

APPROVED FOR PAYMENT

WASHINGTON COUNTY, MARYLAND CONVENTION
AND VISITORS BUREAU, INC.

(a non-stock corporation)

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Ralph H. France, II, whose address is Court House Annex, Hagerstown, Maryland 21740, being at least eighteen years of age, acting as incorporator, does hereby form a non-stock corporation under and by virtue of the General Laws of the State of Maryland.

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

Washington County, Maryland Convention
and Visitors Bureau, Inc.

THIRD: The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

- (1) To promote Washington County, Maryland as a place for conventions, tourism and civic events.
- (2) To solicit groups to hold conventions, meetings, trade shows, exhibitions and other events in Washington County, Maryland by means of all forms of advertising and promotion, and to advise and assist meeting planners in arranging conventions in Washington County, Maryland.
- (3) To select and contract for the utilization of exhibition and meeting space in public and private facilities in Washington County, Maryland.
- (4) To report to appropriate persons, organizations and governmental entities information concerning conventions, meetings, trade shows, exhibitions and other events held in Washington County, Maryland.
- (5) To perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted by organizations which are exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

FOURTH: The present address of the principal office of the Corporation is ~~in this State~~ in this Room 205, Court House Annex, Hagerstown, Maryland 21740.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 1-5-80

BY: *Sheldene P. Shuler*
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

This stamp replaces our previous certification system. Effective: 10/84

FIFTH: The name and address of the resident agent of the Corporation in this State are Ralph H. France, II, Esquire, Room 205, Court House Annex, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The directors of the Corporation also constitute the members of the Corporation and, when meeting as directors, may exercise the rights and powers of members.

EIGHTH: The number of directors of the Corporation shall be eleven (11), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected or appointed and qualify are as follows: Mike Callas, Mark Gross, Jim Golden, Richard Vidoni, Judy Footen, Jack Young, Paul Waggoner, Sam Bayer, Doug Bast, Frank Sagi, and Tamara Watson.

NINTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors and the members.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

(2) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall be organized for the same or similar purposes as the Corporation and at the time shall qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or to the Board of County Commissioners of Washington County, Maryland. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Washington County, Maryland

or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall indemnify (a) its directors to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

(4) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by an organization which is exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on

December 20, 1989.

WITNESS:

Dicki L. Gamm

Ralph H. France

RALPH H. FRANCE, II

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 21

P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)	Change of Name
10				Change of Principal Office
20	<u>20</u>			Change of Resident Agent
61	<u>20</u>			Change of Resident Agent
62				Change of Resident Agent
63				Address
64				Resignation of Resident Agent
65				Designation of Resident Agent
66				and Resident Agent's Address
52				Other Change
50				
51				
13	<u>60</u>			
56				
54				
53				
73				

76 Certificate of Merger/Transfer

75				Special Fee
80				For. Limited Partnership
83				Cert. Limited Partnership
84				Amendment to Limited Partnership
85				Termination of Limited Partnership
21				Recordation Tax
22				State Transfer Tax
23				Local Transfer Tax
31				Corp. Good Standing
NA				Foreign Corp. Registration
87				Limited Part. Good Standing
71				Financial
600				Personal
				Property Reports and late filing penalties
70				Change of P.O., R.A. or R.A.A.
91				Amend/Cancellation, For. Limited Part.
				Other
				Other

Code ATTENTION: Ralph N. France

MAIL TO ADDRESS: Courts House for Washington County
Courts House Building
Hagerstown, MD
21740

TOTAL FEES 53.00

Check Cash

NOTE:

Documents on checks

APPROVED BY: [Signature]