

**ARTICLES OF INCORPORATION**  
**OF**  
**MARYLAND ASSOCIATION OF STUDENT COUNCILS INC.**

The undersigned, being at least eighteen years of age, for the purpose of creating and organizing a nonstock corporation under the provisions of and subject to the requirements of the general laws of the State of Maryland, hereby certifies:

**Article I**  
**NAME**

The name of the corporation is Maryland Association of Student Councils Inc. (the “Corporation”).

**Article II**  
**ADDRESS AND RESIDENT AGENT**

A. The street address of the Corporation’s principal office in the State of Maryland is 200 W. Baltimore Street, 4th Floor, Baltimore, Maryland 21201.

B. The name and street address of the Corporation’s resident agent in the State of Maryland is Wayne Perry, 333 Spenceola Parkway, Forest Hill, Maryland 21050.

**Article III**  
**PURPOSES**

A. The Corporation shall be a nonprofit corporation and shall not have authority to issue capital stock.

B. 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 amended, or the corresponding provisions of any future United States internal revenue law (the “Code”). The specific and primary purpose of the Corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Code, including, but not limited to, fostering a statewide environment for all secondary school students to express and exchange opinions and ideas, develop leadership skills, and promote student representation and involvement in all groups and organizations impacting the lives of students.

C. Subject to the limitations set forth in these articles of incorporation, the Corporation shall have and may exercise all of the powers conferred upon corporations under the laws of the State of Maryland as they presently exist or may hereafter be amended. In furtherance of its corporate purposes, the Corporation may solicit grants and contributions, receive property by gift, devise or bequest, invest or reinvest the same, apply the income and principal thereof, either directly or through contributions to organizations for exempt purposes, and engage in any lawful act or activity for which corporations may be organized under the laws of the State of Maryland.

## **Article IV MANAGEMENT**

A. The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the bylaws of the Corporation. The names of the directors who shall act until the first meeting of the board of directors or until their successors are duly chosen and qualified are Olivia Keithley, Michael Hagan, Nicete Moodie and Madiba Dennie.

B. Except as otherwise provided by law or in the bylaws of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the board of directors of the Corporation. Except for the initial directors named in these articles of incorporation, the board of directors shall be elected or appointed in the manner provided in the bylaws of the Corporation. The board of directors shall have the power to adopt, amend or repeal the bylaws of the Corporation and to adopt new bylaws. Except as otherwise provided by law or in these articles of incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the bylaws of the Corporation.

## **Article V PERMITTED ACTIVITIES**

A. Notwithstanding any other provision of these articles of incorporation, the Corporation shall not have or exercise any power or authority, or carry on directly or indirectly any activity, (i) not permitted to be exercised or carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or to an extent that would disqualify it from tax exemption under Section 501(c)(3) of the Code, or (ii) not permitted to be exercised or carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Except as permitted by law, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall be operated on a nonprofit basis in furtherance of its corporate purposes and shall never be operated for the primary purpose of carrying on a trade or business for profit.

B. Notwithstanding any other provision of these articles of incorporation or other governing instrument of the Corporation, during such period or periods of time, if any, as the Corporation is treated as a private foundation pursuant to Section 509 of the Code: (i) the Corporation's income must be distributed at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and (ii) the Corporation is prohibited from (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject the Corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code).

**Article VI**  
**DEDICATION AND DISSOLUTION**

A. The property of the Corporation is irrevocably dedicated to charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. No part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member of the Corporation, or any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. Upon the dissolution or winding up of the Corporation, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. In no event shall any of such assets be distributed to any director, officer or member of the Corporation, or any private person.

**Article VII**  
**LIMITATION OF LIABILITY**


To the fullest extent permitted by law as it presently exists or may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or to its members for money damages; provided, however, that such relief from liability 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. No amendment to, modification of or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

**Article VIII**  
**INCORPORATOR**

The name and mailing address of the incorporator is Nicete Moodie, 200 W. Baltimore Street, 4th Floor, Baltimore, Maryland 21201. The powers of the incorporator shall terminate upon the filing of these articles of incorporation.

IN WITNESS WHEREOF, I have signed these articles of incorporation and acknowledge the same to be my act.

Date: March 3, 2021

  
Nicete Moodie (Mar 3, 2021 14:11 EST)

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Nicete Moodie, Incorporator

### **Consent of Resident Agent**

I hereby consent to my designation in these articles of incorporation as resident agent for this Corporation.

A handwritten signature in black ink, appearing to read "Wayne H Perry", is written over a horizontal blue line.

Wayne H Perry (Mar 3, 2021 15:08 EST)

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Wayne Perry, Resident Agent