



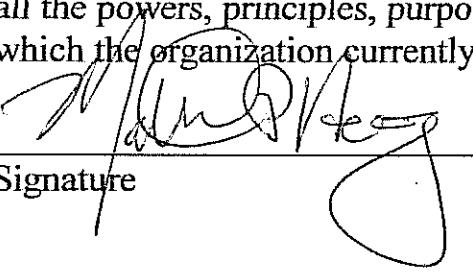
# Fells Prospect<sup>inc.</sup>

Upper Fells Point West Canton Community Association

Fells Prospect, Inc. P.O. Box 38291, Baltimore MD 21231

Matthew P. Haag  
President

The attached articles of incorporation or bylaws of Fells Prospect, Inc. are complete and correct copies of the organizational documents which embody all the powers, principles, purposes, functions, and other provisions by which the organization currently governs itself.

  
Signature

President

Date

3/17/06

ARTICLES OF INCORPORATION  
OF

CONCERNED CITIZENS OF UPPER FELL'S POINT AND WEST CANTON, INC.

FIRST: I, the undersigned, Rodney L. Payne, whose post office address is 285 S. Washington St., Baltimore, MD 21231, being at least eighteen (18) years of age, do hereby form a nonprofit, nonstock corporation.

SECOND: The name of the corporation (hereinafter referred to as the Corporation) is Concerned Citizens of Upper Fell's Point and West Canton, Inc.

THIRD: The purposes of the Corporation are as follows:

(A) The primary purpose and essence of the Corporation are exclusively nonprofit and for social welfare as defined under section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue Law or Regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code);

(B) To promote the common welfare of the residents of the Upper Fell's Point and West Canton Community;

(C) To more effectively advocate the concerns of the Upper Fell's Point and West Canton community to the entities of state and local government;

(D) To undertake other projects, programs and activities not inconsistent with Section 501(c)(4) of the Internal Revenue Code and applicable state law as the need to do so presents itself in the opinion of the Board of Directors.

FOURTH: In order to carry out the purposes, the Corporation shall have the following powers within the stated limitations:

(A) To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, any property without limitation;

(B) To make contributions, loans or grants which are consistent with the purposes of the corporation;

(C) To make agreements and contracts and incur liabilities;

(D) To do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized as the Directors of the Corporation may from time to time deem appropriate and which are not inconsistent with the powers conferred upon a non-stock corporation by the General Laws of the State of Maryland and the requirements of the Internal Revenue Code;

(E) The Corporation is not organized for pecuniary profit. The Corporation shall have no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of nor be distributed to any member, director, officer or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments in furtherance of the purposes herein set forth.

FIFTH: The post office address of the principle office of the Corporation is 423 South Madeira Street, Baltimore, Maryland 21231. The name and post office address of the Corporation's Resident Agent is Jean Blair, 423 South Madeira

copy of the  
STATE OF MARYLAND  
DEPARTMENT OF AGENTS AND TRUSTEES  
BY:  
This stamp replaces our previous certification system. Effective: 10/24/92

Street, Baltimore, MD 21231. Said agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Directors of the Corporation shall be five (5) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial Directors, who shall act until the first annual meeting or until their successors are chosen, are Rodney Payne, Robert Roth, Christopher Brown, Jean Blair, and Olga Lopez. Each Director shall have one vote. The Board of Directors elected and serving from time to time shall perpetuate itself in accordance with the Bylaws of the Corporation.

SEVENTH: The Corporation shall have no capital stock and is not authorized to issue capital stock. The Corporation shall be composed of members. Qualifications for membership in the Corporation shall be as defined in the Bylaws, but in no case shall membership be restricted on the basis of race, sex, religion or national origin.

EIGHTH: The duration and existence of the Corporation shall be perpetual.

