

THE UNIVERSITY OF MARYLAND FOUNDATION, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, James W. Quiggle, Joe L. Oppenheimer, Thomas Arden Roha, whose post office address is 888 Seventeenth Street, N. W., Washington, D. C. 20006, each being a natural person over the age of eighteen years, do hereby form a nonstock, nonprofit corporation under the general laws of the State of Maryland.

SECOND: Name. The name of the corporation (which is hereinafter called the "corporation") is THE UNIVERSITY OF MARYLAND FOUNDATION, INC.

THIRD: Location and Resident Agent. The location of the corporation and the post office address of its principal office in this state shall be The University of Maryland, Adelphi, Maryland 20783, which is in Prince George's County. The name of the resident agent of the corporation in this state is Robert G. Smith who is a citizen of Maryland and actually resides therein, and the post office address of the resident agent is P. O. Box 876, 2217 Metzert Road, Adelphi, Maryland 20783.

FOURTH: Duration. The period of duration of the corporation shall be perpetual.

FIFTH: Membership. The corporation is to have no members.

SIXTH: Purposes. The purposes for which the corporation is organized are to receive, hold, invest, manage, use, dispose of and administer property of all kinds, whether given absolutely or in trust, or by way of agency or otherwise, for the benefit of the University of Maryland or for any or all of the educational and support activities that may be conducted by the University of Maryland; more specifically, without limiting the generality of the foregoing, to finance research work, to hold and exploit patents, to subsidize publications, to establish fellowships, to endow scholarships and other forms of student aid, and to support any of the programs, activities or services of the University of Maryland.

The corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of the provisions of section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members, other private individuals or organizations organized and operating for profit (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 as hereinabove stated). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on

(a) By a corporation exempt from federal income tax under section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as an organization described in section 501(c)(3) of said Code (or the corresponding provision of any future United States Internal Revenue Law), or

(b) By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SEVENTH: Nonstock. The corporation shall not be authorized to issue capital stock.

EIGHTH: Directors. The business and affairs of the corporation shall be managed by a board of directors consisting of not less than three persons. The exact number of directors, as well as their duties and terms, shall be set by the bylaws of the corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are the following:

Robert G. Smith	P. O. Box 876 Adelphi, Maryland 20783
Wesley L. Harris	10421 Tullymore Drive Adelphi, Maryland 20783
David S. Sparks	4306 Van Buren Street University Park, Maryland 20782

NINETH: Officers. The officers of the corporation shall include a president, a secretary, a treasurer, and such other officers as may be provided for in the bylaws. Each officer shall be elected, shall serve such term of office, and have such powers and duties as provided in the bylaws.

TENTH: Amendment. These articles of incorporation may be amended by a two-thirds vote of the directors of the corporation at any meeting duly called where a quorum is present and in accordance with the bylaw provisions relating to the calling of meetings and the definition of a quorum.

ELEVENTH: Dissolution. In the event of the termination or liquidation of the corporation, for any reason, after all liabilities of the corporation have been paid, the remaining assets of the corporation shall be turned over to the University of Maryland (so long as said University of Maryland shall be exempt from federal income taxation pursuant to Internal Revenue Code section 115 (or the corresponding provision of any future United States Internal Revenue Law), to be used for scientific, educational or charitable purposes, as its Board of Regents shall in its sole discretion determine, subject to any restrictions or limitations placed upon said funds at the time when accepted by the corporation.

