

**ARTICLES OF INCORPORATION  
OF  
MID-ATLANTIC PLEIN AIR PAINTERS ASSOCIATION, INC.**

**THE UNDERSIGNED** who is eighteen (18) years or older, for the purposes of forming a non-stock corporation under the general laws of the State of Maryland hereby certifies:

**FIRST:** The name of the corporation is Mid-Atlantic Plein Air Painters Association, Inc.

**SECOND:** The corporation 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 of 1986, as now in effect or as may hereafter be amended (the "Code"). The purposes for which the corporation is formed are to:

- A. Educate artists and the general public about the artistry and traditions of Plein Air Painting.
- B. Promote knowledge and an appreciation among artists and the general public about the techniques, traditions and artistry of the fine art of plein air painting that finds beauty in nature by encouraging participation in the art of outdoor painting.
- C. Engage in other charitable educational activity for the benefit of persons in the State of Maryland in furtherance of the aforementioned purposes.

In furtherance thereof, the corporation may receive property by gift, devise or bequest, invest and reinvest the same and apply the income and principle thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, or educational purposes and engage in any lawful act or activity for which corporation may be organized under the general laws of the State of Maryland.

In furtherance of its corporation purposes, the Corporation shall have all the general powers enumerated in 2-103 of the Maryland General Corporation law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

**THIRD:** The address of the principal office of the corporation within the State of Maryland is:  
804 Severn Avenue  
Annapolis, Maryland 20143

**FOURTH:** The name and address of the registered agent of the Corporation are as follows:

John Ebersberger  
1203 McKinley Street  
Annapolis, Maryland 21403

**FIFTH:** The corporation has no authority to issue capital stock.

**SIXTH:** The members of the Corporation shall consist of the initial directors of the Corporation (named in Article Seventh hereof) and of such other persons as shall be

Officer will remain in active duty until such time as the Board election is completed.

Section 11: The board will identify a parliamentary authority.

#### **Article V – Committees**

Section 1: The Board may create committees as needed. There shall be three Standing Committees – **Finance, Events and Bylaw**. The board appoints all committee chairs. Standing Committee chairs must be members of the Board. The Board of Directors must ratify actions of committees.

Section 2: The Finance Committee is responsible for the budget and fundraising. The Treasurer should chair that committee.

Section 3: The Events Committee is responsible for organizing all events and maintaining a calendar of events.

Section 4: The Bylaw Committee is responsible for reviewing bylaws annually

#### **Article VI – Amendments**

Section 1: These Bylaws may be amended when necessary by a majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board Announcements.

elected to membership as prescribed by the Corporation's By-laws. The rights, privileges and qualifications of the Corporation's members are set forth in the Corporation's By-laws.

**SEVENTH:** The initial number of directors shall be seven (7). The number of directors may be increased or decreased from time to time as provided in the By-laws, but there shall be at least one director and no more than twenty directors.

The names of the directors who are to serve until the first annual meeting and until their successors are elected and qualify are as follows:

Bonnie Roth Anderson  
Lee Boynton  
John Ebersberger  
Sharon Littig  
Abigail McBride  
Ross Merrill  
William Wright

**EIGHTH:** (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to any director or officer of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article SECOND hereof.

(b) No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code)

(c) The Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code,

(i) the directors shall distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code;

(ii) the Corporation shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code);

(iii) the corporation shall not retain any excess business holdings (as defined in section 4943(c) of the Code) that would subject the Corporation to tax under section 4943 of the Code;

(iv) the corporation shall not make any investments of otherwise acquiring assets in such a manner so as to subject the corporation to tax under section 4944 of the Code if the directors have acquired such assets; and

(v) the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

(e) During such times as the Corporation is not a private foundation (as defined in section 509 of the Code), the corporation shall not enter into any excess benefit transactions as defined in section 4958 of the Code.

(f) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not directly or indirectly (i) carry on any activity that would prevent it from obtaining exemption from the federal income taxation under section 501(c)(3) of the Code or cause it to lose such exempt status, or (ii) carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

**NINTH:** In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation after paying or making provisions for the payment of all the liabilities and obligations of the Corporation, and for necessary expenses thereof, shall be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code as the Board of Directors shall determine.

**TENTH:** To the fullest extent permitted by Maryland General Corporation Law, as now in effect or as hereinafter may be amended, no director or officer of the corporation shall be personally liable to the corporation for money damages. Such relief shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code, including without limitation, any provision of the Code requiring or permitting a section 501(c)(3) organization to reduce or mitigate a penalty excise tax by correcting the action causing the imposition of the excise tax.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge that these Articles of Incorporation are my act.

Name:

*Ross Merrick*

Address:

3206 Norwich Ter.  
Alexandria, VA 22309

Date:

4/1/03

RETURN TO:

Sharon White Senghor, Esq.  
1429 Madison St., N.W.  
Washington, D.C. 20011