

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 576 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

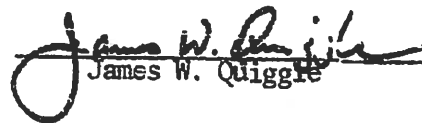
Joe L. Oppenheimer

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

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

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 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 \$

To be clerk of the Circuit Court of Prince Georges County
I IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
be 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.



STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 4/12/19
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

[Signature], Custodian
This stamp replaces our previous certification system. Effective: 6/9

A 74760

2/26/91 - 11:30

RECEIVED

50 DEC 13 AM 11 39

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]

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

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



STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
original document on file in this office. DATED: 4/12/19 ²
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 26, 1991 AT 11:27 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

20.00

00704546

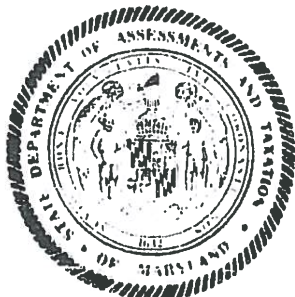
THE CLERK OF THE COURT OF

PRINCE GEORGES COUNTY

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

RETURN TO:
JOHN MARTIN
3700 MONTGOMERY AVE
ADLANT

A 351568



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN BOOK FOUR

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 2 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF AMENDMENT-CORPORATION
for
THE UNIVERSITY OF MARYLAND FOUNDATION, INC.

(Department ID: **D00904946**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

In witness whereof, I have hereunto subscribed my signature and affixed the seal of the State Department of Assessments and Taxation of Maryland at Baltimore on this April 11, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

Online Certificate Authentication Code: d_7_V86xy02XO5WySJjHGg
To verify the Authentication Code, visit <http://dat.maryland.gov/verify>

CORPORATE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 04
000904946

BUSINESS CODE 04



1000361989578897

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

ID # D00904946 ACK # 1000361989578897
LIBER: B00632 FOLIO: 0402 PAGES: 0002
THE UNIVERSITY OF MARYLAND FOUNDATION,
INC.

02/09/2004 AT 12:34 P WO # 0000846519

New Name _____

FEES REMITTED

Base Fee: 100
 Org. & Cap. Fee: _____
 Expedite Fee: _____
 Penalty: _____
 State Recordation Tax: _____
 State Transfer Tax: _____
 Certified Copies _____
 Copy Fee: _____
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Other: _____
 TOTAL FEES: 100

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent
 and Resident Agent's Address
 _____ Change of Business Code
 _____ Adoption of Assumed Name
 _____ Other Change(s)

Code _____

Credit Card _____ Check Cash _____

Documents on _____ Checks

Approved By: [Signature]

Keyed By: _____

COMMENT(S):

THE UNIVERSITY OF MARYLAND FOUNDATION,
INC.
3300 METZEROTT RD
ADELPHI

MD 20783-1600

CUST ID: 0001304829
WORK ORDER: 0000846519
DATE: 02-09-2004 12:33 PM
AMT. PAID: \$125.00

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

CUST ID: 0001304829
WORK ORDER: 0000846519
DATE: 02-09-2004 12:33 PM
AMT. PAID: \$125.00

Corporate Seal

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