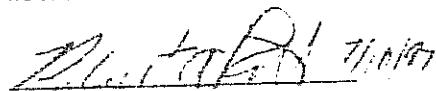
NINTH: If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all the net assets of the Corporation exclusively for the same or similar purposes as those of the Corporation or to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the same time qualify as an exempt organization under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, provided the Corporation, before any such distributions shall first pay all of the liabilities of the Corporation as required by the General Laws of the State of Maryland. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

TENTH: The Corporation may indemnify any and all of its current and future directors, officers, employees and agents as provided in the Bylaws of the corporation.

ELEVENTH: The Corporation shall adopt Bylaws for the further government of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my own act this tenth day of July, 1996.

WITNESS:





7-10-97

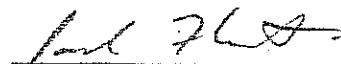
**ARTICLES OF REVIVAL**  
for  
**CONCERNED CITIZENS OF UPPER FELLS POINT AND WEST CANTON, INC.**

- FIRST:** The name of the Corporation at the time the charter was forfeited was **CONCERNED CITIZENS OF UPPER FELLS POINT AND WEST CANTON, INC.**
- SECOND:** The name which the Corporation will use after the revival is **FELLS PROSPECT, INC.**
- THIRD:** The address of the principal office in this state is 9192 Red Branch Road, Suite 300, Columbia, Maryland 21045-2054.
- FOURTH:** The name and address of the Resident Agent are James B. Kraft, Esquire, 9192 Red Branch Road, Suite 300, Columbia, Maryland 21045-2054.
- FIFTH:** These Articles of Revival are for the purposes of reviving the charter of the Corporation.
- SIXTH:** At, or prior to, the filing of these Articles of Revival, the Corporation has (a) paid all fees required by law; (b) filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited; (c) paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the Corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

The undersigned, who were respectively, the last acting President and Secretary of the Corporation severally acknowledge the Articles to be their act.



Ray Blankenheim, Last Acting President



Paul Flinton, Last Acting Secretary

I hereby consent to my designation in this document as Resident Agent for this Corporation.

ID # D04817227 ACK # 1000343831000000  
LIBER: 800284 FOLIO: 0903 PAGES: 0003  
FELLS PROSPECT, INC.



James B. Kraft, Esquire

Please return to:

Law Offices of James B. Kraft  
9192 Red Branch Road  
Suite 300  
Columbia, Maryland 21045-2054

\*\* KEEP WITH DOCUMENT  
DEPT OF ASSESSMENTS AND TAXATION  
REF ID: 0000654875  
WORK ORDER: 0000460638  
DATE: 06-07-2001 06:17 PM  
AMT. PAID: \$50.00

DOCUMENT CODE 18BA

BUSINESS CODE \_\_\_\_\_

# D 64817227

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

**FEES REMITTED**

Base Fee: 50

Org. & Cap. Fee: \_\_\_\_\_

Expedite Fee: \_\_\_\_\_

Penalty: \_\_\_\_\_

State Recordation Tax: \_\_\_\_\_

State Transfer Tax: \_\_\_\_\_

2 Certified Copies: 1

Copy Fee: 8

~~G2104~~ Certificates: \_\_\_\_\_

Certificate Fee: 12

Other: \_\_\_\_\_

TOTAL FEES: 50

Credit Card \_\_\_\_\_ Check  Cash \_\_\_\_\_

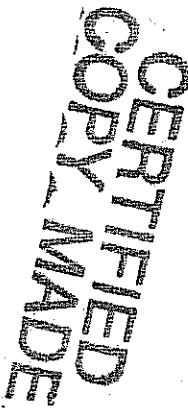
Documents on \_\_\_\_\_ Checks \_\_\_\_\_

APPROVED BY: J.W.

KEYED BY: J.W.

COMMENT(S):

EE \$200 / PPLMS (copying) close file



- 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)

CODE \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Law Office of James B. Kraft  
9192 Red Branch Rd., Suite 3,  
Columbia, MD 21045-2054