

ARTICLES OF INCORPORATION
OF
AMERICAN CHESTNUT LAND TRUST, INC.

We, the undersigned, all being over the age of eighteen (18) years, for the purpose of associating to establish a corporation, not for profit and nonstock, for the transaction of the business and the promotion and conduct of the objectives and purposes hereinafter stated, under and by virtue of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, and under and by virtue of the General Corporation Laws of the State of Maryland, do hereby certify as follows:

FIRST: The name of the Corporation is: AMERICAN CHESTNUT LAND TRUST, INC.

SECOND: The Corporation is organized exclusively for educational, charitable, scientific and literary 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 of 1954, as amended, and further including, but not restricted to, the following more specific purposes:

A. To promote for the benefit of the general public the preservation and improvement of natural resources principally in, but not limited to, that section of Calvert County, Maryland, containing the watersheds of Parker's Creek, Govenor's Run and Battle Creek. These resources shall include land and water resources, the plant and animal life thereon, and unique scenic, natural and historic sites.

B. To engage in and promote the scientific study of and education regarding such natural resources.

C. To use all properties held or controlled by the corporation and the net earnings thereof for the benefit of the general public and for charitable, educational, recreational, conservation, scientific and historical purposes.

THIRD: The Corporation shall be authorized:

A. To acquire by gift, devise, bequest, purchase or otherwise real and personal property, both tangible and intangible, and interests therein, with or without restriction of use, in accordance with the corporate purposes.

B. To hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal proeprty or other proper evidences of indebtedness of any person, firm, partnership, association or corporation for the sole benefit of this Corporation and not for pecuniary profit.

C. The Corporation is specifically authorized to cut and sell timber contained on any property under its ownership and control as determined to be necessary or advisable under a Forest Management Plan and to sell development rights pertaining to such property.

D. To have and to exercise to the extent necessary or desirable for the accomplishment of any of the foregoing purposes and objectives, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon non-stock corporations by the Maryland General Corporation Law.

FOURTH: The post office address of the principal office in this State is Port Republic, Calvert County, Maryland 20676. The registered agent of the Corporation in this state is Michael K. Manning, whose post office address in the State of Maryland is c/o The Manning Building, Main Street, Prince Frederick, Maryland 20678, or P.O. Box 818, Prince Frederick, Maryland 20678. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any stock.

SIXTH:

A. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

B. The following persons named in these Articles of Incorporation shall serve as members of the Board until their successors are duly chosen and qualified:

<u>Name</u>	<u>Address</u>
Frank R. Caldwell, Jr.	3 Eastern Avenue Annapolis, Maryland 21403
Austin F. Canfield, Jr.	10910 Chandler Road Potomac, Maryland 20854
Elaine V. Cochran	Port Republic, Maryland 20676
Donald C. Dahmann	751 Delaware Ave., S.W. Washington, D.C. 20024
Ralph H. Dwan, Jr.	416 - 6th Street, S.E. Washington, D.C. 20003
Oliver S. Flint, Jr.	514 N. Pickett Street Alexandria, Virginia 22304

<u>Name</u>	<u>Address</u>
Edward HacsKaylo	Port Republic, Maryland 20676
John H. Jones	5510 Cornish Road Bethesda, Maryland 20814
Don Kollmorgen	P.O. Box 86 Garrett Park, Maryland 20896
Gary A. Loew	10310 Three Doctors Road Dunkirk, Maryland 20754
Daniel Priest	6808 Brookville Road Chevy Chase, Maryland 20815
Norman E. Prince	Port Republic, Maryland 20676
Joseph Steller, Jr.	1011 E Street, S.E. Washington, D.C. 20003
John Mark Switzer	P.O. Box 411 Prince Frederick, Maryland 20678
Caroline E. Van Mason	500 N Street, S.W., Apt. 524 Washington, D.C. 20024
Peter Vogt	Port Republic, Maryland 20676

Thereafter, the Corporation shall be managed by a Board of Directors consisting of not more than twenty-one (21) nor less than nine (9) members as the Bylaws of the Corporation may provide.

SEVENTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code of 1954, and the Regulations thereunder as they now exist or as they may hereafter be amended, 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 publication or distribution of statements) any political campaign on behalf of any candidates for public office.

B. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.

C. In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred to one or more corporations or associations having a similar or analogous character or purpose (e.g., The Chesapeake Bay Foundation or The Nature Conservancy) as may be selected by the Corporation's Board of Directors; provided, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

EIGHTH: The Corporation shall have two classes of members with different voting rights; namely, Charter/Sustaining members, as defined by the Bylaws, who shall be entitled for a period of ten (10) years after incorporation to elect all but three (3) members of the Board of Directors and Regular members, who shall have the right for a period of ten (10) years after incorporation to elect three (3) members of the Board of Directors and thereafter to share in the election of all members of the Board. The Board of Directors shall approve members under the procedures specified in the Bylaws and may establish other membership categories with different dues requirements. Members shall elect directors to the Board of Directors as set forth herein and in the Bylaws, but may not vote on amendments to the Articles of Incorporation or Bylaws or, except as may otherwise be expressly required by the Maryland General Corporation Law, on fundamental changes in the Corporation.

NINTH: The Corporation reserves the right to make from time to time, by vote or written assent of a majority of its members of the Board of Directors, any amendments to these Articles of Incorporation which may now or hereafter be authorized by law.

TENTH: The duration of the Corporation shall be perpetual.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on the 4th day of December, 1986, and have acknowledged the same to be their act.

WITNESS:

Gloria S. Hummer

Gloria S. Hummer

Gloria S. Hummer

INCORPORATOR:

Frank R. Caldwell, Jr.
Frank R. Caldwell, Jr.

Ralph H. Dwan, Jr.
Ralph H. Dwan, Jr.

Gary A. Loew
Gary A. Loew

AMERICAN CHESTNUT LAND TRUST, INC.

RESOLUTIONS ADOPTED BY DIRECTORS

APPROVING ARTICLES OF AMENDMENT

June 13, 1987

RESOLVED: That the Board of Directors hereby declares advisable and approves, an amendment to the Articles of Incorporation by striking out Paragraph C of Article SEVENTH in its entirety, and inserting in lieu thereof the following new Paragraph C of Article SEVENTH:

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

FURTHER RESOLVED: That the aforesaid amendment shall be set forth in appropriate Articles of Amendment, substantially in the form attached hereto, which shall be filed with the State Department of Assessments and Taxation of Maryland.

FURTHER RESOLVED: That the President and Secretary of the Corporation be and they hereby are authorized to execute all documents and take all other actions in the name and on behalf of the Corporation required to accomplish the aforesaid amendment to the charter of this Corporation.