If, for any reason, the University of Maryland shall cease to exist or shall cease to be exempt from federal income taxation pursuant to Internal Revenue Code section 115 (or the corresponding provision of any future United States Internal Revenue Law) the board of directors shall, after paying or making provision for payment of all of the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following categories of recipients, as the board of directors of the corporation shall determine:

(a) A nonprofit organization or organizations which may have been created to succeed the corporation, as long as such organization or each of such organizations shall qualify as an organization described in section 115(a) or section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); and/or

(b) A nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall qualify as an organization described in section 115(a) or section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

TWELFTH: The names and addresses of each incorporator are:

James W. Quiggle

888 Seventeenth Street, N. W.
Washington, D. C. 20006

178 701

000867

- 4 -

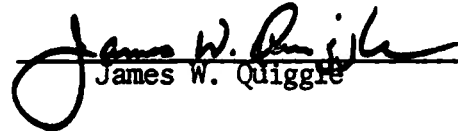
Joe L. Oppenheimer

888 Seventeenth Street, N. W.
Washington, D. C. 20006

Thomas Arden Roha

888 Seventeenth Street, N. W.
Washington, D. C. 20006

IN WITNESS WHEREOF, We have signed these Articles of Incorporation
and severally acknowledge the same to be our act on this 22nd day of
June, 1978.


James W. Quiggle


Joe L. Oppenheimer


Thomas Arden Roha

approved and received for record by the State Department of Assessments and Taxation of Maryland July 5, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2420, folio 5 000863, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$ 20.00 Special Fee paid \$

NORMAN L. PRITCHETT

To the clerk of the Circuit Court of Prince Georges County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

William J. Simmons



of Jan 29th 1974 at the same day recorded in Liber A 74760 No. 178 at Folio 692 &c one of the Corp Records of Prince George's County, Maryland

331 579

STATE DEPT. OF ASSESSMENTS
& TAXATION

RECEIVED

'90 DEC 13 AM 11 39

ADMITTED TO RECORD
2/26/91 at 11:30 a.m.

STATE DEPT. OF
ASSESSMENTS & TAXATION

THE UNIVERSITY OF MARYLAND FOUNDATION, INC.
(a Maryland nonstock corporation)

ARTICLES OF AMENDMENT

The University of Maryland Foundation, Inc., a Maryland nonstock corporation having its principal office in Prince George's County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out the words "University of Maryland" wherever they appear in articles SIXTH and ELEVENTH and substituting in lieu thereof, "University of Maryland System."

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and there are no members entitled to vote on the matter.

IN WITNESS WHEREOF: The University of Maryland Foundation, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on December 7th 1990.

THE UNIVERSITY OF MARYLAND FOUNDATION, INC.

By: John K. Martin
John K. Martin
President

Attest: Martin R. Resnick
Martin R. Resnick
Secretary

[Corporate Seal]

File to 10-11-91

331 580

I, Robert F. Collins, Vice President, hereby acknowledge on behalf of The University of Maryland Foundation, Inc. that the foregoing Articles of Amendment are the corporate act of said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

Robert F. Collins
Feb. 25, 1991

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331 578

ARTICLES OF AMENDMENT
OF
THE UNIVERSITY OF MARYLAND FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 26, 1991 AT 11:30 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

_____ \$ 20.00

SPECIAL
FFF PAID:

_____ D0904946

TO THE CLERK OF THE COURT OF

PRINCE GEORGE'S COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JOHN MARTIN
3300 METZEVATT ROAD
ADELPHI

MD 20793

16603040107

A 351568



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2312 1111

The University of Maryland Foundation, Inc.
(a Maryland nonstock corporation)

ARTICLES OF AMENDMENT

The University of Maryland Foundation, Inc., a Maryland nonstock corporation having its principal office in Prince George's County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out the words "University of Maryland System" wherever they appear in Article SIXTH and substituting in lieu thereof "the University System of Maryland and its constituent institutions, the University of Maryland Medical System and the University of Maryland Medical System Foundation, Inc., the public community colleges in Maryland and their affiliated or institutionally related foundations."

SECOND: The charter of the Corporation is further amended by striking out the words "University of Maryland System" in the first paragraph of Article ELEVENTH and substituting in lieu thereof "the University System of Maryland and its constituent institutions, according to their respective interests."

THIRD: The charter of the Corporation is further amended by striking the words "University of Maryland System" in the second paragraph of Article ELEVENTH and substituting in lieu thereof "the University System of Maryland."

