

BALTIMORE COUNTY PUBLIC SCHOOLS

DATE: July 8, 2003
TO: **BOARD OF EDUCATION**
FROM: Dr. Joe A. Hairston, Superintendent
SUBJECT: Consideration of Proposed Amendment to Charter of Baltimore County
Public Schools Education Foundation
ORIGINATOR: **John Hayden, Board Member**

RECOMMENDATION

That the proposed amendment be approved.

The effect of the proposed amendment would be to convert the Foundation to a free-standing organization, which would elect its own Board of Directors. The Board of Education would, however, continue to be represented on the Foundation's board with two Board of Education members selected by the Board of Education to serve as Foundation Board members.

JAH/csw

INFORMAL ACTION & CONSENT OF SOLE MEMBER
of
BALTIMORE COUNTY PUBLIC SCHOOLS EDUCATION FOUNDATION,
INC.
(a Maryland Nonstock Corporation)

July 8, 2003

The undersigned, constituting the sole Member of Baltimore County Public Schools Education Foundation, Inc., a Maryland nonstock corporation (the "Corporation"), does hereby take the actions below set forth, and to evidence its waiver of any right to dissent from such actions, does hereby consent as follows:

WHEREAS, the sole Member of the Corporation desires to withdraw as a member of the Corporation and to assist the Corporation in establishing a new membership comprised of the directors of the Corporation;

NOW THEREFORE, it is hereby:

RESOLVED: That the amendments to the Articles of Incorporation as set forth in the form of the Articles of Amendment and Restatement of the Corporation, attached hereto as **Exhibit A** and incorporated by reference herein, be and the same are hereby approved;

FURTHER RESOLVED: That the appropriate officers of the Corporation are hereby authorized and directed to execute, for and on behalf of the Corporation and under its corporate seal or otherwise, any agreements, documents or other instruments, and to take from time to time any and all such other actions necessary or desirable to carry out the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the Baltimore County Board of Education (the "Board") has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on the 8th day of July, 2003 and its President acknowledges that this Informal Action & Consent is the act and deed of the Board, 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 his knowledge, information and belief.

ATTEST:

BALTIMORE COUNTY BOARD OF
EDUCATION

Joe A. Hairston, Secretary

Board of Education President

Exhibit A

Amended and Restated Articles of Incorporation

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
BALTIMORE COUNTY PUBLIC SCHOOLS EDUCATION FOUNDATION, INC.**

Baltimore County Public Schools Education Foundation, Inc., a Maryland corporation, having its principal office at 6901 Charles Street, Towson, Maryland 21204 (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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: The Charter of the Corporation is hereby amended by striking in their entirety all previous provisions of the Charter and substituting in lieu thereof the following:

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

Baltimore County Public Schools Education
Foundation, Inc.

SECOND: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are:

1. To act for the benefit of the Baltimore County Public Schools by providing support for its educational activities and functions, including, but not limited to, the provision of financial, material, and human resources and/or moral support to such activities and functions. In so doing the Corporation will seek to maintain a liaison and partnership with organizations and individuals interested in providing support to Baltimore County Public Schools, which support shall be consistent with the

aims and objectives of Baltimore County Public Schools as they may be from time-to-time.

2. To foster and support charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provisions of such future United States Internal Revenue Codes as may from time to time be enacted).

3. In order to carry out the general purposes heretofore set out, and limited to these purposes, the Corporation shall have the following powers and purposes:

(a) To take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

(b) To sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received.

(c) To receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for any or all of the foregoing purposes (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes.

(d) To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for any or all of the foregoing purposes.

(e) To do anything permitted by the provisions of the Corporation and Associations Article of the Annotated Code of Maryland, but not any power which would be in conflict with Section 501(c)(3) of the Internal Revenue Code of 1986.

(f) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to members, associate members, 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 this Article. 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 statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provisions of such future United States Internal Revenue Codes as may from time to time be enacted), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any corresponding provisions of such future United States Internal Revenue Codes as may from time to time be enacted).

(g) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational, religious or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provisions of such future United States Internal Revenue Codes as may from time to time be enacted), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a 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.

THIRD: The address of the principal office of the Corporation in this State is 6901 Charles Street, Towson, Maryland 21204.

FOURTH: The Resident Agent of the Corporation is Resagent, Inc., Suite 1400, Seven Saint Paul Street, Baltimore, Maryland 21202. Said Resident Agent is a Maryland corporation.

FIFTH: The Corporation is not authorized to issue any capital stock. The following persons are the Members of the Corporation as of the date these Articles of Amendment and Restatement are accepted for record by the Maryland State Department of Assessments and Taxation:

Joe A. Hairston
Richard Erkeneff
John A. Hayden, III
Clifford Ishmael
George Kirkley
Stacey Walsh
William Oliver

Steve Prumo
Timmy F. Ruppertsberger
Michael C. Trenery
Bonnae Meshulam
Diane Gilbert
Matthew Joseph

Members may resign or be removed and additional Members may be elected, as provided in the Bylaws, which may prescribe different classes of membership, duties and define the responsibilities of such offices as may from time to time be established for the administration of the Corporation.

Members of the Corporation shall include at least 2 members of the Baltimore County Board of Education recommended to the Corporation by the President of the Board of Education of Baltimore County. Such members shall be among those elected to serve as Directors of the Corporation.

SIXTH: The Corporation shall have up to twenty (20) Directors, provided, however, that the number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation. The current Directors, as of the date hereof, shall be the following thirteen (13) persons:

Joe A. Hairston
Richard Erkeneff
John A. Hayden, III
Clifford Ishmael
George Kirkley
Stacey Walsh
William Oliver

Steve Prumo
Timmy F. Ruppertsberger
Michael C. Trenery
Bonnae Meshulam
Diane Gilbert
Matthew Joseph

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall indemnify its Directors, officers, employees and agents to the maximum extent permitted by the applicable provisions of the Corporations and Associations Article of the Annotated Code of Maryland; and the Corporation may, in its Bylaws, extend or restrict the power of its Directors and/or Members to indemnify such Directors, officers, employees and agents provided nothing in said Bylaws is inconsistent with the applicable Maryland law.

THIRD: The Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement, by the written informal action and consent, and the written informal action taken by the Board of Education of Baltimore County Schools, the Sole Member of the Corporation, duly approved the foregoing Articles of Amendment and Restatement.

IN WITNESS WHEREOF, Baltimore County Public Schools Education Foundation, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this ____ day of _____, 2003, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of the Corporation, 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 his knowledge, information, and belief.

ATTEST:

Secretary

By: _____
John A. Hayden, III, President

[Corporate Seal]

THE UNDERSIGNED HEREBY CONSENTS TO ACT AS
RESIDENT AGENT IN MARYLAND FOR BALTIMORE COUNTY
PUBLIC SCHOOLS EDUCATION FOUNDATION, INC., THE ENTITY
NAMED IN THE ATTACHED ARTICLES OF AMENDMENT AND
RESTATEMENT.

RESAGENT, INC.

By: _____

281033