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STATE DEPARTMENT OF ASSESSMENT
AND TAXATION
APPROVED FOR RECORD

Dec. 7/1994 at 3:27 p.m.

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ARTICLES OF INCORPORATION
OF
MONTGOMERY ANCIENT MARINERS, INC.
(A Non-Profit Corporation)

We, the undersigned individuals of the age of twenty-one years or more, acting as incorporators of a corporation under the Maryland General Corporation Law adopt the following Articles of Incorporation:

FIRST: The name of the Corporation (which is hereafter called the "Corporation") is MONTGOMERY ANCIENT MARINERS, INC.

SECOND: The Period of duration shall be perpetual.

THIRD: The Corporation is authorized to exercise all powers necessary or related to the purposes set forth herein except as limited by the restrictions set forth herein:

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(A) The Corporation is organized exclusively for social, and recreational purposes and, more specifically, to engage in social and recreational activities associated with swimming and competitive swimming, including: (i) organizing, sponsoring and providing swimming instruction, coaching, and training to the Corporation's members and guests; (ii) organizing, sponsoring, assisting and participating in competitive swimming meets, clinics, demonstration, exhibitions, swim-a-thons, organized swim practices and social events related to swimming, for or for the benefit of the Corporation's members, and; (iii) to generally acquire, purchase, sell or convey property, incur expenditures and otherwise exercise such powers and engage in such activities that further or

promote the interests of the Corporation's members in swimming and swimming competition, and other social and recreational activities.

(B) The Corporation is authorized to receive, administer, invest and reinvest funds, for the purposes set forth in this Article THIRD, including funds received from the assessment and collection of dues from the Corporation's members, contributions from the acceptance of gifts, devises and bequests, and receipts and/or income arising from or in connection with sponsorship of competitive swimming meets and other activities engaged in by the Corporation related to the purposes for which the Corporation is organized. Notwithstanding the foregoing, the Corporation shall not receive any funds or engage in any activity resulting in the receipt of any funds or income, if such receipts will jeopardize the Corporation's status as an organization exempt from federal income tax under §501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(C) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except the Corporation 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 this Article THIRD.

(D) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities

not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The Corporation is not organized for profit. It shall have no capital stock and shall not be authorized to issue capital stock.

FIFTH: The Corporation shall consist of one (1) class of members. Any person interested in participating in the social or recreational activities of the Corporation is qualified to become a member as further provided in the By-Laws.

SIXTH: The Directors shall be elected by the members of the Corporation in the manner provided in the By-Laws.

SEVENTH: (A) Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any non-profit organization that qualifies as a non-profit organization under §501(c)(7) of the Internal Revenue Code (as amended) located in the State of Maryland, or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

(B) The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct

of the business of the Corporation, provided the same are not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: The name and post office address of the initial Registered Agent of the Corporation is:

Thomas Denes,
4522 Everett Street
Kensington, Maryland 20895

The address where the Corporation conducts its principal business is:

Montgomery Aquatics Center
5900 Executive Blvd
Rockville, Maryland 20852

NINTH: The number of Directors of the Corporation shall be five (5) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are:

Thomas Denes
Jeff Roddin
Jill Roddin
Heidi Yacker
Pat Bowditch

TENTH: The name and address of each incorporator is:

Thomas Denes
4522 Everett Street
Kensington, Maryland 20895

Jill Roddin
2406 Hayden Avenue
Silver Spring, MD 20902

Jeff Roddin
10877 Bucknell Drive
Silver Spring, MD 20902

ELEVENTH: (A) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the corporation to procure a judgment in favor) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorneys' fees) actually and reasonably incurred by him in connection with such action, suit or proceeding, except only in relation to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for his gross negligence or willful misconduct. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

(B) Any indemnity under subsection (a) above shall (unless authorized by a court) be made by the Corporation only as authorized in the specific case upon a determination that the director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty and, in case of a settlement, that such settlement was, or if still to be made is, consistent with such indemnity and the best interests of the Board

of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

(C) Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by vote of the persons provided in subsection (b) of this section, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(D) The right of indemnification provided by this section shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, even as to claims, issues or matter in relation to which the Corporation would not have the power to indemnify such director or officer under the provisions of this section.

(E) The Corporation may purchase and maintain, at its sole expense, insurance against all liabilities or losses it

may sustain in consequence of the indemnification provided for in this section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

Date: November 27, 1994

Thomas Denes (SEAL)
THOMAS DENES

Jill H. Roddin (SEAL)
JILL RODDIN

Jeff Roddin (SEAL)
JEFF RODDIN

THE DISTRICT OF COLUMBIA, to wit:

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that THOMAS DENES, JILL RODDIN and JEFF RODDIN personally known to me as the persons who executed the foregoing instrument bearing date of 27th day of November, 1994, personally appeared before me in the District of Columbia, and acknowledged said instrument to be their act and deed, and that they executed said instrument for the purposes therein contained.

WITNESS my hand and Notarial Seal, this 27th day of November, 1994.

Kathleen A. Costello
Notary Public

My Commission Expires:

KATHLEEN A. COSTELLO
Notary Public, District of Columbia
My Commission Expires Nov. 14, 1999