

STATE TAX COMMISSION OF MARYLAND

THIS IS TO CERTIFY That the within instrument is a true
copy of the ARTICLES OF INCORPORATION

OF

MONTGOMERY COUNTY EDUCATION ASSOCIATION, INC.

as approved and received for record by the State Tax Commission of
Maryland, December 20, 1954 at 9:00 o'clock A. M.

AS WITNESS my hand and official seal of the said Commission
at Baltimore this 23rd day of December, 1954.

(SEAL)

Albert W. Ward
Secretary

ARTICLES OF INCORPORATION

OF

MONTGOMERY COUNTY EDUCATION ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JOSEPH J. TARALIO, whose post office address is Richard Montgomery High School, Rockville, Maryland; ELSIE N. JOHNSON, whose post office address is Takoma Park Elementary School, Takoma Park, Maryland; HELEN A. CUMMINGS, whose post office address is Bethesda-Chevy Chase High School, Bethesda 14, Maryland; MARIAN L. CURLING, whose post office address is Gaithersburg High School, Gaithersburg, Maryland; ABEL A. NORRIS, JR., whose post address is Bethesda-Chevy Chase High School, Bethesda 14, Maryland; and FREDERICK DUNN, whose post office address is Board of Education, Rockville, Maryland, all being of full legal age, do, under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporation, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "the corporation") is:

MONTGOMERY COUNTY EDUCATION ASSOCIATION, INC.

THIRD: The purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

To promote the general welfare and professional interest of the educators of Montgomery County, Maryland;

To improve the teaching facilities of the County and to raise educational standards;

To cooperate, whenever expedient, with the State and National education organizations and with other organizations interested in advancing the cause of education;

To aid in obtaining legislation favorable to youth, to educators, and to the school system; and

To serve as the official representative voice of the educators of Montgomery County, Maryland;

To purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this State and all other states, territories and dependencies of the United States, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes

for which the corporation is created.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located in Richard Montgomery High School, Rockville, Maryland. The resident agent of the corporation is Joseph J. Tarallo, whose post office address is Richard Montgomery High School, Rockville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: No dividends shall be paid by this corporation, and there shall be no division of property to any member.

SIXTH: The corporation shall have no capital stock.

SEVENTH: The corporation shall have a Board of Directors, otherwise known as the Executive Committee, of not less than three (3) members, and such number in excess of three (3) as from time to time may be prescribed by the by-laws of the corporation. Joseph J. Tarallo, Marian L. Curling and Abel A. Morris, Jr. shall act as such until the first meeting of the Representative Assembly of the Corporation or until their successors are duly elected and qualified. They shall also be members of the Corporation.

EIGHTH: Membership in the Corporation shall be classified as Active and Associate, but this Corporation may by its by-laws authorize methods and conditions upon which its membership shall vote, may be enlarged and further classified; may prescribe for each class of membership the dues to be paid by members of each class; may prescribe the rights and privileges of its members; and may prescribe the conditions under which members may resign, be expelled, or suspended from membership.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th day of November, A. D., 1954.

WITNESSES:

_____	_____	(SEAL)
Shirley L. White	Joseph J. Tarallo	
_____	_____	(SEAL)
Dorothy Maley	Elsie M. Johnson	
_____	_____	(SEAL)
Shirley L. White	Helen A. Cummings	
_____	_____	(SEAL)
Dorothy Maley	Marian L. Curling	
_____	_____	(SEAL)
Marcy W. Cooley	Abel A. Morris, Jr.	
_____	_____	(SEAL)
Shirley L. White	Frederick Dunn	

State of Maryland

to-wit:

County of Montgomery

THIS IS TO CERTIFY that on the 19th day of November, A. D., 1954, before me, the subscriber, a Notary Public of the State of Maryland, County of Montgomery, in and for said State and County, personally appeared JOSEPH J. TARALLO, ELSIE N. JOHNSON, HELEN A. CUMMINGS, MARIAN J. CUALINO, ABEL A. NORRIS, JR., and FREDERICK DUNN, JR. and severally acknowledge the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year first above written.

