

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

COMMITTEE FOR MONTGOMERY, INC.

THIS IS TO CERTIFY:

That Committee for Montgomery, Inc., a Maryland corporation, (hereinafter referred to as ("Corporation")) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

The charter of the Corporation is hereby amended and restated in its entirety as follows:

ARTICLE I: The name of the Corporation shall be, COMMITTEE FOR MONTGOMERY, INC.

ARTICLE II: The period of existence of this Corporation shall be perpetual.

ARTICLE III: The present address of the principal office of the Corporation in this State is: 14933 Waterway Drive, Rockville, Maryland, 20853.

ARTICLE IV: The name and address of the resident agent of the Corporation in this State are: Ken Muir, 14933 Waterway Drive, Rockville, Maryland, 20853. Said resident agent is a citizen of the State of Maryland who resides there.

ARTICLE V: The Corporation is organized NOT FOR PROFIT. The general purposes for which this Corporation is formed, and business or objects to be carried on and promoted by it are as follows:

- (a) To promote the social welfare, common good and general welfare of the people of Montgomery County, Maryland.
- (b) To bring together diverse segments of Montgomery County's political and community spectrum to assist the County's elected officials in presenting Montgomery County's priorities before the State government and State legislature.
- (c) To develop strategies to obtain additional recognition and support from the State government and officials for these priorities.
- (d) To encourage information and participation from a broad spectrum of people who live or work in Montgomery County.
- (e) To study and develop positions on legislation and issues important to Montgomery County and to actively work with officials on these matters.

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- (f) To develop dialogues and working relationships with similar groups from other jurisdictions.
- (g) To engage in any lawful activities which are in furtherance of the purposes of the Corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment of the exercise thereof, as conferred by the General Laws of the State of Maryland, in furtherance of its tax-exempt non-profit purposes. The provisions of subparagraphs (a) through (g), both inclusive, of this Article shall not be construed as purposes, but shall be construed as independent powers and the matters expressed in each such provisions shall not, unless otherwise expressly provided, be limited by reference to, or inference from any other provision of this Article. This Corporation may carry out its purposes and exercise its powers in any State, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of such State, territory, district or possession of the United States, or by such foreign country; and this Corporation may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any such State, territory, district or possession of the United States, or any such foreign country. Notwithstanding the foregoing, the Corporation shall have no power to directly or indirectly engage in any activity which would jeopardize or invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(4) of the Internal Revenue Code, as amended.

No substantial part of the activities of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, or the rating of any candidate for public office. The Corporation shall not carry on a business with the general public, which is in any way similar to an organization that is operated for profit.

ARTICLE VI: The Corporation shall have one or more types of members. The designation of such type or types and the qualifications and rights of the members of each type shall be set forth in the Bylaws of the corporation.

ARTICLE VII: The Corporation shall not be authorized to issue capital stock. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 its purposes set forth in Article V. The members of this Corporation shall not be personally liable for the debts, liabilities or obligations of this Corporation.

ARTICLE VIII: The number of Directors of the Corporation shall be set forth in the Bylaws. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation to not more than forty (40) and not less than seven (7). The qualifications, powers, duties and tenure of the office of Director and the manner by which Directors are to be

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chosen shall be as prescribed and set forth in the Bylaws of the Corporation. Officers of the Corporation shall be elected and shall serve as provided for in said Bylaws. A list of directors is attached on Exhibit A hereto.

ARTICLE IX: As used in this Article IX, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

1. The Corporation shall indemnify, defend and hold harmless a member, director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

2. To the extent not prohibited by the Indemnification Section, the members, directors and officers of the Corporation shall not be liable to the Corporation for any mistake or misjudgment, negligent or otherwise, except for their own individual willful misconduct or bad faith.

ARTICLE X: These Articles shall only be amended in accordance with the Corporation's Bylaws.

ARTICLE XI: In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for the promotion of social welfare as shall at the time qualify as an exempt organization under 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986 (or corresponding provisions of later Federal tax laws), as the Board of Directors shall determine."

These Amended and Restated Articles of Incorporation have been approved by the required two-thirds (2/3's) majority of the Board of Directors of the Corporation as stated in the Bylaws.

IN WITNESS WHEREOF, I signed these Amended and Restated Articles of

Incorporation this 26 day of February, 2008.

Carla Satinsky
Carla Satinsky, Secretary

Bonnie Cullison
Bonnie Cullison, President and Chair

I hereby consent to act as resident agent in the State of Maryland for
Committee for Montgomery, Inc.

Ken Muir
Ken Muir, Resident Agent

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EXHIBIT A
To
Amended and Restated Articles of Incorporation
Committee for Montgomery

Board of Directors

Jaclyn R. Lichter
Maria Maldonado
Victor B. Salazar
Jinhee Kim Wilde
Dan Wilhelm
Vivan Yao
Rebecca Newman
Enid Gonzalez Aleman
Fernanda Cruz-Villalba
Gail Heath
Ellen Bogage
Jeffrey Buddle
Theresa Cameron
Adrienne Lees

Amy L. Presley
Brian Rosen
Richard McArdle
Daniel Meijer
Ken Muir
Rebecca Strandberg
Douglas "Rex" Trabue
Georgette Walsh Godwin
Henry Hailstock
Linna Barnes
Steward Edelstein
Fred Evans
John Fincran

Rebecca Wagner
Charles Washington, Jr.
Carla Satinsky
Matthew L. Shiffcrmilller
Lois Stoner
Charlotte Davis
Nguyen Minh Chau
Elaine Amir
Bonnie Cullison
Sanford Daily
Diane Hibino
Robert Jepson
Dorothy B. Kanc