

**ARTICLES OF INCORPORATION
OF THE
CHESAPEAKE EDUCATION, ARTS AND RESEARCH SOCIETY, INC.**

FIRST: The undersigned, Margaret Cahalan, 4 Maplewood Ct., Greenbelt, MD 20770, Robert Cahalan, 4 Maplewood Ct., Greenbelt, MD 20770, and Joan Clement, 506 Elm Ave., Takoma Park, MD 20912, being at least eighteen years of age, under the General Laws of the State of Maryland authorizing the formation of a corporation, do hereby form a nonprofit, nonstock corporation.

SECOND: The name of the corporation is: CHESAPEAKE EDUCATION, ARTS AND RESEARCH SOCIETY, INC. (the "Corporation").

THIRD: The purpose or purposes for which the Corporation is organized and the objectives to be carried on and promoted by it, are as follows:

(a) To receive donations from individuals, corporations, foundations, and any other legal persons including religious organizations or governmental agencies, to form and maintain a fund or funds of money, real or personal property or any combination thereof and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax laws. These may be attained, without limiting the Corporation's freedom to pursue these goals through other avenues, by the Corporation acting:

(1) To pursue the charitable objectives of preserving and protecting the environment by bringing together friends, volunteers, environmentalists, natural and social scientists, artists, educators, children, parents, grandparents, and activists to restore, steward, and enhance the physical and spiritual health of our Chesapeake Watershed, and its major drainage basins -- the East-Shore-MD, East-Shore-VA, Patuxent, Potomac, Rappahannock, Susquehanna, West-Shore-MD, and York basins -- as manifested by the diversity of air, land, water, plants, animals, and natural and managed ecosystems in those areas.

(2) To promote the advancement of education by: amassing and sharing knowledge of our watershed; engaging in research directed toward innovative problem-solving in stewardship

of our bioregion and our planet; supporting education projects that effectively engage us in learning about the heritage and future of our diverse bioregion; and by fostering artistic expression related to our watershed's human, natural and environmental issues.

(3) To advance the charitable and educational purposes of working toward creating a sustainable, equitable, and nurturing society within and beyond our bioregion, recognizing the full impact of our choices of sustainable homes, jobs, businesses, food, transportation, and commerce.

FOURTH: The duration of existence of this Corporation shall be perpetual.

FIFTH: The Corporation shall have members without voting rights, whose qualifications, privileges, and obligations shall be as set forth in the Bylaws.

SIXTH: The Corporation shall not be authorized to issue capital stock.

SEVENTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

- (a) No Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes), and no Director or officer of the Corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (b) Legislative and Political Activity. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Distribution of Assets upon Dissolution. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such charitable, scientific or educational organizations as its Board of Directors shall select which then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax laws.

EIGHTH: The Post Office address of the principal office in this State is 4 Maplewood Ct., Greenbelt, MD 20770. The name of the resident agent of the Corporation in this State is Margaret Cahalan, and the address of the resident agent is 4 Maplewood Ct., Greenbelt, MD 20770.

NINTH: The manner of election of Directors of the Corporation shall be as provided in the Bylaws.

TENTH: The number of initial Directors of the Corporation shall be three, which number may be increased pursuant to the Bylaws of the Corporation, and the name of the directors who shall act as the initial Board of Directors until the first meeting or until their successors are duly elected and qualified are: Margaret Cahalan, 4 Maplewood Ct., Greenbelt, MD 20770; Robert Cahalan, 4 Maplewood Ct., Greenbelt, MD 20770; Joan Clement, 506 Elm Ave., Takoma Park, MD 20912.

ELEVENTH: Directors and officers of the Corporation shall have no liability to the Corporation for money damages to the fullest extent permitted under the Maryland General Corporation Law as now enacted or any corresponding provision of any future law of the State of Maryland. Any repeal or modification of this Article shall not adversely affect any right or protection of any director or officer of the Corporation existing at the time of repeal or amendment.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this _____ day of _____, 2006 and acknowledge the same to be our act.

Margaret Cahalan

Robert Cahalan

Joan Clement

Approved and Signed: February 11, 2006