

**ARTICLES OF INCORPORATION
OF
CHESAPEAKE LEGAL ALLIANCE, INC.**

FIRST: The undersigned, Russell B. Stevenson, Jr., whose address is 733 Dividing Road, Severna Park, Maryland 21146, being at least eighteen years of age, does hereby form a corporation under the laws of Maryland.

SECOND: The name of the corporation is Chesapeake Legal Alliance, Inc. (the "Corporation").

THIRD: The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws). Within the limits imposed thereby, the purposes of the Corporation are to protect, defend, and improve the quality of the Chesapeake Bay and its tributaries. All funds of the Corporation, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to these purposes.

FOURTH: The street address of the Corporation in Maryland is 733 Dividing Road, Severna Park, Maryland 21146.

FIFTH: The name of the resident agent of the Corporation in Maryland is Russell B. Stevenson, Jr., whose address is 733 Dividing Road, Severna Park, Maryland 21146.

SIXTH: The Corporation has no authority to issue capital stock.

SEVENTH: The number of directors of the Corporation shall initially be three, which number may be increased pursuant to the bylaws of the Corporation. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Russell B. Stevenson, Jr., Richard D'Amato, and Eric Rubin.

EIGHTH:

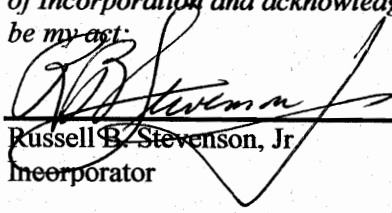
- (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
- (b) No part of the assets or earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article THIRD hereof.
- (c) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article THIRD hereof.

STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the <u>3</u>	
page document on file in this office. DATED: <u>2-26-09</u>	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: <u>[Signature]</u>	Custodian
This stamp replaces our previous certification system. Effective: 6/95	

- (d) In the event that the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws):
- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
 - (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
 - (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
 - (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).
 - (5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

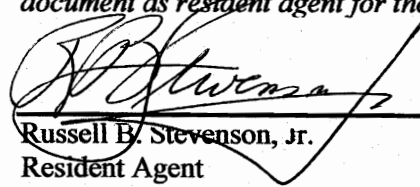
NINTH: Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

In witness whereof, I have signed these Articles of Incorporation and acknowledge the same to be my act:



Russell B. Stevenson, Jr.
Incorporator

I hereby consent to my designation in this document as resident agent for the Corporation:



Russell B. Stevenson, Jr.
Resident Agent

Filing party's return address:

733 Dividing Road
Severna Park, MD 21146

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE ON BUSINESS CODE 04

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Affix Barcode Label Here

Affix Barcode Label Here

New Name _____

FEES REMITTED

Base Fee:	_____	<u>100</u>
Org. & Cap. Fee:	_____	<u>78</u>
Expedite Fee:	_____	<u>78</u>
Penalty:	_____	
State Recordation Tax:	_____	
State Transfer Tax:	_____	
Certified Copies	_____	<u>73</u>
Copy Fee:	_____	
Certificates	_____	
Certificate of Status Fee:	_____	
Personal Property Filings:	_____	
Mail Processing Fee:	_____	
Other:	_____	<u>50</u>
TOTAL FEES:	_____	<u>263</u>

- _____ 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)

Credit Card _____ Check X Cash _____
_____ Documents on _____ Checks

Approved By: 6

Keyed By: _____

COMMENT(S):

Code _____

Attention: RUSSEL B. STEVENSON, JR.

Mail: Name and Address

733 DIVIDING RD.

SEVERNA PARK, MD 21146

Stamp Work Order and Customer Number HERE