

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

****KEEP WITH DOCUMENT****

DOCUMENT CODE _____ BUSINESS CODE _____

Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361991687074

ID # D10773380 ACK # 1000361991687074
LIBER: B00835 FOLIO: 1020 PAGES: 0004
THE FOUNDATION OF THE SORROWFUL AND IMM
ACULATE HEART OF MARY, INC.

07/28/2005 AT 03:21 P WO # 0001091411

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: 70

Expedite Fee: 5

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

_____ Certified Copies

Copy Fee: _____

_____ Certificates

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: 5

Other: _____

TOTAL FEES: 175

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent

_____ and Resident Agent's Address

_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Credit Card _____ Check Cash _____

_____ Documents on _____ Checks

Approved By: G

Keyed By: _____

COMMENT(S):

Code _____

Attention: _____

Mail: Name and Address

JANICE PORTNEY

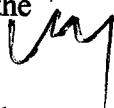
233 EAST REDWOOD STREET

BALTIMORE, MARYLAND 21202

Stamp Work Order
CUST ID: 0001648373
WORK ORDER: 0001091411
DATE: 07-28-2005 03:21 PM
AMT. PAID: \$175.00

**THE FOUNDATION OF THE SORROWFUL AND IMMACULATE
HEART OF MARY, INC.
ARTICLES OF INCORPORATION**

FIRST: The undersigned, Cynthia A. Shay, whose post office address is 233 East Redwood Street, Baltimore, Maryland 21202, being over eighteen (18) years of age, does 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 called the "Corporation") is: The Foundation of the Sorrowful and Immaculate Heart of Mary, Inc. 


THIRD: The Corporation is a nonstock corporation organized and to be operated exclusively for non-profit purposes and not for pecuniary profit or financial gain. The specific purposes for which the Corporation is formed are as follows:

(a) To create a communication system which will inform, educate and disseminate to all people, nationally and internationally, issues and information pertaining to God the Father, the Child Jesus and His Mother Mary.

(b) To conduct or carry on any lawful activity permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code ("the Code") and which shall also be permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170(c)(2) of the Code, provided that any such activity shall be permitted by the laws of the State of Maryland.

(c) Subject to the limitations set forth in ARTICLE EIGHTH hereof, the Corporation shall have and possess all powers conferred on corporations under the laws of the State of Maryland to fulfill the purposes of the Corporation as set forth in this ARTICLE THIRD, except that the Corporation shall not conduct or carry on any activity (i) inconsistent with its aforesaid purposes, or (ii) not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code..

(d) To conduct or carry on any lawful activity permitted to be conducted or carried on by the laws of the State of Maryland.

FOURTH: The address of the principal office of the Corporation in Maryland is 101-2 Silo Hill Road, Emmitsburg, Maryland 21727. The name and address of the resident agent of the Corporation in Maryland is Carla Stone Witzel, 233 East Redwood Street, Baltimore, Maryland 21202. Said resident agent is a citizen of Maryland and actually resides therein. 

FIFTH: The members of the Corporation shall be the members of the Board of Directors of the Corporation ("Directors") who shall be serving as Directors from time to time in accordance with the By-Laws of the Corporation.

SIXTH: The Corporation has no authority to issue capital stock.

SEVENTH: The initial number of Directors of the Corporation shall be seven (7). Thereafter, the number of Directors of the Corporation shall be as set forth in the By-Laws of the Corporation or as established by the Board of Directors from time to time in accordance with the By-Laws of the Corporation. The name of the Directors who shall act until the first annual meeting and until their successors are duly elected and qualified are:

Linda Ryan
Tim Kahne
Peter Blanchard
Marti O'Neill
Alan Todd
Ed Koenke
Michael Sullivan

EIGHTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) The Corporation shall be operated exclusively for charitable, religious and educational purposes under Section 501(c)(3) of the Code. Any property or income not needed by the Corporation for operating expenses and suitable reserves (as determined by the Board of Directors of the Corporation) may be distributed in furtherance of the purposes set forth in paragraphs (a) and (b) above to other charitable organizations which qualify for tax exemption under the provisions of Section 501(c)(3) of the Code or to the federal government, or to a state or local government, for exclusively public purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, Director or officer of the Corporation or any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in ARTICLE THIRD hereof. Except as provided and permitted under Section 501(h) and 4911 of the Code, no substantial part of the activities of the Corporation shall involve 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 any candidate for public office.

(c) Upon the liquidation or dissolution of the Corporation, whether voluntary or involuntary, or the winding up of its affairs, after paying or making provision for the payment of all the liabilities of the Corporation, the assets of the Corporation shall be distributed exclusively to other charitable or educational organizations as shall at the time qualify for tax exemption under the provisions of Section 501(c)(3) of the Code or to a State, possession of the United States, a political subdivision of a State or possession of the United States, the United States or the District of Columbia for exclusively public purposes.

(d) 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.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

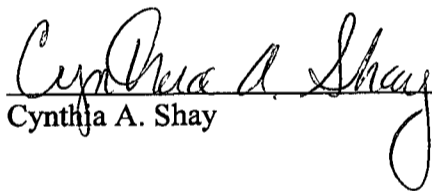
(g) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code .

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

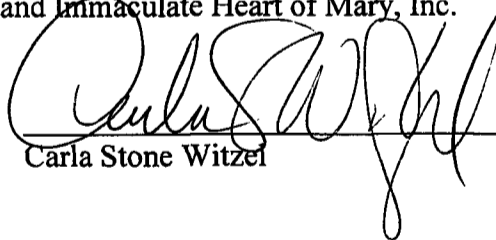
NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its members for money damages except (i) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (ii) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

TENTH: As used in this Article Tenth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Indemnification Provision of the Code"), shall have the same meanings as those words have in the Indemnification Provision of the Code. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Provision of the Code. With respect to an employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by and in the discretion of the Board of Directors of the Corporation, indemnify and advance expenses to such employees or agents in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Provision of the Code.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28th day of July 2005 and I acknowledge the same to be my act.


Cynthia A. Shay

The undersigned individual hereby consents to being designated as the resident agent for The Foundation of the Sorrowful and Immaculate Heart of Mary, Inc.


Carla Stone Witzel