

2015

RECEIVED JUL 22 2004

ARTICLES OF INCORPORATION
OF
POTOMAC CHAPTER, REGISTRY OF INTERPRETERS FOR THE DEAF, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 24, 1978 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2407, folio 000176, one of the Charter Records of the State
2408 002218
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00 Special Fee paid \$

To the clerk of the Circuit Court of Prince Georges County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been 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 70311

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 7-21-04
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: [Signature], Custodian
This stamp replaces our previous certification system. Effective: 6/95

ARTICLES OF INCORPORATIONPOTOMAC CHAPTER,REGISTRY OF INTERPRETERS FOR THE DEAF, INC.

(A charitable non-profit corporation)

THIS IS TO CERTIFY:

FIRST: The undersigned, Robert D. Roseman, whose post office address is 7101 Wisconsin Avenue, Bethesda, Maryland 20014, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is POTOMAC CHAPTER, REGISTRY OF INTERPRETERS FOR THE DEAF, INC.

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

(a) The Corporation is organized exclusively for educational and 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; 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 therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than

a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended, to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; 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 for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the 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, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 Internal Revenue Code of 1954 (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).

(c) Included among the educational and charitable purposes for which the Corporation is organized as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

- (1) to provide for a more effective use of interpreters and translators by and for deaf people, as well as for the general public.
- (2) to seek ways and means to make interpreting services more available to deaf people.
- (3) to exchange ideas, opinions and experiences concerning interpreting, and to further the use of all effective communicative skills in serving deaf people.
- (4) to strive for the attainment of the highest standards in the use of communicative skills with deaf people.

- (5) to create an awareness among deaf people and the general public of the need for and the availability of interpreting services.
- (6) to act as a body to advance professional and ethical standards for interpreters.
- (7) to obtain funds, and property, both real and personal, by gift, devise, bequest, grant, membership fees, solicitations, and to invest or reinvest said funds and apply all or any part of the income or principal to the aforesaid purposes.

(d) the foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose or object, in any manner, to limit or restrict the generality of any other purpose or object mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is founded upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to Corporations which are contained in the general laws of this State, so long as such powers are not in violation of Section 11 (C) (3) of the Internal Revenue Code.

FOURTH: The post office address of the principal office of the Corporation in this State is Potomac Chapter, Registry of Interpreters for the Deaf, Inc., P. O. Box 27, College Park, Maryland 20740. The resident agent of the Corporation is Michael Deninger whose post office address is 9705 Franklin Avenue, Seabrook, Maryland 20801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue any capital stock and no dividends or pecuniary profits shall be declared or paid or inure to the benefit of any member thereof. The number of qualifications for and other matters relating to its' members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be not less than seven and said number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three. The names of the persons who shall constitute the first members and the Board of Directors of the Corporation are:

002222

~~002470~~

DANIEL POKORNY

CLAIRE GIBSON

MILDRED WAIT

WILLIAM ZERWICK

REX LOWMAN

WILLIAM E. STEVENS

VIRGINIA LEWIS

Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SEVENTH: The Directors shall adopt the By-Laws for the government and management of the Corporation, including provision for election of Directors and Officers, their terms of office, the mode of succession in office, eligibility for membership, meeting dates, annual dues, if any, fiscal year, Executive Committee, Parliamentary authority, committees and such other regulations as may be required, provided same be not inconsistent with the Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: This Corporation shall have perpetual existence.

NINTH: This Corporation is not organized, nor shall it be operated, for pecuniary gains, profits, or dividends to its members, and is organized solely for non-profit purposes. The property, assets, net income, profits, of this Corporation are irrevocably dedicated to the Corporation's educational purposes, and no part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation, association or corporation that is organized and operated exclusively for educational purposes which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code, as amended. If the National

002223 003181

Registry of Interpreters for the Deaf meets the above requirements, this organization should be considered as primary beneficiary in final distribution of net assets.

TENTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article TENTH shall be entitled to exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501 (c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

ELEVENTH: (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 Internal Revenue Code of 1954, 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 Internal Revenue Code of 1954, 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 Internal Revenue Code of 1954, 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as

002224

000100

defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

TWELFTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon officers and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 22nd day of February, 1978 and acknowledge the same to be my act.


ROBERT D. ROSEMAN

WITNESS

Shula M. Stout