long term success, financial and environmental sustainability of Glen Echo Park as an important community institution.

(f) to engage in any other activities which are not inconsistent with Section 501(c)(3) of the Internal Revenue Code and applicable state law.

FOURTH: In order to carry out the purposes of the Corporation, the Corporation shall have the following powers:

(a) to purchase, lease, receive by donation, acquire and operate real and personal property suitable or convenient for the purposes of the corporation;

(b) to solicit, receive and accept donations of money or property or any interest in property from any other entity or persons;

(c) to fix, charge and collect dues, fees, and other charges for membership in the Corporation, for participation in the activities of the Corporation, or for goods or services provided by the Corporation;

(d) to exercise any power, or engage in any function, incidental to accomplishing the nonprofit purposes of the Corporation provided or allowed by the General Laws of the State of Maryland, now or hereafter in force, to non-stock corporations, without limitation by the above description of specific powers

FIFTH: The address of the principal office of the Corporation in this state is:

7300 MacArthur Blvd.

Glen Echo, MD 20812

SIXTH: The Resident Agent of the Corporation is Peter V. Berns, Esq., whose address is 8720 Georgia Avenue, Suite 303, Silver Spring, MD 20910. The Resident Agent is a citizen of and resides in the State of Maryland

SEVENTH: The Corporation shall be governed by a Board of Directors. The initial number of Directors of the Corporation shall be fifteen. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than nine (9). The initial members of the Board of Directors, who shall serve until their successors are elected and qualify, are as follows:

Deborah Beers
29 Wellesley Circle
Glen Echo, MD 20812

Peter Dean
111 Lee Ave., #110,
Takoma Park, MD 20912

Adrienne Gude
5404 Mohican Road
Bethesda 20816

Burton Gray
6 Tomlinson Court
Cabin John MD 20818

Gerrit C. Hale
6202 Vorlich Lane
Bethesda, Md 20816

Carol Hurwich
2604 Cool Spring Road
Adelphi MD 20783-1720

Carol W. Leahy
11013 Seven Hill Lane
Potomac, MD 20854

Marilyn Marcossou
4604 Davidson Drive
Chevy Chase, MD 20815

Susan Pavsner
22 Holly Leaf Ct.
Bethesda, MD 20817

John Q. Porter
850 Hungerford Drive
Rockville, Maryland 20850

William E. Roberts
6529 79th Place
Cabin John, MD 20818

Allan Stevens
1821 8th Street, NW
Washington, DC 20001

Linda Sturgis Potter
4810 Drummond Ave.
Chevy Chase, MD 20815

Carol Trawick
6600 Elgin Lane
Bethesda, MD 20817

Dwain Winters
4525 Middleton Lane
Bethesda, MD 20814

EIGHTH: The Corporation shall adopt bylaws which shall provide for:

(a) the number, qualification, election, classification, terms of office, powers and duties of the Board of Directors and for such committees as may be determined to be necessary or desirable,

(b) the qualification, rights, duties, and meetings of the members of the Corporation and for the quorum at such meetings;

(c) the selection of officers and their number, terms of office, rights, powers and duties; and

(d) for other matters relating to governance of the Corporation.

NINTH: The following provisions are hereby adopted to limit and regulate the powers of the corporation and the Board of Directors.

(a) The corporation is not organized for pecuniary profit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments in furtherance of the purposes herein set forth;

(b) The corporation shall be non-profit and non-stock, and shall have no power to declare dividends. 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, ethnic origin or religious or political persuasion.

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

(d) Except as provided in Sections 501(h) and 4911 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereafter the "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 or 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 activity not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a Corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(23) of the Code.

(e) If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all of 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. Any remaining assets not disposed of by the Board 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.

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

ELEVENTH: The Corporation may indemnify any and all of its current and 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 22nd day of April, 2002.

Peter V. Berns, Esq.
8720 Georgia Avenue, Ste 303
Silver Spring, MD 20910

Consent of Resident Agent

I, Peter V. Berns, Esq. hereby certify that I am over 18 years of age and am a resident of Maryland, and consent to serving as resident agent for the Glen Echo Park Partnership for Arts and Culture, Inc.

Peter V. Berns, Esq.
8720 Georgia Avenue, Ste 303
Silver Spring, MD 20910