**AMENDED ARTICLES OF INCORPORATION**

**OF**

**THE MONTGOMERY COUNTY POLICE ALUMNI ASSOCIATION, INC.**

**A Maryland Corporation**

**Organized Pursuant to the Title Four of the**

**Corporations and Associations Article of the**

**Annotated Code of Maryland**

**FIRST:** The undersigned, Richard F. Mayer, whose post office address is

319 Cross Creek Court, Chester, Maryland 21619, being over the age of eighteen (18) years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

**SECOND:** The name of the Corporation is: The Montgomery County Police

Alumni Association, Inc. (which is hereafter called the “Corporation”)

**THIRD:** The Corporation is a non-stock corporation organized and to be

operated exclusively for non-profit purposes and not for pecuniary profit or financial gain. The specific purposes for which the Corporation is formed are as follows:

1. To continue, promote, foster and develop camaraderie and fellowship among retired and former sworn police officers and civilian employees of the Montgomery County, Maryland Police Department as well as other persons or groups formerly or currently affiliated with federal, state, county or local law enforcement, or engaged in activities in furtherance of law enforcement;
2. To promote the welfare of and provide required assistance where possible to its members as well as other persons or groups formerly or currently affiliated with federal, state, county or local law enforcement, or engaged in activities in furtherance of law enforcement;
3. To serve as a focal point for and to facilitate communication between current, retired and former sworn police officers and civilian employees of the Montgomery County Maryland Police Department, and among its members;
4. To educate others with respect to the work and the importance of law enforcement generally, and that of the Montgomery County, Maryland Police Department in particular;
5. To preserve our heritage and to receive, own, document and maintain any historical reference to the Montgomery County Maryland Police Department;
6. To establish or assist in establishing, fund or assist in funding, and operate or assist in operating a museum of Montgomery County Maryland law enforcement officers and entities, including but not limited to the Montgomery County Maryland Police Department.
7. Receive, own, operate, construct, manage and/or maintain real property, money and any other type of tangible and intangible property, subject to the limitations and restrictions hereinafter set forth to be used in connection with the purposes set forth within this article THIRD;
8. To conduct or carry on any lawful activity permitted to be conducted or carried on by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (the "code") and which shall also be permitted to be conducted by or carried on by an organization, contributions to which are deductible under section 170 (c) (2) of the code, provided that any such activity shall be permitted by the laws of the State of Maryland;
9. Subject to the limitations set forth in ARTICLE EIGHTH hereof, the Corporation shall have and possess all powers conferred on corporations under the laws of the State of Maryland to fulfill the purposes of the corporation as set forth in this ARTICLE THIRD, except that the Corporation shall not conduct or carry-on any activity (i) inconsistent with its aforesaid purposes, or (ii) not permitted to be conducted or carried on by an organization exempt from federal income tax under section 501 (c) (3) of the code or corresponding provisions of any subsequent federal tax laws or by an organization contributions to which are deductible under section 170 (c) (2) of the code;
10. To conduct and carry on any lawful activity permitted to be conducted or carried on by the laws of the State of Maryland.

 **FOURTH:** The address of the principal office of the corporation in Maryland is 6504 Carrie Lynn Ct., Mt. Airy, Maryland 21771-7616. The name and address of the resident agent is Robert C. Disinger, 6504 Carrie Lynn Ct., Mt. Airy, Maryland 21771-7616. Said resident agent is a citizen of Maryland and actually resides therein.

 **FIFTH:**  The members of the Corporation shall be comprised of those persons who, upon application in due form, are elected to membership in the Corporation by majority vote of the Board of Directors in accordance with established membership criteria set out in the By-Laws of the Corporation.

**SIXTH:** The Corporation has no authority to issue stock.

 **SEVENTH:** The number of Directors shall be no more than sixteen (16) and no less than twelve (12). The names of the directors who shall act until the first annual meeting and until their successors are duly elected and qualify are Harry Geehreng, 25112 Silver Crest Drive, Gaithersburg, MD 20882; Richard Fried, 24808 Dunnavant Drive, Gaithersburg, MD 20882; and Owen G. Bromley, 13601 Lewisdale Road, Clarksburg, MD 20871-9655.

**EIGHTH**: The powers of the Corporation shall be subject to the following

limitations:

1. The Corporation shall be operated exclusively for charitable purposes. Any property or income not needed by the Corporation for operating expenses and suitable reserves (as determined by the Board of Directors of the Corporation) may be distributed in furtherance of the purposes set forth in paragraphs (a) through (c) above to other charitable organizations which qualify for tax exemption under the provisions of Section 501(c)(3) of the Code or to a State, possession of the United States, a political subdivision of a State or possession of the United States, the United States or the District of Colombia.
2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, Director or officer of the corporation or any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in ARTICLE THIRD hereof. Except as provided and permitted under Section 501(c)(3) and 4911 of the Code, no substantial part of the activities of the Corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Upon the liquidation or dissolution of the Corporation, whether voluntary or involuntary, or the winding up of its affairs, after paying or making provision for the payment of all the liabilities of the Corporation, the assets of the Corporation, if any, shall be distributed exclusively to other charitable or educational organizations as shall, at the time of such distribution, qualify for tax exemption under the provisions of Section 501(c)(3) of the Code or to a State, possession of the United States, a political subdivision of a State or possession of the United States, the United States or the District of Colombia. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.
4. The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax laws.
5. The Corporation shall not retain any excess business holdings as defined by Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.
6. The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.
7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

**NINTH**: No director of officer of the Corporation shall be liable to the

Corporation or to its members for money damages except (i) to the extent it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the money, property or services actually received, or (ii) to the extent that a judgment or other final adjudication adverse to such director of officer is entered in a proceeding based on a finding in the proceeding that such director’s or officer’s action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action in the proceeding.

**TENTH**: As used in this ARTICLE TENTH, any word or words that are

defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the “Indemnification Provision of the Code”), shall have the same meaning as those words have in the Indemnification Provision of the Code. The Corporation shall indemnify and advance expenses to a director of officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Provision of the Code. With respect to an employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by and in the discretion of the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Provision of the Code.

 **ELEVENTH:** The Charter of the Corporation may be amended from time to time by a majority vote of the directors of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this

15th day of January 2003 and I acknowledge the same to be my act.

 /s/

Richard F. Mayer

The undersigned individual consents to being designated as the resident agent for The Montgomery County Police Alumni Association, Inc.

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 Robert C. Disinger, Vice President