

# **Eastern Shore Center for Independent Living**

## **ARTICLES OF INCORPORATION**

ARTICLES OF INCORPORATION  
OF  
EASTERN SHORE CENTER FOR INDEPENDENT LIVING, INC. *9/16/98*  
(A corporation without authorized stock) *Diola*

FIRST: I, the undersigned, Randy N. Whaples, whose post office address is 2 Sandy Acres Road, Cambridge, Maryland 21613, being at least eighteen (18) years of age, do hereby form a nonprofit, nonstock corporation.

SECOND: The name of the corporation (hereinafter referred to as the Corporation) is Eastern Shore Center for Independent Living, Inc.

THIRD: The purposes of the Corporation are exclusively charitable, educational, and nonprofit as defined under section 501 ( c ) (3) of the Internal Revenue code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue Law or Regulations thereunder, hereinafter collectively referred to as the Internal Revenue Code) as follows:

- (A) To provide an array of independent living services to people with a wide range of significant disabilities who are residents of Cecil, Queen Anne, Caroline, Talbot, Kent, Dorchester, Wicomico, Worcester and Somerset counties, Maryland referred to from this point on as Eastern Shore of Maryland that will enable them to fully participate within their communities;
- (B) To promote a philosophy of independent living based upon the principles and practices of consumer control, peer support, self-help, self-determination, and equal access;
- (C) To provide individual advocacy service for people with significant disabilities who are residents of the Eastern Shore of Maryland that will enable them to maximize their leadership, empowerment, independence and productivity and to be fully integrated and included in the mainstream of American society;
- (D) To engage in systems advocacy activities that will increase the capacity of communities within the Eastern Shore of Maryland to meet the needs of individuals with significant disabilities and fully include them in all aspects of community life;
- (E) To engage in educational activities that will replace prejudice and discrimination with understanding and acceptance, in order to increase opportunities for people with significant disabilities in all aspects of life, including, but not limited to: housing, transportation, community access, employment and recreation; and
- (F) To undertake other projects, programs and activities not inconsistent with Section 501 ( c ) (3) of the Internal Revenue Code and applicable state law as the need to do so presents itself in the opinion of the Board of Directors.

FOURTH: In order to carry out the purposes, the Corporation shall have the following powers within the stated limitations:

- (A) To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, any property without limitation;
- (B) To make contributions, loans or grants which are consistent with the purposes of the Corporation;

- (C) To make agreements and contracts and incur liabilities;
- (D) To do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized as the Directors of the Corporation may from time to time deem appropriate and which are not inconsistent with powers conferred upon a nonstock corporation by the General Laws of the State of Maryland and the requirements of the Internal Revenue Code;
- (E) The Corporation is not organized for pecuniary profit. The Corporation shall have no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of nor be distributed to any member, director, officer or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments in furtherance of the purposes herein set forth;
- (F) Except as provided in sections 501 (h) and 4911 of the Internal Revenue code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions, the Corporation shall not carry on any activities not permitted to be carried on:
  - (1) By a corporation exempt from Federal income tax under section 501 ( c ) (3) of the Internal Revenue Code or
  - (2) by a corporation, contributions to which are deductible under 170 ( c ) (2) of the Internal Revenue Code.
- (G) The Corporation shall not carry on activities prohibited by the Internal Revenue Code for a private foundation to be tax exempt, including the Corporation: shall distribute its income for each tax 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 Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943 ( c ) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code.

FIFTH: The post office address of the principal office of the Corporation is 2 Sandy Acres Road, Cambridge, Maryland 21613. The name and post office address of the Corporation's Resident Agent is Randy N. Whaples, 2 Sandy Acres Road, Cambridge, Maryland 21613. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial Directors, who shall act until the first annual meeting or until their successors are chosen, are Dora Lee, John Merry, Leslie Ruhl and Randy N. Whaples. Each Director shall have one vote. The Board of Directors elected and serving from time to time shall perpetuate itself in accordance with the Bylaws of the Corporation.

SEVENTH: The Corporation shall have no capital stock and is not authorized to issue capital stock. The number and qualifications for any other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

EIGHTH: The duration and existence of the Corporation shall be perpetual.

NINTH: If the Corporation is dissolved or ended for any reason, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively for the same or similar purposes as those of the Corporation or to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501 ( c ) (3) of the Internal Revenue Code, provided the Corporation, before any such distributions shall first pay all of the liabilities of the Corporation as required by the General Laws of the State of Maryland. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

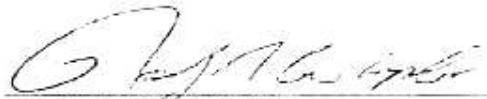
TENTH: The Corporation may indemnify any and all of its current and future directors, officers, employees and agents as provided in the Bylaws of the Corporation.

ELEVENTH: The corporation shall adopt Bylaws for the further government of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my own act on this \_\_\_\_\_ day of September 1998.

WITNESS:

  
James K. Whaples

  
(RANDY N. WHAPLES)