

***STATE OF MARYLAND***  
***Department of Assessments and Taxation***

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 10 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

**ARTICLES OF INCORPORATION-CORPORATION**  
for  
**MARYLAND GLOBAL INITIATIVES CORPORATION**

(Department ID: **D13209457** )

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

In witness whereof, I have hereunto subscribed my signature and affixed the seal of the State Department of Assessments and Taxation of Maryland at Baltimore on this July 03, 2019.



Michael L. Higgs  
Director



*301 West Preston Street, Baltimore, Maryland 21201*  
*Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941*  
*MRS (Maryland Relay Service) (800) 735-2258 TT/Voice*

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**MARYLAND GLOBAL INITIATIVES CORPORATION**

**(a nonstock corporation)**

**ARTICLES OF INCORPORATION**

**FIRST:** The undersigned, Jonathan Z. May, whose post office address is Seven St. Paul Street, Baltimore, Maryland 21202, being at least eighteen years of age and acting as incorporator, does hereby form a nonstock corporation under the Maryland General Corporation Law.

**SECOND:** The name of the corporation (which is hereinafter called the "Corporation") is:

MARYLAND GLOBAL INITIATIVES CORPORATION

**THIRD:** The purposes for which this Corporation is formed are:

(a) to operate exclusively for the benefit of, to perform functions of, and to carry out and support the educational, scientific, literary and charitable purposes of the "Supported Organization" (as hereinafter defined) by, among other things: (i) promoting the advancement of international health, education and research by supporting, fostering and expanding educational and research opportunities, programs, studies, initiatives, projects and the like (collectively, "International Education and Research Programs"), and managing, promoting and arranging for the delivery of such International Education and Research Programs; (ii) promoting, establishing and supporting academic, service and research relationships with educational institutions, non-profit organizations, governments, governmental agencies and institutions, and health care organizations; (iii) requesting and accepting grant awards, sub-grant awards, contracts, and subcontracts that provide resources to support International Education and

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Research Programs and the Corporation's and the Supported Organization's other purposes, operations and activities; (iv) registering to conduct activities in foreign countries as necessary, appropriate or desirable to carry out, conduct or fulfill the Corporation's purposes; (v) forming affiliated or subsidiary organizations and entities as necessary, appropriate or desirable to carry out, conduct or fulfill the Corporation's purposes; and (vi) promoting or providing other services and functions related to the operations and activities of the Supported Organization.

(b) to have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and, to the extent that they are not inconsistent with the educational, scientific, literary and charitable purposes of the Corporation and the limitations imposed by Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, (as amended) or any corresponding provisions at any future United States Internal Revenue Law (the "Code"), any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law;

(c) any other purpose permitted by law that is consistent with the Corporation's designation as a "supporting organization" (under Section 509(a)(3) of the Code) of the Supported Organization; and

(d) to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from Federal income tax under Code Section 501(c)(3), contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, including the making of distributions for charitable, scientific, literary or educational purposes (within the meaning of

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Section 501(c)(3) of the Code) to the Supported Organization, organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or states, territories or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia.

For purposes of these Articles of Incorporation (the "Charter"), the "Supported Organization" shall mean the University of Maryland, Baltimore, or its successor institution.

**FOURTH:** The present address of the principal office of the Corporation in this State is: 220 Arch Street, Room 03-111, Baltimore, Maryland 21201.

**FIFTH:** The name and address of the resident agent of the Corporation in this State are: Resagent, Inc., Seven St. Paul Street, Baltimore, Maryland 21202. Said resident agent is a Maryland corporation.