FOURTH: The amendment of the charter of the Corporation as herein above set forth has been duly advised by the Board of Directors and there are no members entitled to vote on the matter.

IN WITNESS WHEREOF: The University of Maryland Foundation, Inc. has caused these presents to be signed in its name and in its behalf by its President and attested by its Secretary on November 21, 2003.

THE UNIVERSITY OF MARYLAND FOUNDATION, INC.

By: Raymond G. LaPlaca
Raymond G. LaPlaca, Chairman of the Board

Attest: Robert B. Schaftel
Robert B. Schaftel, Secretary

Corporate Seal

The University of Maryland Foundation, Inc.
3300 Metzert Road
Adelphi, MD 20783

State of Maryland
Department of
Assessments and Taxation

Charter Division



Robert L. Ehrlich, .
Governor

C. John Sullivan, J
Director

Paul B. Anderson
Administrator

THE UNIVERSITY OF MARYLAND FOUNDATION,
INC.
3300 METZEROTT RD
ADELPHI MD 20783-1600

Date: 03-24-2004

This letter is to confirm acceptance of the following filing:

ENTITY NAME : THE UNIVERSITY OF MARYLAND FOUNDATION, INC.
DEPARTMENT ID : D00904946
TYPE OF REQUEST : ARTICLES OF AMENDMENT
DATE FILED : 02-09-2004
TIME FILED : 12:34-PM
RECORDING FEE : \$100.00
FILING NUMBER : 1000361989578897
CUSTOMER ID : 0001304829
WORK ORDER NUMBER : 0000846519

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

ENTITY TYPE: ORDINARY BUSINESS - NON-STOCK
STOCK: N
CLOSE: U
EFFECTIVE DATE: 02-09-2004
PRINCIPAL OFFICE: 3300 METZEROTT ROAD
ADELPHI MD 20783
RESIDENT AGENT: JOHN W. DILLON
309 S. MORRIS STREET
OCFORD MD 21654

NOTICE: Effective January 1, 2004

As a result of a change in State law, the annual report fee for most legal entities (including LLCs and LLPs) will increase to \$300. This fee is for the privilege of maintaining a legal entity's existence in Maryland, and is due and payable with the filing of the personal property return. The increase is effective for any return, regardless of year, filed after 12/31/2003.

There continues to be no annual report fee for non-stock corporations, business trusts, churches, foreign interstate companies, foreign insurance companies, sole proprietorships and general partnerships, but these entities must still file a personal property return annually.

compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on

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TWELFTH: The names and addresses of each incorporator are:

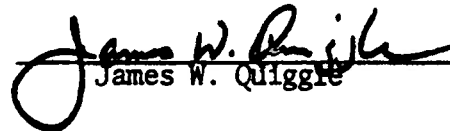
James W. Quiggle

888 Seventeenth Street, N. W.
Washington, D. C. 20006

Joe L. Oppenheimer 888 Seventeenth Street, N. W.
Washington, D. C. 20006

Thomas Arden Roha 888 Seventeenth Street, N. W.
Washington, D. C. 20006

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledge the same to be our act on this 22 day of June, 1978.

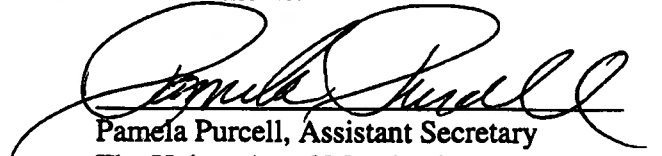

James W. Quiggle


Joe L. Oppenheimer


Thomas Arden Roha

I certify that the foregoing copy of the Articles of Incorporation of The University of Maryland Foundation, as amended, is a true and exact copy of the original on file at the State of Maryland, Department of Taxation and Assessments.

Date: May 6, 2004



Pamela Purcell, Assistant Secretary
The University of Maryland Foundation, Inc.