

**ARTICLES OF INCORPORATION
OF
CECIL LAND USE ALLIANCE, INC.**
(A non-stock, not-for-profit corporation)

FIRST: The undersigned, Michael A. Pretl, whose post office address is Riverton Wharf, Riverton, Maryland 21837-2204, being at least twenty-one (21) years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, am forming a non-profit corporation without capital stock, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland.

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

CECIL LAND USE ALLIANCE, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

A. To seek ways to responsibly manage growth in Cecil County, Maryland, preserving the Maryland Eastern Shore rural way of life, protecting the environment, and strengthening agriculture and tourism as vital parts of the local economy.

B. To bring together citizens, local organizations, government agencies, and businesses in a united effort to hold local officials accountable, to protect the environment of Cecil County, its open spaces, watersheds and green infrastructure, and to extend these efforts to the wider community of the Upper Eastern Shore of Maryland and the tributaries of the Chesapeake Bay.

C. To raise the consciousness of the local community by educational efforts, workshops, website, newsletters and other publications, election activities, demonstrations and recreational activities in support of a better local environment.

D. To search available resources for information on water source protection, environmentally-oriented building design standards, planning for communities, and like topics, to share with the County government and with the community at large.

E. To raise funds to benefit the environmental efforts, causes and organizations in the region, to support community efforts to improve the environment, to encourage recycling, and to urge government (through lobbying, election activities, and otherwise) to accept its responsibilities on behalf of the ecology of the region, to the future benefit of all of its citizens.

F. To expend funds for educational programs, election activities, and advocacy in support of the environment, to the betterment of Cecil County and the surrounding community, and not for any individual benefit.

G. To create committees and to serve as liaison between the environmental organizations in Cecil County, and other persons and entities striving to protect the ecology

of the Chesapeake Bay and its watersheds.

H. Generally, to own and acquire real and personal property by gift, grant, devise, purchase, loan, lease or otherwise, and to purchase, take, own, use, hold, improve, lease, sell, exchange, convey, transfer or in any manner dispose of real or tangible property in whole or in part within or without the State of Maryland.

I. To solicit and accept grants, donations and charitable contributions from various sources for such funding (including foundations and charitable and governmental agencies, businesses and individuals) to be maintained in accounts of the Corporation and used solely for the educational and charitable purposes of the Corporation, and not for any individual or commercial purposes.

J. To enter into, make and perform contracts of every kind in furtherance of those purposes with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

K. To have one or more officers and to hire a staff of professional, as well as of non-professional and clerical personnel, and to conduct all of its operations and to promote its objects and purposes within or without the State of Maryland, without restriction as to place or amount.

L. To hold such bank accounts as may be approved by the Board of Directors, to accept donations, gifts, grants, loans, fees and receipts of any kind, and to apply all such funds to the purposes of the Corporation.

M. To carry on any other types of activities in connection with the foregoing which may be necessary or useful to the furtherance of its primary purposes, and to operate not for profit but solely for charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954, as the same may from time to time be amended.

N. No part of the assets of the Corporation, and no part of any net earnings of the Corporation, shall be divided among nor inure to the benefit of any officer or director of the Corporation or of any private individual, or be appropriated for any purposes other than the purposes of the Corporation herein set forth; and other than as permitted under Section 501(c)(4) of the Internal Revenue Code, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting in any substantial way to influence legislation; and the Corporation 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, except as permitted under the aforementioned Section 501(c)(4) of the Internal Revenue Code, and the regulations of the Internal Revenue Service.

O. Upon liquidation or dissolution of the Corporation, and after payment of all of the liabilities of the Corporation or due provision therefore, all of the assets of the Corporation shall be distributed to one or more organizations exempt from federal income

tax under Section 501(c)(3) or (4) of the Internal Revenue Code, as the Board of Directors sees fit.

P. The foregoing shall be construed as both objects and powers, and the enumeration thereof shall not be held to limit nor restrict in any manner the general powers conferred on the Corporation by the laws of the State of Maryland. The Corporation is empowered to do any and all things not inconsistent with these Articles nor in violation of law.

FOURTH: The post office address of the principal office of the Corporation in this State is: **35 Oak Street, Colora, Maryland 21917**. The name and post office address of the Resident Agent of the Corporation in this State is: **Michael A. Pretl, Law Office of Michael A. Pretl, P.A. Riverton Wharf, Riverton, MD 21837**. The Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation shall have no capital stock, and its members shall be the members of the Board of Directors as elected or designated from time to time pursuant to the Bylaws.

SIXTH: The number of Directors of the Corporation shall be at least three, and no more than fifteen, and the number may be changed from time to time pursuant to the Bylaws. The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are:

George Kaplan, 35 Oak Street, Colora, Maryland 21917

Ken Wiggins, 504 Blacksnake Street, Elkton, Maryland 21921

Wendy L. Moon, 1132 N. St. Augustine Road, Chesapeake City, Maryland 21915

James T. Mullin, 1676 Glebe Road, Earleville, Maryland 21919

Rupert Rossetti, 215 Dr. Jack Road, Port Deposit, Maryland 21904.

SEVENTH: The Board of Directors shall adopt Bylaws for the management, regulation, and control of the affairs of the Corporation, provided that such Bylaws shall not be inconsistent with these Articles nor with the laws of the State of Maryland. The Bylaws adopted by the Board of Directors may be amended at any time by affirmative vote of two-thirds majority of the entire Board at any meeting, after due notice of such proposed amendments pursuant to the Bylaws.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of November 2007, and acknowledge the foregoing Articles of Incorporation to be my act and deed.

WITNESS

MICHAEL A. PRETL

CONSENT OF RESIDENT AGENT

Re: Cecil Land Use Alliance, Inc.

Pursuant to Article Fourth of the Articles of Incorporation of the referenced new Corporation of the State of Maryland, and in accordance with Maryland law, I am qualified to serve – as a resident of the State of Maryland – and I hereby consent to serve as Resident Agent of the referenced Corporation.

Michael A. Pretl
Law Office of Michael A. Pretl, P.A.
Riverton Wharf
Riverton, MD 21837-2204

Witness:
