

AMENDED
ARTICLES OF INCORPORATION
of
ANNAPOLIS SYMPHONY ORCHESTRA, INC.
(a nonstock corporation)
(D00046870)

ANNAPOLIS SYMPHONY ORCHESTRA, INC., a Maryland nonstock corporation, having its principal office at 801 Chase Street, Annapolis, Maryland 21401, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST : The Charter of the Corporation is hereby amended by striking in their entirety:

the Articles of Amendment dated November 20, 2003 and approved by the Department on November 24, 2003 and

the Articles of Amendment and Restatement dated July 24, 1996 and approved by the Department on October 17, 1996

And by substituting in lieu thereof the following:

“ARTICLE I

The name of the Corporation (which is hereinafter called the "Corporation") is:

ANNAPOLIS SYMPHONY ORCHESTRA, INC.

ARTICLE II

The Corporation is organized exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations (the "Code") as they now exist or as they may hereafter be amended, including but not limited to:

(1) Doing anything permitted by Title 5, Subtitle 2 (nonstock corporations) of the Corporations and Associations Article of the Annotated Code of Maryland solely and exclusively within the context of charitable,

scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Code, provided such activity does not cause the disqualification of the Corporation for tax exemption or its termination as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code, or the disqualification of the Corporation as a corporation described under Section 170(c)(2), Section 2055(a)(2) and Section 2522(a)(2) of the Code.

(2) Making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or income thereof in such a manner as, in the judgment of the Board of Trustees, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, provided such activity does not cause the disqualification of the Corporation for tax exemption, or its termination as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code or the disqualification of the Corporation as a corporation described under Section 170(c)(2), Section 2055(a)(2), and Section 2522(a)(2) of the Code, these Articles of Incorporation, Bylaws of the Corporation, or any laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, **but not** for pecuniary profit or financial gain of its Trustees or Officers.

(3) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees, Officers of the Corporation or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and reasonable payments and distributions may be made in furtherance of the purposes set forth in Article III(1)) hereof, and no Trustees, Officers of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(4) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of any statements) any political campaign on behalf of any candidate for public office.

(5) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code and as it now exists or as it may hereafter be amended or the corresponding Section of any future federal tax code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code as it now exists or as it may hereafter be amended or the corresponding section of any future federal tax code.

(6) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code as it now exists or as it may hereafter be amended or the corresponding Section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations that are exempt from federal income taxation under Section 501(c)(3) of the Code as it now exists or as it may hereafter be amended, or the corresponding section of any future federal tax code, as said Court shall determine, which are organized and operated exclusively for such purposes as described in these Articles.

ARTICLE III

During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code:

(1) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code;

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code; and,

(6) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity that may properly be engaged in by any organization that is exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

ARTICLE IV

The control, management, and all powers of the Corporation are vested in a Board of Trustees which shall have all the powers of a board of directors of a nonstock corporation under Maryland law. Pursuant to Section 1-101 (l) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board is the governing body of the Corporation and members of the Board may be designated as Trustees. The number of Trustees of the Corporation shall be three (3) which number may be increased or decreased pursuant to the Bylaws of the Corporation, provided that the number of Trustees shall never be less than permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland. The number, qualifications of, and other matters relating to its Trustees shall be as set forth in these Amended Articles of Incorporation and the Bylaws of the Corporation.

As neither these Amended Articles of Incorporation nor the Bylaws of the Corporation otherwise provide for members, solely for purposes of Title 5, Subtitle 2, Section 5-204 of the Corporations and Associations Article of the Annotated Code of Maryland, the Trustees, in their capacity as duly elected Trustees, except any elected Trustees emeritus, shall constitute the members of the Corporation.

The following individuals under the current Bylaws are the duly elected Trustees with the current term of an individual Trustee ending on the date noted after the Trustee's name or to serve thereafter until his/her replacement has been elected and the replacement has accepted the position. Trustees designated as emeritus are not voting Trustees and are not included in determining a quorum.

