

**COPY****ARTICLES OF INCORPORATION**

of

**THE FINANCIAL PLANNING ASSOCIATION OF MARYLAND, INCORPORATED**

The undersigned incorporator, JAMES B. KENNEY, whose address is 1300 York Road, Suite 120, Lutherville, Maryland, 21093, being at least eighteen (18) years of age, hereby establishes a Non-Stock Corporation, pursuant to the provisions of the Maryland General Corporation Law, and adopts the following Articles of Incorporation.

Article I  
Corporate Name

The name of the Corporation is The Financial Planning Association of Maryland, Incorporated.

Article II  
Period of Duration

This Corporation shall exist in perpetuity.

Article III  
Objects and Purposes

The purpose of the Corporation is to serve the needs of its members and to establish the value of financial planning and the success of the financial planning profession. In furtherance of that purpose, the Corporation shall devote its efforts to develop programs and services which appeal to its members including but not limited to educational classes and seminars, regular Corporation meetings, local and state government affairs, public relations and public affairs. In addition, the Corporation recognizes its primary obligation to represent, promote and sponsor activities, programs and services of the Financial Planning Association.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article.

Article IV  
Powers & Limitations

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon Non-Stock corporations organized under the laws of the State of Maryland.

Article V  
Membership

The Corporation shall have such categories of members whose rights and privileges are set forth in the Bylaws.

Article VI  
Non Profit Status

1. The Corporation is not organized for profit and no part of the net earnings, if any, of this Corporation shall inure to the benefit of any private shareholder, member or individual.

2. No dividend or distribution of the property of this Corporation shall be made until all debts are fully paid, and then only upon final distribution and surrender of this Corporation's organization and name.

Article VII  
Directors

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of such numbers of members as the Board of Directors shall, from time to time, determine, but in no case shall the number be less than five (5). The Board of Directors may make, alter and amend the Bylaws. The names and addresses of the initial directors are:

James B. Kenney  
Michael A. Braun  
Rita Abel  
Scott Steele  
Jessica Bassett

Robert Cassell  
F. Michael Curley  
Kevin P. Condon  
David L. Berman  
Herb Meushaw

Gilbert P. Davis  
Louis J. Ulman  
Shaun Eddy  
John Robert Hill  
Sean A. Kelly

Dwight A. Mikulis  
Paul W. McGillicuddy  
Deborah E. Voso  
Steven A. Larson  
Donald L. Lebowitz

Article VIII  
Officers

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

Article IX  
Registered Office and Registered Agent

The address of the initial registered office of the Corporation is 325 Dixie Drive, Towson, Maryland, 21204. The name of the registered agent and his address is James B. Kenney, c/o Ms. Becky Baummer, 325 Dixie Drive, Towson, Maryland 21204.

Article X  
Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to the Financial Planning Association, a District of Columbia nonprofit corporation. Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine. In the event of termination of the Corporation's relationship with the Financial Planning Association, the Corporation shall dissolve and distribute its assets in accordance with its Affiliation Agreement with the Financial Planning Association.

Article XI  
Amendment

The 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 or the Bylaws, and all rights conferred upon members herein are subject to this reservation.

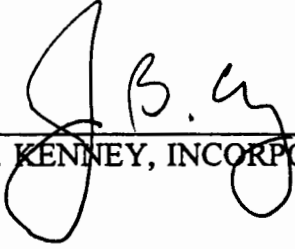
Article XII  
Indemnification

The Corporation shall indemnify its directors, officers, employees and agents to the maximum extent permitted by Maryland law.

Article XIII  
Limitation of Liability

To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Articles of Incorporation or Bylaws inconsistent with the Article, shall apply to or effect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to the amendment, repeal or adoption.

IN WITNESS WHEREOF, the above-named incorporator has signed these Articles of Incorporation and acknowledging them to be his act this 4<sup>th</sup> day of JANUARY, 2000.

  
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JAMES B. KENNEY, INCORPORATOR