

THE ALUMNI ASSOCIATION OF ST. JOHN'S
COLLEGE, ANNAPOLIS, MARYLAND, INC.

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Luther S. Tall, whose post-office address is No. 4429 Wickford Road, Baltimore, Maryland, Roland M. Wegner, whose post-office address is No. 2 East Lexington Street, Baltimore, Maryland, and William F. Stromeyer, whose post-office address is Annapolis, Maryland, all being of full legal age do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is:

THE ALUMNI ASSOCIATION OF ST. JOHN'S
COLLEGE, ANNAPOLIS, MARYLAND, INC.

THIRD: That the purposes for which this Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

1. To maintain and perpetuate the interest of members of the Corporation in St. John's College and in its associations and friendships which were formed during their student life, and in every legitimate way to promote the welfare of St. John's College.

2. To create, solicit and maintain endowment funds for the purposes of the Corporation, and to provide by-laws for the administration of the same by a separate Board of Directors or otherwise.

3. To purchase, receive by deed, devise or bequest (subject to any limitations imposed by law if any there be applicable to this Corporation), hold and sell, lease or otherwise dispose of real and/or personal property, to borrow money by mortgage and/or bonds or other evidences of indebtedness and to solicit and disperse money for the accomplishment of any or all of the foregoing purposes and objects, and all other objects and purposes of this Corporation.

4. In general to have and exercise all powers conferred by the general laws of the State of Maryland upon corporations without capital stock formed thereunder as fully and to the same extent as though each and all of the said powers were enumerated and set forth at length herein, nor shall the enumeration of certain powers herein exclude, diminish or in any manner effect the right of the corporation to have and exercise any other power or powers other than those specifically mentioned or referred to herein.

5. To acquire, lease and/or lend real estate, chattels, real and personal property of any kind, character and description.

6. To create a fund from the collection of dues and assessments or otherwise for any lawful purpose which may be decided upon by the Board of Directors herein.

7. In general to do any and every act or thing necessary, convenient or calculated to further the above specified objects of the Corporation, or to enhance the value of its property or further its best interests.

FOURTH: That the post-office address of the place at which the principal office of the Corporation in this State will be located is 1153 Calvert Building, Baltimore, Maryland. The Resident Agent of the Corporation is Edgar T. Fell, whose post-office address is No. 1145 Calvert Building, Baltimore, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall not have less than three nor more than seven directors, and Luther S. Tall, Doctor Amos Hutchins, Roland M. Wegner and William F. Stromeyer shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws may from time to time provide.

SIXTH: That the Corporation shall have no capital stock, but its power shall not be thereby in any manner restricted except as may be provided by law.

SEVENTH: That in addition to the directors above named, the members of the Corporation shall be all persons who are Alumni in good standing of St. John's College, Annapolis, Maryland, and who shall be elected to membership by the members, the Board of Directors, or the Executive Committee in accordance with the provisions of the by-laws, but any such membership, including any property rights or appurtenances thereto, shall be subject to termination in accordance with the provisions of the said by-laws.

EIGHTH: That subject to the provisions of the by-laws, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of a majority or any other designated proportion of the members, or to be otherwise taken or authorized by vote of the members of the association, such action shall be effective if taken or authorized in any case by not less than a majority of all the votes thereon to which all the members present, in person or by proxy, shall be entitled, except in cases in which the law authorizes such action to be taken or authorized by a less vote.

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Incorporation this 22 day of January, 1934.

Luther S. Tall, President

Roland M. Wegner, Secretary

William F. Stromeyer, Treas.

STATE OF MARYLAND

CITY OF BALTIMORE

I hereby certify that on this 22 day of January, 1934, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, aforesaid, personally appeared Luther S. Tall, Roland M. Wegner and William F. Stromeyer, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

Witness my hand and notarial seal, the day and year last above written.

Mary A. Cox

Notary Public

(Notarial Seal)

Certificate of Incorporation of "THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE, ANNAPOLIS, MARYLAND, INC." received for record February 14, 1934, at 11:45 o'clock A.M., and approved by the State Tax Commission of Maryland February 14, 1934, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price

Commissioners

ARTICLES OF AMENDMENT
OF
THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE,
ANNAPOLIS, MARYLAND, INC.
CHANGING ITS NAME TO:
THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 17, 1939 AT 4:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED

ORGANIZATION AND
CERTIFICATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

20.00

D0252890

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ELIZABETH H. BLUME
ST. JOHN'S COLLEGE ALUMNI
ASSOCIATION
P.O. BOX 1571
ANNAPOLIS

NO 21404

1 17 1939

A 286879



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOUR.

3103

St. John's College
Alumni Association

St. John's College
Annapolis, Maryland 21404

ASSESSMENTS
11/17/82 et Vice Pres.

Articles of Amendment

The Alumni Association of St. John's College, Annapolis, Maryland, Inc., a Maryland corporation having its principal office in Anne Arundel County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

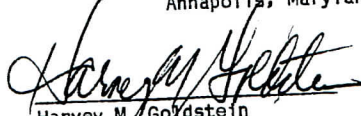
FIRST: The Charter of the Corporation is hereby amended by changing the name of the Corporation to:


The Alumni Association of St. John's College, Inc.

