

Assessments and Taxation



Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

Charter Division

Date: 01/27/2009

EPA OF MD
PO BOX 799
REISTERSTOWN MD 21136-0799

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : THE FINANCIAL PLANNING ASSOCIATION OF MARYLAND,
INCORPORATED

DEPARTMENT ID : D05637962

TYPE OF REQUEST : ARTICLES OF AMENDMENT

DATE FILED : 01-19-2009

TIME FILED : 11:21 AM

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EXPEDITED FEE : \$50.00

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CUSTOMER ID : 0002233298

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PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 346-5941

ARTICLES OF AMENDMENT

(1)

(2) The Financial Planning Association of Maryland, Incorporated
a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation is hereby amended as follows:

In accordance with Article XI of the Articles of Incorporation of the Financial Planning Association of Maryland, Incorporated, a Maryland non-stock corporation, and upon the direction of its Board of Directors on August 21, 2008, the following amendments and changes are made to the Articles:

• Article III (Objects and Purposes) is amended and changed to read

The Financial Planning Association of Maryland is a Chapter of the Financial Planning Association, a District of Columbia nonprofit corporation ("FPA"). The purpose of the Chapter is to serve the needs of its members and to establish the value of financial planning and the success of the financial planning profession.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation will 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 Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation will inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any other private person. Directors and Officers, other than the Executive Director, will not receive any compensation for their services as Directors or Officers. However the Association will reimburse, under guidelines published annually, expenses that are incurred by Directors or Officers in the performance of their duties.

• Article V (Membership) is amended and changed to read

The Corporation will have such categories of members whose rights and privileges are set forth in the Bylaws of FPA. Dues will be established by FPA.

This amendment of the charter of the corporation has been approved by

~~(4) the directors. There is not membership entitled to vote on amendments~~

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

(5) 
Secretary

(5) 
President

(6) Return address of filing party:
FPA of MD, Inc
PO Box 799
Reisterstown MD 21136

PRL
7/7/03 1-4-2000

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 4th day of JANUARY, 2000.



JAMES B. KENNEY, INCORPORATOR

IN WITNESS WHEREOF, the parties have caused this Affiliation Agreement to be executed by their duly authorized officers, effective as of the day and year first written above.

THE FINANCIAL PLANNING ASSOCIATION
OF MARYLAND, INC.:

COPY

By: _____

James B. Kenney, CLU, ChFC

January 4, 2000

Date

THE FINANCIAL PLANNING ASSOCIATION:

COPY

By: _____

President

January 4, 2000

Date

Accepted & Approved by:

The Financial Planning Association

By

James G. McCallen
Executive Director

Date

March 8, 2000