

I.D. NO# D0219063
ACKN. NO. - 140C31129
VILLA JULIE COLLEGE, INC.

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

COLLEGE, INC.

APPROVED FOR RECORD

01/13/98 AT 02:47 P.M.

(corporation)

1-13-98 at 2:47 p.m.

ARTICLES OF AMENDMENT AND RESTATEMENT

Villa Julie College, Inc., a Maryland non-stock corporation organized pursuant to Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Corporations Article"), having its principal office in Baltimore County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

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FIRST

The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND

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The Charter of the Corporation is hereby amended by striking out in their entirety Articles FIRST through TENTH inclusive, and by substituting in lieu thereof the following:

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

VILLA JULIE COLLEGE, INC.

"ARTICLE SECOND: The Corporation is formed and shall be operated exclusively for the following charitable and educational purposes:

(a) To create, carry on, conduct and maintain a school, college and educational institution for the purposes of teaching and instructing in the arts, sciences and letters or any and all branches of learning; to give instructions by lectures and by any and all other proper means and to employ the necessary lecturers, professors, teachers, instructors and other persons for such purposes.

(b) To give, grant and confer certificates, diplomas and the usual degrees upon such person or persons who satisfactorily and fully complete the course or courses of study prescribed by the Corporation as a condition precedent to receiving such certificates, diplomas and degrees, respectively, and those persons who, in the judgment of the authorities of said Corporation, are entitled to receive same by reason of their eminence in life.

(c) To establish, develop and maintain a library.

(d) To purchase, receive, have, hold and enjoy in fee or for any less estate, any lands, tenements, annuities, or hereditaments and all other property of every kind and description, with full power and authority to sell, mortgage, transfer or otherwise dispose of the same at its pleasure and in furtherance of the objects and purposes for which the Corporation is formed.

In furtherance of said purposes, the Corporation shall have the power to do any and all actions incidental or conducive to the attainment of its objects and purposes and to do such acts, and exercise such powers, as may be legally carried on by a non-stock corporation under the general laws of the State of Maryland, provided that notwithstanding any other provision of the Charter, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provision of any subsequent federal tax law (hereinafter called the "Code").

✓ "ARTICLE THIRD: The post office address of the principal office of the Corporation is 1525 Greenspring Valley Road, Stevenson, Maryland 21153. The name and post office address of the Resident Agent of the Corporation in this State is Catherine A. Curtis, c/o Villa Julie College, Inc., 1525 Greenspring Valley Road, Stevenson, Maryland 21153. Said Resident Agent is an individual actually residing in the State of Maryland.

"ARTICLE FOURTH: The Corporation has no authority to issue capital stock and shall not operate for a pecuniary profit.

"ARTICLE FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers, or any member (if applicable) or individual, 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 the exempt purposes set forth herein. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Charter, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

"ARTICLE SIXTH: The property, funds and affairs of the Corporation shall be managed and conducted under the direction of, and its powers vested in, the Board of Trustees. The Corporation shall have no fewer than seven (7) nor more than twenty-five (25) trustees, which numbers may be increased or decreased pursuant to the Bylaws of the Corporation, provided that at all times the number of trustees shall not be less than the minimum number permitted by the General Laws of the State of Maryland. The names of the current Trustees who shall serve until their successors are duly elected and qualify, are

as follows: Thomas F. Brady, Robert C. Brennan, Henry D. Felton, IV, Bart Herbert, Jr., Charles E. Herget, Jr., F. George McNab, III, Melvyn T. Pugatch, Hugh A. Woltzen, Rose Dawson, Carolyn Manuszak, Donald B. Ratcliffe, The Honorable Robert F. Sweeney, Eugene M. Feinblatt, Esq., Joseph Haskins, Jr., William K. Hellmann, Timothy F. Maloney, Esq. and Sister Mary Ellen Goenner (Emeritus).

"ARTICLE SEVENTH: The Bylaws of the Corporation may provide that the Corporation shall have members. In the absence of a provision for members in the Bylaws, or if in fact the Corporation has no members, the Trustees shall function as both members and Trustees.

"ARTICLE EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Trustees and the officers: - -

(a) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Trustees or officers of this Corporation are pecuniarily or otherwise interested in, or are trustees, directors or officers of, such other corporation; and Trustees or officers of this Corporation individually, or any firm of which any Trustee or officer of this Corporation may be associated, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Trustee or officer of this Corporation who is also a trustee, director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Trustees of this Corporation which shall authorize any such contract or transactions, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a trustee, director or officer of such other corporation or not so interested, provided that there has been full compliance with the provisions of the Corporations Article, now or hereafter in force.

(b) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted from time to time, no Trustee or officer of the Corporation shall be personally liable to the Corporation for money damages. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Trustees and officers under this paragraph with respect to any act or omission that occurred prior to such amendment or repeal.

The enumeration and definition of a particular power of the Board of Trustees or the officers included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Trustees or the officers under the Corporations Article, as amended from time to time.

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

(b) The Corporation shall indemnify and advance expenses to a Trustee or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(c) Neither the amendment nor repeal of this Article Ninth, nor the adoption of any provision to the Charter of the Corporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a Trustee or former Trustee or an officer or former officer of the Corporation with respect to his or her act or failure to act which occurred prior to such amendment, repeal or adoption.

"ARTICLE TENTH: In the event of the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes for which the Corporation is organized and one or more of the exempt purposes within the meaning of Section 501(c)(3) of the Code, or 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, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes."

THIRD

The Board of Trustees of the Corporation have duly approved and adopted a resolution declaring that the amendment and restatement to the Charter hereinabove set forth was advisable, approved and adopted. The Corporation has no members.

IN WITNESS WHEREOF, Villa Julie College, Inc. has caused these Articles of Amendment and Restatement to be signed in its name by its President and attested on its behalf by its Secretary on this 7 day of January, 1998, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Villa Julie College, 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 respects to the best of her knowledge, information and belief.

ATTEST:

VILLA JULIE COLLEGE, INC.



Rose Dawson, Secretary



Carolyn Manuszak, President