The current duly elected Trustees are as follows:

Georgianna Crosby	3 rd term	June 30, 2026
Ginger From	3 rd term	June 30, 2026
Mary McKiel	3 rd term	June 30, 2027
Robert Arias	3 rd term	June 30, 2027
Charles Grudzinkskas	3 rd term	June 30, 2027
Geraldine Ladd Jones	3 rd term	June 30, 2027
Deborah Howe	2 nd term	June 30, 2025
Shelley Row	2 nd term	June 30, 2025
Stephen Sotack	2 nd term	June 30, 2025
Elizabeth Maxwell-Schmidt	2 nd term	June 30, 2026
Ann Whitcomb	2 nd term	June 30, 2026
Katherine Edwards	2 nd term	June 30, 2027
Monique Langston	2 nd term	June 30, 2027
William Davis	1 st term	June 30, 2025
Michelle Hellstern	1 st term	June 30, 2025
Marie Treanor	1 st term	June 30, 2025
Christina Young	1 st term	June 30, 2025
Sonja Gladwin	1 st term	June 30, 2026
Collot Guerard	1 st term	June 30, 2026
William Hoff	1 st term	June 30, 2027
Jeanne Kelly	1 st term	June 30, 2027
Florence Calvert, Emeritus	2 nd term	June 30, 2025
Jill Kidwell, Emeritus	1 st term	June 30, 2025

ARTICLE V

(1) The Corporation shall indemnify: (a) its Trustees, whether serving or having served the Corporation or, at its request any other entity, to the full extent permitted by Maryland laws now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law; (b) its Officers to the same extent it shall indemnify its Trustees; and (c) its Officers who are not Trustees to such further extent as shall be authorized by the Board of Trustees and be consistent with law; provided, however, the foregoing shall not limit the

authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations that are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code. No amendment of these Amended Articles of Incorporation or the repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to any act or omission that occurred prior to such amendment or repeal.

(2) To the fullest extent permitted by Maryland law from time to time, as amended or interpreted, no Trustee or Officer of this Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of Trustee and Officer liability shall only be to the extent permitted of organizations that are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitations or liability provided to Trustees and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE VI

The existence of the Corporation shall be perpetual.

ARTICLE VII

The Corporation is not organized for profit; it shall have no capital stock and has no authority to issue capital stock.

ARTICLE VIII

No amendment to either the Amended Articles of Incorporation or the Bylaws may alter the general character of the Corporation as one organized and operated exclusively for charitable, scientific, literary, and educational purposes. The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation provided the same not be inconsistent with these Amended Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

ARTICLE IX

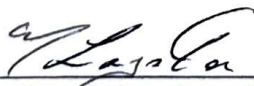
The post office address of the principal office of the Corporation in this State is 801 Chase Street, Annapolis, Maryland 21401

The resident agent is Shelley Row and her address is 801 Chase Street, Annapolis, Maryland 21401.

SECOND: By written informal action, unanimously taken by the Board of Trustees, pursuant to and in accordance with Title 2, Subtitle 4, Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Trustees of the Corporation duly advised the foregoing Amended Articles of Incorporation and by written informal action unanimously taken by the Trustees and in accordance with Title 5, Subtitle 2, Section 5-204 of the Corporations and Associations Article of the Annotated Code of Maryland, the Trustees in their capacity as members of the Corporation duly approved said Articles of Amendment.

IN WITNESS WHEREOF, **ANNAPOLIS SYMPHONY ORCHESTRA, INC.** has caused these Amended Articles of Incorporation to be signed in its name and on its behalf by its President/Chairperson and its corporate seal to be hereunder affixed and attested by its Secretary on this ___ day of _____, 2024 and its President/Chairperson acknowledges that these Amended Articles of Incorporation are the act and deed of the Annapolis Symphony Orchestra, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respect to the best of her knowledge, information and belief.

ATTEST



Monique Langston, Secretary ("SEAL") Shelley Row, President/Chairperson

I hereby consent to serve as the resident agent of the Corporation.



Shelley Row
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