ASSATEAGUE ISLAND ALLIANCE, INC.
ARTICLES OF INCORPORATION

ARTICLE I: CORPORATE NAME

The name of the Corporation shall be Assateague Island Alliance, Inc.

ARTICLE II: PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III: PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The principal office for the business of the Corporation shall be located at 7206 National Seashore Lane, Berlin, MD 21811 with its mailing address being 7206 National Seashore Lane, Berlin, MD 21811. The address of the initial registered office of the Corporation is 7206 National Seashore Lane, Berlin, MD 21811 with its mailing address being 7206 National Seashore Lane, Berlin, MD 21811, and the name of the registered agent at such address is Brandon S. Warner.

ARTICLE IV: MISSION, OBJECTS AND PURPOSES

The Corporation is organized and shall be operated exclusively for public, charitable, scientific, and educational purposes within the meaning and pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1986 (as amended) or under the corresponding provision of any future United States Internal Revenue law. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other nonprofit corporations, organizations, and institutions and governmental agencies carrying on such activities.

The Assateague Island Alliance: promotes the understanding of Assateague Island National Seashore through interpretive and educational publications and programs; advances stewardship through philanthropy for Assateague Island National Seashore; protects, restores, maintains, and preserves land and historic sites; and facilitates high quality resource-compatible recreational opportunities.

ARTICLE V: RESTRICTIONS ON POWERS

Notwithstanding any other provision of these Articles, the powers of the Corporation are restricted as follows:

a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under Section 501 (c)(3) of the Code or (ii) by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Code.
b) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

ARTICLE VI:  MEMBERSHIP

The Corporation shall have no members with voting or other rights or powers under the Maryland Nonprofit Corporation Act. The Corporation may have various classes of non-voting members for fundraising or other purposes.

ARTICLE VII:  FOUNDING BOARD OF DIRECTORS

The corporate powers and management of the Corporation shall be vested in and exercised by a Founding Board of Directors. The Founding Board of Directors shall be composed of at least three (3) members and contain an odd number of members, appointed in the manner set forth in the Bylaws. The names and addresses of its officers are:

1) Dave Blazer - President
   236 Ocean Parkway
   Berlin, Maryland 21811

2) Carolyn Cummins - Treasurer
   9628 Oceanview Lane
   West Ocean City, MD 21842

3) Sylvia Dizon
   70 Fayerweather St.
   Cambridge, MA 02138

4) Paula Liebrecht - Secretary
   10417 Rosement Dr.
   Laurel, MD 20723

5) Jeanne Lynch – Vice-President
   10464 Azalea Road
   Berlin, MD 21811
ARTICLE VIII: OFFICERS

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

ARTICLE IX: PRIVATE INUREMENT

No part of the income, principal or net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation or any other private individual (except that reimbursement for expenditures and the payment of reasonable compensation for services rendered may be made pursuant to authorization from the Founding Board of Directors).

ARTICLE X: POLITICAL ACTIVITIES

No substantial part of the Corporation’s activities shall be 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 or in opposition to any candidate for public office.

ARTICLE XI: PRIVATE FOUNDATION STATUS

Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a “private foundation” within the meaning of Section 509 (a) of the Code, then during such time or times:
(a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
(c ) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c ) of the Code;
(d) The Corporation shall not make any investments that would subject the Corporation to taxation under Section 4944 of the Code; and
(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
The private property of the officers and directors of the Corporation shall not be subject to payment of Corporate debts to any extent whatever.

ARTICLE XII: NONDISCRIMINATORY POLICY

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, sexual orientation or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, sexual orientation or handicap.
ARTICLE XIII: DISSOLUTION

Upon any liquidation, dissolution, or winding up of the Corporation, the Founding Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets, in kind in undivided shares, exclusively to the United States Government, National Park Service, Assateague Island National Seashore or an organization approved by Assateague Island National Seashore that at the time qualifies under Section 501 (c)(3) of the Code, or the United States Government for the benefit of the United States Government for the benefit of its public lands, as the same shall qualify under Section 501 (c)(3) of the Code, as the Founding Board of Directors shall determine. Any of such assets not so disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as the courts shall determine.

ARTICLE XIV: LIABILITY OF DIRECTORS

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director’s liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director’s duty of loyalty to the Corporation; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director’s assent to or participation in the making of a loan by the Corporation to any director or officer of the Corporation; (iv) the director’s assent to a distribution made in violation of C.R.S. Section 7-133-101 (as it may be amended from time to time) or these Articles, and (v) any transaction in which the director (directly or indirectly) received improper personal benefit. Nothing herein will be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XV: INDEMNIFICATION

The Corporation may indemnify its directors, officers, employees and agents as permitted by law and the Bylaws of the Corporation.

ARTICLE XVI: AMENDMENTS TO ARTICLES OF INCORPORATION

Any amendments to these Articles may be proposed by any member of the Founding Board of Directors, except that no amendment shall be made which would change the
nature of the activities to be carried on which would not be permitted by an organization exempt from federal income taxation under Section 501 (c)(3) of the Code. The amendment shall be approved by an affirmative vote of two-thirds of the Directors then in office.

January 1, 2008