

9-10-08 12:00 pm

**ARTICLES OF INCORPORATION
OF**

Montgomery County Family Justice Center Foundation, Inc.
(A corporation without authorized stock)

FIRST: I, the undersigned, Timothy P. Schwartz, whose post office address is 7315 Wisconsin Avenue, Suite 800 West, Bethesda, Maryland 20814, being at least eighteen (18) years of age, do hereby form a nonprofit, non-stock corporation.

SECOND: The name of the corporation (hereinafter referred to as the Corporation) is
Montgomery County Family Justice Center Foundation, Inc.

THIRD: The purposes of the Corporation are exclusively charitable, educational and non-profit as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue Law or Regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code) as follows:

- (A) Montgomery County Family Justice Center Foundation, Inc. is a non-profit organization organized solely to support the Family Justice Center, a public/private partnership within Montgomery County, dedicated to improving and strengthening the lives of families through early identification of domestic violence.
- (B) To undertake other projects, programs and activities not inconsistent with Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, specifically, the Family Justice Center, as the need to do so presents itself in the opinion of the Board of Directors.

FOURTH: In order to carry out the purposes, the Corporation shall have the following powers within the stated limitations:

- (A) To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, any property without limitation;
- (B) To make contributions, loans or grants which are consistent with the purposes of the Corporation;
- (C) To make agreements and contracts and incur liabilities;
- (D) To do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized as the Directors of the Corporation may from time to time deem appropriate and which are not inconsistent with powers conferred upon a non-stock corporation by the General Laws of the State of Maryland and the requirements of the Internal Revenue Code;

- (E) The Corporation is not organized for pecuniary profit. The Corporation shall have no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of nor be distributed to any member, director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes herein set forth;
- (F) Except as provided in Sections 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions, the Corporation shall not carry on any activities not permitted to be carried on:
- (1) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or
 - (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (G) The Corporation shall not carry on activities prohibited by the Internal Revenue Code for a private foundation to be tax exempt, including the Corporation: shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943 of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

FIFTH: The post office address of the principal office of the Corporation is 600 Jefferson St., 5th Floor, Rockville, Maryland 20852. The name and post address of the Corporation's Resident Agent is Timothy P. Schwartz, 7315 Wisconsin Avenue, Suite 800 West, Bethesda, Maryland 20814. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Directors of the Corporation shall be five (5) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than (3). The names of the initial Directors, who shall act until the first annual meeting or until their successors are chosen, are Matt Felix, Donna Rismiller, Resa Levy, Susan Mize and Dorothy Fait. Each Director shall have one vote. The Board of Directors shall perpetuate itself in keeping with the Bylaws of the Corporation.

SEVENTH: The Corporation shall have no capital stock and is not authorized to issue capital stock. The Corporation shall be composed of members. Qualifications for membership in the Corporation shall be as defined in the Bylaws, but in no case shall membership be restricted on the basis of race, sex, sexual orientation, religion or national origin.

EIGHTH: The duration and existence of the Corporation shall be perpetual.

NINTH: If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or education purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, provided the Corporation, before any such distributions shall first pay all of the liabilities of the Corporation as required by the General Laws of the State of Maryland. Any remaining assets shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

TENTH: As used in this Article, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter, the "Indemnification Section"), as the same is amended from time to time, shall have the same meaning as provided in the Indemnification Section.

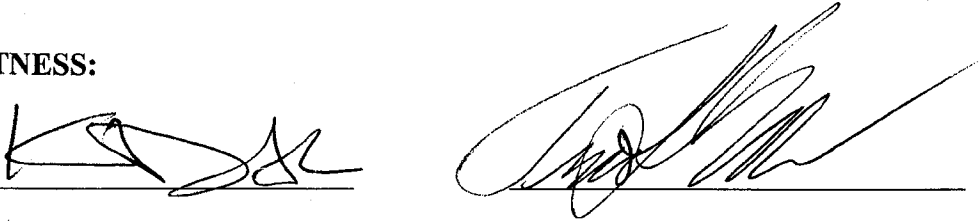
The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding, to the fullest extent permitted by and in accordance with the Indemnification Section and as permitted by Section 5-418 of the Courts & Judicial Proceedings Article of the Annotated Code of Maryland, as amended from time to time.

With respect to any corporate employee (if any) or agent other than a present or former Director or Officer, the Corporation may indemnify such corporate employee or agent in connection with a proceeding to the fullest extent permitted by and in accordance with subsection (j) of the Indemnification Section; provided, however, that the Corporation shall not indemnify an employee or agent of the Corporation other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the entire Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of the stockholders who were not parties to the proceeding, that Indemnification of such employee or agent other than a present or former Director or Officer is proper in the circumstances.

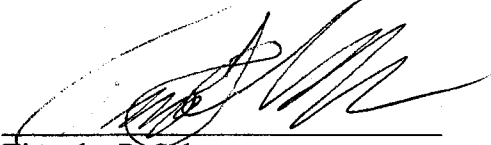
ELEVENTH: The Corporation shall adopt Bylaws for the further government of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my own act on this 7th day of September, 2008.

WITNESS:



***I hereby consent to act as Resident Agent in Maryland for
Montgomery County Family Justice Center Foundation, Inc.***

Signed: 

Timothy P. Schwartz