SECOND: The amendment of the Charter of the Corporation as hereinafter set forth has been duly advised by the Board of Directors and approved by the Directors of the Corporation and the members of the Corporation.


IN WITNESS WHEREOF: The Alumni Association of St. John's College has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on October 21, 1982.

ATTEST: The Alumni Association of St. John's College,
Annapolis, Maryland, Inc.


Harvey M. Goldstein
President


John Van Doren
Secretary

THE UNDERSIGNED, President of the Alumni Association of St. John's College, Annapolis, Maryland, Inc., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation, and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof, are true in all material respects and under penalties of perjury.


Harvey M. Goldstein
President

ST 85 030 15 100-1001 1001

LE 8 V L-001 1001

NOTICE OF CHANGE OF RESIDENT AGENT

THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE, ANNAPOLIS, MARYLAND

7793

302

received for record February 13, 1970

at 9:17 M.

and recorded on Film No. ~~786~~

Frame No. ~~599~~ one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Anne Arundel County.

AA No 6607

SPECIAL FEE PAID \$3.00

Recording Fee Paid 2.00

\$5.00

Mr. Clerk - please mail to Mr. Thomas Parran, Jr.
c/o Alumni Office
St. John's College, Annapolis, Maryland 21404

CERTIFICATE OF CHANGE OF RESIDENT AGENT AND
OF POST OFFICE ADDRESS OF RESIDENT AGENT

OF

THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE,
ANNAPOLIS, MARYLAND, INC.

(a Maryland Corporation)

RESOLUTION OF DIRECTORS

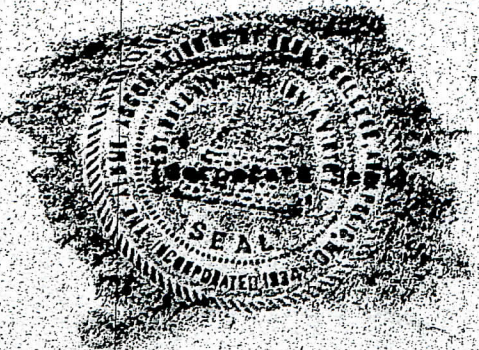
At a meeting of the Board of Directors of The Alumni
Association of St. John's College, Annapolis, Maryland, Inc.,
a corporation of the State of Maryland, duly held on the 20th
day of January, 1970, the following resolution
was adopted:

RESOLVED that THOMAS PARRAN, JR., a citizen of
the State of Maryland, actually residing there-
in, whose address is "c/o Alumni Office, St.
John's College, Annapolis, Maryland 21404" is
hereby designated as the Resident Agent in the
State of Maryland and in charge thereof, upon
whom process against this corporation may be
served in the State of Maryland, and the
authority of Edgar T. Fell, 1163 Calvert Build-
ing, Baltimore, Maryland to act as the Resident
Agent of the corporation in Maryland be and it
hereby is revoked and annulled.

CERTIFICATE

I, Nancy E. Solibakke, Secretary of The
Alumni Association of St. John's College, Annapolis, Maryland,
Inc., a corporation of the State of Maryland, hereby certify that
the foregoing is a full, true and correct copy of a resolution
adopted by the Board of Directors at the meeting above mentioned.

Nancy E. Solibakke
Secretary



ARTICLES OF AMENDMENT
OF
THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE, ANNAPOLIS, MD, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 6, 1984 at 9:45 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2639**, folio **001457**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

drb

To the clerk of the _____ circuit Court of Anne Arundel County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



A 164257

THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE,
ANNAPOLIS, MARYLAND, INC.

ARTICLES OF AMENDMENT

The Alumni Association of St. John's College, Annapolis, Maryland, Inc., a non-stock, not-for-profit corporation of the State of Maryland, having its principal office in Anne Arundel County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The articles of incorporation of the Corporation are hereby amended by striking out article Third, paragraph number five; article Fourth; and inserting in lieu thereof the following:

THIRD: Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

The business and objects to be carried on and promoted by said Corporation are as follows:

1. To maintain and perpetuate the interest of members of the Corporation in St. John's College and in its associations and friendships which were formed during their student life, and in every legitimate way to promote the welfare and advance the interests of St. John's College.

.....

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is "c/o St. John's College, Annapolis, Maryland 21404." The Resident Agent of the Corporation is Kenneth Kimble, whose post office address is "c/o The Alumni Association of St. John's College, Annapolis, Maryland, Inc., St. John's College, Annapolis, Maryland 21404." Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, 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 purposes set forth in Article Third above.

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 any candidate for public office.


Notwithstanding any other provision of these articles, 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 Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

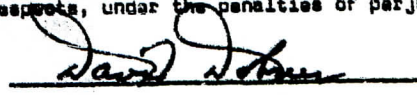
SIXTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

.....
(remaining sections renumbered)

SECOND: The amendment of the articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and there is no stock entitled to vote on the matter either outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF: The Alumni Association of St. John's College, Annapolis, Maryland, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on January 30, 1984.
ATTEST: THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE, ANNAPOLIS, MARYLAND, INC.,
David Dobraer, President and Kenneth Kimble, Secretary
THE UNDERSIGNED, President of The Alumni Association of St. John's College, Annapolis, Maryland, Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Kenneth Kimble, Secretary


David Dobraer, President