

RESTATEMENT

ARTICLES OF AMENDMENT AND
OF
SEVERN RIVER ASSOCIATION, INC.

SEVERN RIVER ASSOCIATION, INC., a Maryland corporation (hereinafter the "Association"), having its principal office at 79 West Street, Annapolis, Maryland 21401, hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Association desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Association as currently in effect.

SECOND: The Charter of the Association is hereby amended by striking Articles I through XI in their entirety and by substituting in lieu thereof the following:

FIRST: The name of the Association is "SEVERN RIVER ASSOCIATION, INC." (the "Association").

SECOND: The post office address of the principal office of the Association in Maryland is to be located at 79 West Street, Annapolis, Maryland 21401. The name and post office address of the resident agent of the Association in Maryland is Douglas Clark Hollmann, 60 West Street, Suite 220, Annapolis, Maryland 21401. Said resident agent is a citizen of the State of Maryland and actively resides there.

THIRD: The Association is a nonstock corporation as defined in Title 5 of the "Corporations and Associations" Article of the Annotated Code of Maryland. The Association is not formed for pecuniary profit or financial gain. The Association is formed exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding provisions of any subsequent federal tax code.

FOURTH: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2)

of the Internal Revenue Code (or corresponding section of any future Federal tax code).

FIFTH: The Association is not authorized to issue capital stock.

SIXTH: The number of directors of the Association shall consist of twelve (12) persons who are members of the Association and such other persons as may be appointed in accordance with the Constitution's Constitution and By-Laws by the civic or community associations located within the Severn River watershed which subscribe to the objectives of the Association and are members of the Association in good standing as provided in the Association's Constitution and By-laws. The number of the members of the Board of Directors may be increased or decreased pursuant to the By-Laws of the Association.

SEVENTH: No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation or the participation or intervention in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

EIGHTH: No officer, trustee, director, member or employee of the Association or any other private individual may receive pecuniary profit from the operations of the Association or upon the dissolution of the Association, except reasonable compensation for services rendered to the Association in effecting one or more of its purposes.

NINTH: In the event of dissolution, all of the remaining assets and property of the Association shall, after necessary expenses thereof, be distributed to such charitable, religious, scientific, literary or educational organization as shall qualify under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent law.

TENTH: In the event that the Association shall at any time be a private foundation within the meaning of Section 509 of the Code (or the corresponding provisions of any subsequent law), the Association, so long as it shall be such a private foundation, shall distribute such income as may be necessary in each taxable year at such time in such manner as not to subject the Association to tax under Section 4942 of the Code (or the corresponding provisions of any subsequent law), and shall be absolutely prohibited from and shall refrain from engaging in the following acts:

- (a) any act of self-dealing, as defined in Section 4941(d) of the Code (or the corresponding provisions of any subsequent law); and
- (b) retaining any excess business holdings, as defined in Section 4943(c) of the Code (or the corresponding provisions of any subsequent law); and
- (c) making any investment in such manner as to subject the Association

provisions

to tax under Section 4944 of the Code (or the corresponding of any subsequent law); and

of (d)
of
law).

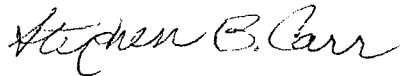
making any taxable expenditures, as defined in Section 4945(d) the Code (or the corresponding provisions of any subsequent

ELEVENTH: The duration of the Association shall be perpetual.

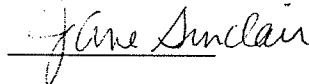
IN WITNESS WHEREOF, **SEVERN RIVER ASSOCIATION, INC.**, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 11 day of January, 2000, and its President acknowledges that these Articles of Amendment are the act and deed of **SEVERN RIVER ASSOCIATION, INC.**, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:
INC.,

SEVERN RIVER ASSOCIATION,



Stephen B. Carr
Secretary



Jane Sinclair
President