

ARTICLES OF INCORPORATION

CERTIFICATE OF INCORPORATION
OF
THE WOMAN'S CLUB OF BETHESDA, INC.

Liber 62, Folio 30
Recorded January 14, 1926
1:00 P.M.

We, the undersigned, Edith T. Chafee, whose post office address is 6101 Connecticut Avenue, Chevy Chase, Maryland; Emma G. Brandenburg, whose post office address is 1824 Calvert Street, Washington, D.C.; Eleanor T. Cronin, whose post office address is 1216 Sixteenth Street, Washington, D.C.; Mona W. Gill, whose post office address is Alta Vista, Bethesda, Maryland; Ellen H. Imirie, whose post office address is Sonoma, Bethesda, Maryland; Mary Slack Nicholson, whose post office address is "Lenwill," Rockville, Maryland; Beatrice K. Hanson, whose post office address is Alta Vista, Bethesda, Maryland; and Elizabeth Keech Wilson, whose post office address is Chevy Chase,

Maryland, all being adult persons, having associated ourselves with the intention of forming a corporation for the purpose hereinafter stated under and pursuant to the provisions of the General Laws of the State of Maryland, authorizing the formation of corporations, do hereby certify as follows:

1. Name. – The name of the corporation is "The Woman's Club of Bethesda, Incorporated".

Principal Office and Agent. – The Location of its principal office in the State of Maryland is at Bethesda, Montgomery County, Maryland. The name and address of the resident agent is Mrs. Robert Redding, 9105 Falls Chapel Way, Potomac, MD 20854-6129. Said Agent is a citizen of the State of Maryland and actually resides therein. Approved #53498389, State Department of Assessments and Taxation, December 15, 1995, 9:00 A.M.

3. Objects. – The objects for which the corporation is formed are:

To promote civic and economic interest; to contribute and promote charitable and educational activities; to study and consider national and state questions; to increase interest in literature and art; and to do all other acts and things of this general nature.

(b) To acquire, hold, sell, assign, transfer, lease, mortgage or otherwise deal in and dispose of property, both real and personal within or without the State of Maryland, provided that such action is to further directly or indirectly the purposes for which this corporation is organized.

(c) To hold stock in another corporation or corporations.

4. Construction of Powers. – The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation; provided, however, that no earnings of properties or any part thereof accruing to or acquired by this corporation shall in any manner inure to the benefit of any private member or individual.

Capital Stock. – This corporation shall have no capital stock.

Directors. – The corporation shall have eight directors, and the aforementioned subscribers, Edith T. Chaffee, Emma G. Brandenburg, Eleanor T. Cronin, Mona W. Gill, Ellen H. Imirie, Mary Slack Nicholson, Beatrice K. Hanson and Elizabeth Keech Wilson shall act as such until the first annual meeting of the corporation or until their successors are duly chosen and qualified.

7. Meetings. – Both members and directors shall have power, if the bylaws so provide, to hold their meetings and to have one or more offices within or without the State of Maryland, and to keep the books of this corporation (subject to the provisions of the statutes), inside and outside of the State of Maryland, at such places as may be from time to time designated by the Board of Directors.

Bylaws. – Subject always to bylaws made by the members of this corporation, the Board of Directors may make bylaws, and from time to time, may alter, amend, or repeal any bylaws, but any bylaws made by the Board of Directors may be altered or repealed by the members of the corporation at any annual meeting or any special meeting, provided notice of such proposed alteration or repeal be included in the notice of the meeting.

9. Reservations. – This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by statute, and all rights conferred upon the members herein are granted subject to this reservation.

10. Amendment. – In the event of liquidation, dissolution or winding up of the corporation in any manner or for any reason whatsoever, all the assets of the Corporation, after the payment of obligations and liabilities of the Corporation, shall be transferred or conveyed to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose; provided, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, and its regulations, as they now exist or as they may be hereafter amended. Approved by the State Department of Assessments and Taxation Liber 0781, Folio 826, October 26, 1988, 9:00 A.M.

IN WITNESS WHEREOF, we being each of the subscribers hereto hereinbefore named for the purpose of forming a corporation under the laws of the State of Maryland, do make and file this certificate hereby declaring and certifying that the facts herein stated are true, and have accordingly hereunto set our hands and seals this 7th day of January, 1926. [Note: At its September 2, 2014 meeting, the Board of Directors approved a resolution designating Marge D. Shiflett as its Registered Agent. The Recording Secretary will submit said resolution to the State Department of Assessments and Taxation with applicable fee to effect said change in Registered Agent.]

EDITH T. CHAFEE (Seal)

ELLEN H. IMIRIE (Seal)

BEATRICE K. HANSON (Seal)

MONA W. GILL (Seal)

ELEANOR T. CRONIN (Seal)

EMMA G. BRANDENBURG (Seal)

ELIZABETH KEECH WILSON (Seal)

MARY SLACK NICHOLSON (Seal)

Witness: ANNE YEARLY

State of Maryland
County of Montgomery, ss:

A Be it remembered that on this 7th day of January, 1926, before me the subscriber, a notary public in and for the County of Montgomery and State of Maryland, personally appeared Edith T. Chafee, Ellen H. Imirie, Mary Slack Nicholson and Beatrice K. Hanson, and did severally acknowledge that they signed and sealed the foregoing certificate as their voluntary act and deed. Given my hand and seal of office the day and year aforesaid.

ANNE YEARLY,
(Notarial Seal) Notary Pubic

CERTIFICATE OF INCORPORATION OF THE WOMAN'S CLUB OF BETHESDA, INC.

Received for record January 14th, 1926, at 1 o'clock P.M., and approved by the State Tax Commission of Maryland, January 14th, 1926, as in conformity with law and ordered recorded.

Jessee D. Price

Acting Secretary Commissioner,

Recorded in Liber 62, Folio 30, one of the Charter Records of the State Tax Commission of Maryland.

IT IS HERBY CERTIFIED, That the within instrument, together with all endorsements thereon, is a true copy as received, approved and recorded by the State Tax Commission of Maryland. As witness my hand and seal of the said Commission at Baltimore.

THOMAS A. MURRAY, JR.
Secretary