

**ARTICLES OF INCORPORATION  
Of  
CATOCTIN LAND TRUST, INC.**

**THIS IS TO CERTIFY THAT:**

**FIRST:** The name of the Corporation is: Catoctin Land Trust, Inc.

**SECOND:** The Corporation is organized exclusively for conservation, ecological, scientific, historical, educational, scientific, literary and other charitable purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), and the Treasury Regulations thereunder or otherwise pertaining thereto (the "Regulations"), further including but not restricted to the following more specific purposes:

A. To educate the members of the Corporation and the general public, and particularly the residents of Maryland, of the importance of their collective natural heritage and to aid in and further the preservation of natural areas, open space, and lands of ecological and historical significance, as well as architecture and other historical items and artifacts, in and around the Catoctin Mountains.

B. To act as a "qualified organization" under Section 170(h) of the Code for the purpose of accepting "qualified conservation contributions" in accordance with said Section of the Code.

C. To engage in and promote the scientific study of and education regarding natural resources.

D. To use all properties held or controlled by the Corporation and the net earnings thereof for the charitable benefit of the general public and for conservation, ecological, scientific, historical, educational, recreational and charitable purposes.

**THIRD:** The Corporation shall be authorized:

A. To acquire by gift, devise, bequest, purchase or otherwise, real and personal property, both tangible and intangible, and interests therein, with or without restriction of use, in accordance with the corporate purposes.

B. To hold for investment or in trust and to sell, lease, encumber or dispose of any such real property, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation for the sole benefit of this Corporation and not for pecuniary profit.

C. The Corporation is specifically authorized to cut and sell timber contained on any real property under its ownership and control as determined to be necessary and advisable

under a Forest Management Plan and to sell development rights pertaining to such property.

D. To have and to exercise to the extent necessary or desirable for the accomplishment of any of the foregoing purposes and objectives, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, or in conflict with Section 501(c)(3) of the Code or the Regulations with respect thereto, any and all powers conferred upon non-stock corporations by the Maryland General Corporation Law.

FOURTH: The post office address of the principle office of the corporation in the State of Maryland is 12805-A Mink Farm Road, Thurmont, Maryland 21788. The registered agent of the Corporation in this state is Samuel T. Castleman III , whose post office address in the State of Maryland is 12805-B Mink Farm Road, Thurmont, Maryland 21788. Said registered agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall not be authorized to issue capital stock.

SIXTH:

A. The business and affairs of the Corporation shall be managed under the direction the Board of Directors. The Board of Directors shall be self-perpetuating, meaning that the then existing Directors of the Corporation shall have the sole power and authority to elect their successors and to fill any vacancies on the Board. Although the Corporation may have members, such members shall not have the power to elect Directors and shall only have such power and privileges as are expressly conferred upon them under the Bylaws of the Corporation or by written resolutions of the Board of Directors

B. The number of directors of the corporation shall be not less than three (3), nor more than fifteen (15), which number may be increased or decreased pursuant to the bylaws of the Corporation.

C. The following persons named in these Articles of Incorporation shall initially serve as the members of the Board until their successors are duly chosen and qualified.

NAME	ADDRESS
Donald Briggs	130 S. Seton Ave., Suite 1 P.O. Box 1139 Emmitsburg, MD 21727-1139
Ray Herndon	5409 W. Cedar Ln. Bethesda, MD 20814

Sam Castleman            12805-B Mink Farm Road  
 Thurmont, MD 21788-1402

**SEVENTH:** The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the corporation and of the directors and members:

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private person except that reasonable compensation be paid for services actually rendered to or for the Corporation and no member, director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Code, and the Regulations thereunder as they now exist or as they may hereafter be amended, and the Corporation not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office.

B. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry out any activities not permitted to be conducted or carried out by an organization exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) thereof.

C. In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation, after the payments of the obligations and liabilities of the Corporation, shall be transferred to one or more corporations or associations having a similar or analogous character or purpose (including, by way of example, but not by limitation, the Potomac Conservancy or the Chesapeake Bay Foundation) as may be selected by the Corporation's Board of Directors; provided, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code.

## **EIGHTH**

A. The Corporation reserves the right to make, by vote or written assent of two-thirds of the members of the Board of Directors, any amendments to these Articles of Incorporation which may now or hereafter be authorized by law.

B. The Board of Directors of this Corporation shall have the power to enact and adopt bylaws and to provide for the exercise of any and all powers of this Corporation.

**NINTH:** The duration of the Corporation shall be perpetual.

**IN WITNESS THEREOF**, the undersigned, being at least eighteen years of age, does hereby sign these Articles of Incorporation on the \_\_\_\_ day of \_\_\_\_\_, 2000, and

severally acknowledge the same to be his act to form a corporation under the general laws of the State of Maryland.

WITNESS

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INCORPORATOR

\_\_\_\_\_

Samuel T. Castleman, III