

MAYOR AND COMMISSIONERS OF THE TOWN OF PERRYVILLE

RESOLUTION NO. 2020 -12

A RESOLUTION OF THE MAYOR AND COMMISSIONERS OF THE TOWN OF PERRYVILLE TO ENDORSE THE FORMATION OF THE FRIENDS OF PERRYVILLE OUTREACH PROGRAM FOUNDATION, INC.

EXPLANATORY STATEMENT: The Town of Perryville established and operates the Perryville Outreach Program to enhance the quality of life and conditions of the youth of the Town of Perryville and the Perryville Elementary school district. The Outreach Program provides alternative solutions to at-risk youth through a combination of preventive programs, guidance, and encouragement. The Outreach Program has been funded primarily by public funds from the Town of Perryville and, to a lesser extent, through public sector grants.

The Mayor and Commissioners and interested citizens of the Town believe that the goals and objectives of the Outreach Program could be significantly enhanced by the supplementation of public funds through community philanthropy involving donor grants and services and community partnerships, and by the establishment of a private, not-for-profit, non-stock, foundation organized under Section 501(C)(3) of the Internal Revenue Code. Articles of Incorporation have been prepared to establish The Friends of Perryville Outreach Program Foundation, Inc., for this purpose. The Mayor and Commissioners believe that the establishment of The Friends of Perryville Outreach Program Foundation, Inc. will be in the public interest to stimulate private sector sources of funding for the Outreach Program in order to supplement operating funds provided by the Town of Perryville.


NOW, THEREFORE, BE IT RESOLVED, that the Mayor and Commissioners of the Town of Perryville endorse the establishment of The Friends of Perryville Outreach Program Foundation, Inc.


AND BE IT FURTHER RESOLVED, that this Resolution shall take effect immediately upon its passage.

READ AND PASSED THIS 6th day of October, 2020.

ATTEST:

MAYOR AND COMMISSIONERS OF
THE TOWN OF PERRYVILLE


Jackie Sample, Town Clerk


Robert R. Ashby, Jr., Mayor

ARTICLES OF INCORPORATION
OF
THE FRIENDS OF PERRYVILLE
OUTREACH PROGRAM FOUNDATION, INC.
(A Non-stock Not-for-Profit Corporation)

FIRST: I, Frederick C. Sussman, whose post office address is 125 West Street, Fourth Floor, Annapolis, Maryland 21401, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation which is hereinafter referred to as the "Corporation", and may be referred to as the "Foundation," is:

The Friends of Perryville Outreach Program Foundation, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

A. The Corporation is organized exclusively for charitable purposes and to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, (hereinafter referred to as the "Code"), and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property, real personal or mixed, without limitation as to amount of value; to sell, convey, and dispose of any such property, and to invest, and reinvest the principal thereof, and to deal with and expend the income and/or principal of property received, for any of the purposes, for which the Corporation is formed, without limitation, but no gift, bequest or devise of property shall be accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal for other than tax exempt purposes that shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Sections 501(c)(3) of the Code; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland can be authorized to exercise, but only to the extent that exercise of such powers are in furtherance of exempt purposes.

B. 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 set forth in this Article THIRD. The Corporation shall not earn a profit, nor shall the Corporation engage in a regular business of a kind ordinarily carried on for profit. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried

on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. The Corporation is organized for the purpose of providing resources for and supporting the operations of the Town of Perryville Outreach Program, and to enhance the quality of life and conditions of the youth of the Town of Perryville, Maryland, and the Perryville Elementary school district, and to that end, as qualified and limited by subparagraphs A and B of this Article THIRD, shall perform the following:

1. Enhance the health, welfare and well-being of the citizens of the Town of Perryville, Maryland;
2. Support programs that provide alternative solutions to at-risk youth through a combination of preventive programs, guidance, and encouragement;
3. Encourage, support and facilitate philanthropy in Perryville through donor grants and services and community partnerships for and on behalf of the Foundation and the Outreach Program;
4. Provide funds that support the mission of the Outreach Program and related programs that motivate youth to strive to develop and achieve their goals to become productive citizens;
5. Provide donations for the operational, capital, and programmatic use of the Perryville Outreach Program; and
6. Raise and expend funds in support of the foregoing purposes.

FOURTH: The post office address of the principal office of the Corporation in this State is 515 Broad Street, P.O. Box 773, Perryville, Maryland 21903. The name of the Resident Agent of the Corporation is Frederick C. Sussman, whose post office address is 125 West Street, 4th Floor, Annapolis, Maryland 21401. This Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock or distributable dividends.

SIXTH: The control and management, and all powers of the Corporation, are vested in a Board of Directors. The number of initial directors of the Corporation shall be five (5). The Board of Directors, by amendment to the Bylaws of the Corporation, may alter the number of Directors so that there are never less than five (5) nor more than eleven (11) Directors. The initial Directors shall serve until their successors are appointed or elected and qualify, which shall be at the first annual meeting of Directors after these Articles of Incorporation are filed. The terms of office of all Directors after the initial Directors, shall be as specified in the Bylaws of the Corporation, which shall provide for the terms of office of Directors to be staggered so that

approximately one-third of all Directors shall be elected each year at the annual meeting of Directors.

SEVENTH: The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors by amendment to the Bylaws may create other officers and assistant officers. The President shall normally preside at meetings of the Board of Directors, and other meetings of the Corporation. The duties of each officer of the Corporation shall be more fully prescribed in the Bylaws.

EIGHTH: The Board of Directors shall be the members of the Corporation, and the Corporation shall have no other members.

NINTH: Except for the initial Board of Directors whose names are set forth in Article "TENTH" of these Articles, the Board of Directors shall be elected or appointed as provided in Article "SIXTH" and in the Bylaws.

TENTH: The names of the initial directors, who shall act until their successors are duly chosen and qualified, are:

- A. Devon Catts, 607 Biddle Street, Chesapeake City, MD 21915
- B. Rachel Deaner, 14 Naylor Blue Court, Port Deposit, MD 21904
- C. Danielle Jones, 623 Rising Sun Road, Rising Sun, MD 21911
- D. Nancy Murphy, 702 Concord Point Drive, Perryville, MD 21903
- E. Tammy Woodard, 402 Piney Point Drive West, Perryville, MD 21903

ELEVENTH: Upon the liquidation or dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed to the Town of Perryville.

TWELFTH: To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal. The Bylaws of the Corporation shall provide for indemnification of its Directors and officers to the maximum extent permitted by Maryland law.

THIRTEENTH: The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

FOURTEENTH: To the maximum extent allowed by Federal law (Federal Volunteer Protection Act) and State law (Maryland Code, Courts and Judicial Proceedings Article), all agents of or volunteers acting for or on behalf of the Corporation shall be exempt from liability for any acts or omissions arising from or related in anyway the activities of the Corporation. The Corporation shall have similar limitations of liability and shall maintain insurance appropriate to effectuate these limitations on liability.

FIFTEENTH:

A. The Corporation shall distribute its income for each taxable 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 Code, or corresponding provisions of any subsequent federal tax laws.

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of October, 2020, and I acknowledge the same to be my act.

WITNESS:




Frederick C. Sussman, Incorporator

I consent to serve as Resident Agent for The Friends of Perryville Outreach Program Foundation, Inc.


Frederick C. Sussman