

Articles of Amendment and Restatement
For a Tax-Exempt Nonstock Corporation

Friends of the Library, Montgomery County, Maryland, Inc.

Friends of the Library, Montgomery County, Maryland, Inc., a Maryland tax-exempt nonstock corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

- A. The Corporation desires to amend and restate its Articles of Incorporation as currently in effect and as hereinafter amended pursuant to Sections 2-608 and 2-609 of the Maryland General Corporation Law (“MGCL”); and
- B. The provisions set forth below are all the provisions of the charter currently in effect and is hereby amended as follows:

FIRST: The name of the Corporation is:
Friends of the Library, Montgomery County, Maryland, Inc.

SECOND: The purposes of the Corporation are exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and as follows:

- i. to support the public library system in Montgomery County, Maryland;
- ii. to encourage gifts, memorials, and endowments for the benefit of library service;
- iii. to create opportunities for residents to volunteer their assistance;
- iv. to support fundraising efforts for special purposes;
- v. to sponsor community events and activities;
- vi. to assist the library in its public information activities;
- vii. to cooperate with the work of the Montgomery County Library Board and the local library advisory committees; and
- viii. to undertake other projects, programs, and activities not inconsistent with Section 501(c)(3) of the Internal Revenue Code and applicable state law.

THIRD: To carry out the purposes, the Corporation shall have the following powers:

- i. to solicit, receive, and accept, or acquire by gift, donation, devise, grant, purchase, loan, lease, or otherwise, any real and personal property, including money or any interest in property, from any other entity or person, that is suitable or convenient for the purposes of the Corporation;
- ii. to make contributions, loans, or grants that are consistent with the purposes of the Corporation;
- iii. to do all things necessary and 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 not inconsistent with the powers conferred upon a nonstock corporation by the General Laws of the State of Maryland and the requirements of the Internal Revenue Code, without limitation by the above description of specific powers;

FOURTH: The current address of the principal office of the Corporation is:
21 Maryland Avenue, Suite 310, Rockville, MD 20850

FIFTH: The name and address of the current resident agent of the Corporation is:
Dennis Horn, 21 Maryland Avenue, Suite 310, Rockville, MD 20850

SIXTH: The Corporation shall be governed by a Board of Directors. The current number of Directors of the Corporation is 22. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than 3. The current members of the Board of Directors are:

Pamela H. Saussy	Rachel Maleh
Frances M. Frost	Melissa McDonald
Denise Neary	Sharon Paige Nerenberg
Kelly Metz	Cephas Silvera
Lynn Abrahamson	Eric Smith
Javiera Alarcon	Tony Spearman-Leach
Wilson Badillo	Kristen Theiss
Kathy Bittinger	Martin White
Margo Collins	Boshra Nouraie
Tyler Hoover	Josephine Abate
Larissa Johnson	

SEVENTH: The Corporation has adopted Bylaws for the governance of the Corporation.

EIGHTH: The following provisions are hereby adopted to limit and regulate the powers of the Corporation and the Board of Directors:

- i. The Corporation is not organized for pecuniary profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 stated above.
- ii. The Board of Directors shall constitute the members of the Corporation.
- iii. The Corporation has no authority to issue capital stock or declare dividends.
- iv. The Corporation shall conduct and direct its services and the use of its properties and facilities on the basis that such services and uses are available regardless of race, sex, ethnic origin, or religious or political persuasion.
- v. Except as provided in Section 501(h) and 4911 of the Internal Revenue Code, or the corresponding section of any future federal tax 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 or in opposition to any candidate for public office.
- vi. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- vii. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any remaining assets not disposed of by the Board of Directors shall be disposed of by a Court of Competent Jurisdiction of the county 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. Before any such distributions, the Corporation shall first pay all its liabilities as required by Maryland Law.

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

TENTH: The Corporation shall indemnify any and all its current and future directors, officers, employees, and agents acting on behalf of the Corporation as provided in the Bylaws of the Corporation.

This amendment and restatement of the charter of the Corporation has been approved by the directors. There is no membership entitled to vote on amendments or restatements.

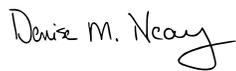
The undersigned acknowledges that this is an act of the above-named Corporation, and verifies, under the penalties for perjury, that the matters and facts stated herein, which require such verification, are true and accurate, to the best of their knowledge, information, and belief.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and

Restatement to be executed in its name and on its behalf by its President and attested to by its

Secretary on 11/09/2022.

Attested to by:



Denise Neary, Secretary

Signed by:



Pamela H. Saussy, President