

**SECOND AMENDED ARTICLES OF INCORPORATION  
OF  
TALBOT COUNTY TAXPAYERS ASSOCIATION, INC.**  
(A non-stock, not-for-profit corporation)

**FIRST:** The undersigned, Michael A. Pretl, whose post office address is Riverton Wharf, Riverton, Maryland 21837-2204, being at least twenty-one (21) years of age, under and by virtue of the General Laws of the State of Maryland hereby amends the Articles of this non-profit corporation without capital stock, pursuant to the Corporations and Associations Article of the Annotated Code of Maryland.

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

**TALBOT COUNTY TAXPAYERS ASSOCIATION, INC.**

**THIRD:** The purposes for which the Corporation is formed as hereby amended are as follows:

A. Primarily, to inform and to educate the citizens and taxpayers of Talbot County, Maryland, with respect to potential improvements in Maryland State and Talbot County tax and revenue policies.

B. To raise awareness of deficiencies in present tax policies affecting citizens and taxpayers of Talbot County.

C. To conduct research into alternate policies, forms and methods of state and local taxation, potentially adaptable for use in the State of Maryland and in Talbot County.

D. To educate, motivate, and organize citizens of Talbot County to seek alterations and improvements in local tax policies.

E. To raise funds from the community, from businesses and from foundation sources, to carry out the above purposes.

F. To expend funds for educational programs and for support of tax reform measures in the local community.

G. To support legislative measures calculated to improve the assessment and use of local tax revenues.

H. Generally, to own and acquire real and personal property by gift, grant, devise, purchase, loan, lease or otherwise, and to purchase, take, own, use, hold, improve, lease, sell, exchange, convey, transfer or in any manner dispose of real or tangible property in whole or in

part within or without the State of Maryland.

I. To solicit and accept grants, donations and charitable contributions from various sources for such funding (including foundations and charitable and governmental agencies, businesses and individuals) to be maintained in accounts of the Corporation and used solely for the educational and charitable purposes of the Corporation, and not for any individual or commercial purposes.

J. To enter into, make and perform contracts of every kind in furtherance of those purposes with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

K. To have one or more officers and to hire a staff of professional, as well as of non-professional and clerical personnel, and to conduct all of its operations and to promote its objects and purposes within or without the State of Maryland, without restriction as to place or amount.

L. To hold such bank accounts as may be approved by the Board of Directors, to accept donations, gifts, grants, loans, fees and receipts of any kind, and to apply all such funds to the purposes of the Corporation.

M. To carry on any other types of activities in connection with the foregoing which may be necessary or useful to the furtherance of its primary purposes, and to operate not for profit but solely for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended.

N. No part of the assets of the Corporation, and no part of any net earnings of the Corporation, shall be divided among nor inure to the benefit of any officer or director of the Corporation or of any private individual, or be appropriated for any purposes other than the purposes of the Corporation herein set forth; and other than as permitted under Section 501(c)(3) of the Internal Revenue Code, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting in any substantial way 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, except as permitted under the aforementioned Section 501(c)(3) of the Internal Revenue Code, and the regulations of the Internal Revenue Service.

O. Upon liquidation or dissolution of the Corporation, and after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors sees fit.

P. The foregoing shall be construed as both objects and powers, and the

enumeration thereof shall not be held to limit nor restrict in any manner the general powers conferred on the Corporation by the laws of the State of Maryland. The Corporation is empowered to do any and all things not inconsistent with these Articles nor in violation of law.

**FOURTH:** The post office address of the principal office of the Corporation in this State is: **28602 Clubhouse Drive, Easton, Maryland 21601**. The resident agent of the Corporation in this State is **George Strother, 28602 Clubhouse Drive, Easton, Maryland 21601**. The Resident Agent is an individual actually residing in this State.

**FIFTH:** The Corporation shall have no capital stock, and its members shall be the members of the Board of Directors as elected or designated from time to time pursuant to the Bylaws.

**SIXTH:** The number of Directors of the Corporation shall be at least nine, and no more than fifteen, and the number may be changed from time to time pursuant to the Bylaws. The names of the current Directors are as follows:

<b>Owen Wormser</b>	<b>Bernice Walk</b>	<b>George Strother</b>
<b>Michael Vorhies</b>	<b>John Jessup</b>	<b>Thomas O'Hara</b>
<b>Dennis Osterman</b>	<b>Edward J. Doyle</b>	<b>Francis Haythe</b>
<b>Chet Walk</b>	<b>Emery Hertelendy</b>	<b>Eileen Deymier</b>
<b>Barbara Padden</b>	<b>Carl Widell</b>	<b>Donald Challoner</b>

**SEVENTH:** The Board of Directors shall adopt Bylaws for the management, regulation, and control of the affairs of the Corporation, provided that such Bylaws shall not be inconsistent with these Articles nor with the laws of the State of Maryland. The Bylaws adopted by the Board of Directors may be amended at any time by affirmative vote of two-thirds majority of the entire Board at any meeting, after due notice of such proposed amendments pursuant to the Bylaws.

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of March, 2009, and acknowledge the foregoing Articles of Incorporation to be my act and deed.

Signed \_\_\_\_\_  
WITNESS

Signed \_\_\_\_\_  
MICHAEL A. PRETL

**CONSENT OF RESIDENT AGENT**

Pursuant to Article Fourth of the foregoing Second Amended Articles of Incorporation, I hereby consent to serve as Resident Agent of the Talbot County Taxpayers Association, Inc.

Signed \_\_\_\_\_

George Strother  
28602 Clubhouse Drive  
Easton, Maryland 21601.