**SIXTH:** The Corporation is not authorized to issue capital stock.

**SEVENTH:** The Corporation shall have no members.

**EIGHTH:** The initial number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be more than nine (9), or less than three (3) or the minimum number permitted by the Maryland General Corporation Law as now or hereafter in force. The names of the initial directors who will serve until the Corporation's first annual meeting and until their successors are elected and qualify are as follows: James L. Hughes, Susan Gillette, and Bruce Jarrell. Unless otherwise provided in the By-laws of the Corporation, any director (other than an ex-officio director) may be appointed, removed or replaced by the President of the Supported Organization. The Corporation's board of

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directors shall constitute the governing body of the Corporation and shall have the sole management of the property and operations of the Corporation, except as otherwise provided in this Charter or in the By-Laws of the Corporation.

**NINTH:** The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation:

(a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 Article THIRD hereof, and, notwithstanding the forgoing or any other provision of this Charter to the contrary, earnings, funds, or property of the Corporation may be distributed to the Supported Organization at any time and from time to time;

(b) 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;

(c) notwithstanding any other provision of this Charter to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation that is exempt from Federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code; and

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(d) the Corporation is intended to be, and shall be deemed to be, an entity established in accordance with Section 12-113 of the Education Article of the Maryland Annotated Code (as amended from time to time), and as such, in accordance with subsection (b) thereof: (i) the Corporation shall not be considered, for any purpose, to be an agency or instrumentality of the State of Maryland or a unit of the Executive Branch of the State of Maryland; and (ii) the financial obligations or liabilities of the Corporation may not be debts, obligations or liabilities of the State of Maryland or the University System of Maryland.

**TENTH:** During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code, the Corporation shall: (i) distribute its income for such 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; (ii) not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (v) not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ELEVENTH:** In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, the Corporation's board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer and distribute all of the assets of the Corporation to the Supported Organization, to be used for educational, scientific, literary or charitable purposes as the Supported Organization shall determine; provided, however, that if the Supported Organization shall cease to exist (other than

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being replaced by a successor institution) or is not either exempt from Federal income tax under Section 115 of the Code or an organization described in Section 170(b)(1)(A)(ii) or (v) of the Code, then such assets shall be transferred and distributed to the University of Maryland Baltimore Foundation, Inc. (or its successor) so long as at that time such organization is exempt from Federal income tax under Section 501(c)(3) of the Code; provided further, however, that if the University of Maryland Baltimore Foundation, Inc. shall cease to exist and it has no successor, or it (or its successor) has ceased to be an organization that is exempt from Federal income tax under Section 501(c)(3) of the Code, then such assets shall be transferred and distributed to: (i) an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code; or (ii) states, territories or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable, educational, literary or scientific purposes (within the meaning of section 501(c)(3) of the Code). The Corporation's board of directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Anne Arundel County, Maryland or such other court sitting in equity in the political subdivision 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.

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**TWELFTH:** To the maximum extent that limitations on the liability of directors or officers are permitted by the Maryland General Corporation Law and the Code, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of this Charter inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

**THIRTEENTH:** To the maximum extent permitted by the Maryland General Corporation Law and the Code, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify its employees and agent and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation shall, also to the same extent, advance expenses to its directors, officers and other indemnified persons, if any, and, by by-law, resolution or agreement, may make further provision for indemnification of directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of this

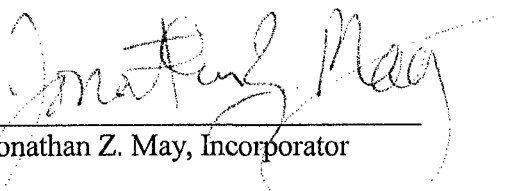
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Charter inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

**FOURTEENTH:** The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 2nd day of September, 2009 and has acknowledged the same to be the act of such incorporator.

  
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Jonathan Z. May, Incorporator

THE UNDERSIGNED HEREBY CONSENTS TO ACT AS RESIDENT AGENT IN MARYLAND FOR MARYLAND GLOBAL INITIATIVES CORPORATION, THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.

RESAGENT, INC.

By: M. Clothilde Dufour

Name: M. Clothilde Dufour

Title: Vice President

CUST ID:0002323987  
WORK ORDER:0001767025  
DATE:09-02-2009 02:49 PM  
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