(SEAL)

Notary Public

Everett S. Cornley

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A 7270
301 WEST PRESTON STREET
BALTIMORE 1, MARYLAND

You are advised that the ARTICLES OF AMENDMENT

OF

MONTGOMERY COUNTY EDUCATION ASSOCIATION, INC.

have been received and approved by the STATE DEPARTMENT OF ASSESSMENTS AND
TAXATION OF MARYLAND this 28th day of January, 1964, at 9:00 A. M.
and will be recorded.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

by

Charles M. [Signature]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

THIS IS TO CERTIFY THAT the within instrument is a true
copy of the

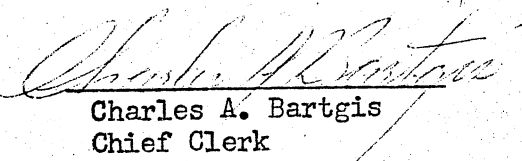
ARTICLES OF AMENDMENT

OF

MONTGOMERY COUNTY EDUCATION ASSOCIATION, INC.

as approved and received for record by the State Department of
Assessments and Taxation of Maryland, January 28, 1964,
at 9:00 o'clock A. M.

AS WITNESS my hand and official seal of the said Department
at Baltimore this 3rd day of February, 1964.


Charles A. Bartgis
Chief Clerk

MONTGOMERY COUNTY EDUCATION ASSOCIATION, INC.

ARTICLES OF AMENDMENT

Montgomery County Education Association, Inc., a Maryland corporation, having its principal office in Montgomery County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxations that:

FIRST: The Charter of the Corporation is hereby amended by striking out the first paragraph of Article THIRD of the Articles of Incorporation and inserting in lieu thereof the following:

"The purposes for which the corporation is formed are as follows:

To organize and operate an association exclusively for educational, charitable, scientific or welfare purposes, no part of the net earnings of which is to inure to the benefit of any member or other individual.

For the general purposes aforesaid, and limited to those purposes, the corporation shall have the following powers and purposes:"

AND said Charter of the Corporation is hereby further amended by striking out Article FIFTH of the Articles of Incorporation and inserting in lieu thereof the following:

"The corporation is not organized and shall not be conducted for a profit. In the event of the dissolution of this corporation, all of its remaining assets and property of every nature and description whatsoever shall be paid over and transferred to a corporation, fund, or foundation having similar objects and purposes as this corporation and which has qualified for exemption

from tax under the Internal Revenue Code of 1954, as amended; or which is an exclusively charitable or educational corporation which has qualified for exemption from tax under the Internal Revenue Code of 1954, as amended."

SECOND: That the Board of Directors of the Corporation, known as the Executive Committee, at a meeting duly convened and held on May 16, 1963 adopted a resolution in which was set forth the foregoing amendment to the charter declaring that the said amendment of the charter was advisable, and directing that it be submitted for action thereon at a meeting of the Delegate Assembly of the members of the corporation to be held on September 5, 1963.

THIRD: That the meeting of the members of the Delegate Assembly of the Corporation (such corporation being a membership corporation without capital stock), was held on the aforesaid date in accordance with the provisions of the Constitution and the By-Laws of the Corporation, notice having been given to the aforesaid members stating that the purpose of the meeting would be to take action on said Amendment, and the Amendment of the Charter of the Corporation as hereinabove set forth was approved by the members of the Delegate Assembly of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

IN WITNESS WHEREOF, Montgomery County Education Association, Inc. has caused these presents to be signed in its name and on

its behalf by its President and its corporate seal to be hereunto affixed, and attested by its Secretary.

MONTGOMERY COUNTY EDUCATION ASSOCIATION, INC.

By M. Roberta Keiter
M. Roberta Keiter, President

Attest:

Jo-Ellen Killoran
Jo-Ellen Killoran, Secretary

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I hereby certify that on this 27th day of January, 1964, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared M. Roberta Keiter, President of Montgomery County Education Association, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforesaid Articles of Amendment to be the corporate act of said corporation, and at the same time personally appeared Jo-Ellen Killoran and made oath in due form of law that she was the Secretary of the meeting of the Delegate Assembly of said Corporation at which the Amendment of the Articles of Incorporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

Witness my hand and official seal the date above written.

Joan G. Brown
Notary Public
My commission expires: May 3, 1965