

ARTICLES OF INCORPORATION

OF

CECIL LAND USE ASSOCIATION, INC.

(A non-stock, not-for-profit corporation)

FIRST: The undersigned, Michael A. Pretl, whose post office address is Riverton Wharf, Riverton, Maryland 21837, 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 ASSOCIATION, INC.

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

A. Generally, to educate, motivate, and organize the citizens of Cecil County, Maryland, to support and advocate for the preservation of open spaces, and for sound and balanced environmental and land use policies, for the benefit of all of our citizens.

B. To conduct objective research, and to educate and speak out on behalf of clean water, clean air, and balanced zoning, and for the good health of the Chesapeake Bay, its tributaries and local watershed, at public forums, in publications, and before public bodies of the County and of the State of Maryland..

C. To collaborate with other nonprofit and business organizations, public entities and persons dedicated and active in efforts to win support of the citizens of Cecil County for far-sighted environmental policies, laws, and programs.

D. To raise funds and sponsor activities within the environmental, scientific, and the general community for the study, appreciation and enhancement of the County, and the sustainability of its lands and waterways, for the use and enjoyment of future generations.

E. To ease the burdens of government by supporting local, state and federal efforts to preserve the Chesapeake Bay and its tributaries in and surrounding Cecil County, by participation in reasonable and enlightened comprehensive planning, and by assisting public authorities to educate the citizenry about sound land use planning, and measures to enhance the livability and richness of the natural attributes of our County.

F. 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.

G. To solicit and accept grants, donations and contributions from various private and public 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 aforementioned purposes of the Corporation, and not for any individual or commercial purposes, nor for private inurement.

H. 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.

I. 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 enunciated and other legitimate purposes of the Corporation.

J. To carry on other activities in connection with the foregoing, which may be necessary or useful to the furtherance of its primary purposes, to operate not for profit, and to be exempt from taxation as a charitable entity, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended.

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. 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)(3) of the Internal Revenue Code.

M. 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)(3) of the Internal Revenue Code, and the regulations of the Internal Revenue Service.

N. Upon liquidation or dissolution of the Corporation, and after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the

Corporation shall be distributed to one or more nonprofit organizations dedicated to the same or related purposes, or to other local, state or nonprofit public purposes, agencies and authorities concerned with environmental protection centered on Cecil County and the Chesapeake Bay and its tributaries.

O. The foregoing shall be construed as both objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on the Corporation by the corporation laws of the State of Maryland. The Corporation is empowered to do 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: 164 Little Egypt Road, Elkton, Maryland 21921. The name and post office address of the Resident Agent of the Corporation in this State is Michael A. Pretl, Riverton Wharf, Riverton, Maryland 21837-2204. 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:

**Jill Burke
Ed Cairns
Paul Harjung
Ron Hartman
Elizabeth Lowe
Rupert Rossetti
Nancy Valentine.**

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 April 2013, 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 Association, 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

Witness:
