

# CORPORATE CHARTER APPROVAL SHEET

**\*\*EXPEDITED SERVICE\*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 021 BUSINESS CODE 04

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

### FEES REMITTED

Base Fee: 100  
Org. & Cap. Fee: 200  
Expedite Fee: 50  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
Certified Copies \_\_\_\_\_  
Copy Fee: \_\_\_\_\_  
Certificates \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: 50  
TOTAL FEES: 220

Credit Card \_\_\_\_\_ Check  Cash \_\_\_\_\_

\_\_\_\_\_ Documents on \_\_\_\_\_ Checks

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S): WALK-IN



Affix Barcode Label Here  
ID # D13220132 ACK # 1000361998604759  
PAGES: 0004  
EMPOWERING MINDS OF MARYLAND YOUTH, INC

09/11/2009 AT 02:57 P WO # 0001769954

New Name \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code
- \_\_\_\_\_ Adoption of Assumed Name
- \_\_\_\_\_ Other Change(s)

Code \_\_\_\_\_

Attention: \_\_\_\_\_

Mail: Name and Address  
LAW OFFICE OF MARLOW A. HENDERS  
9433 COMMON BROOK RD SUITE 208  
DWINGS MILLS, MD 21117

### Stamp Work Order and Customer Number HERE

CUST ID: 0002326916  
WORK ORDER: 0001769954  
DATE: 09-11-2009 02:57 PM  
AMT. PAID: \$220.00

GOVT. EXHIBIT NO. Exh. 54

CASE NO. JKG-22-007

IDENTIFICATION \_\_\_\_\_

ADMITTED \_\_\_\_\_

**NONSTOCK CORPORATION**  
**ARTICLES OF INCORPORATION**

OF

**EMPOWERING MINDS OF MARYLAND YOUTH, INC. ✓**

**FIRST:** The undersigned, Knicole Taylor, whose address is [REDACTED] being at least eighteen years of age, does hereby form a corporation under the laws of the State of Maryland.

**SECOND:** The name of the corporation is Empowering Minds of Maryland Youth, Inc., and its duration is perpetual.

**THIRD:** This nonprofit corporation is organized and operated exclusively for tax exempt charitable and educational purposes as within the meaning of Section 501(c)(3) of Internal Revenue Code of 1986, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of Internal Revenue Code of 1986, as amended, of the United States of America:

- (a) To operate under the name as set forth above;
- (b) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;
- (c) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property to such trust.
- (d) To take, purchase or otherwise acquire; to own, hold, occupy, use and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control or any buildings, improvements or structures or any kind wherever the same may be situated or structure of any kind wherever the same may be situated.
- (e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue and execute promissory notes, warrants, and other negotiable or transferable interests.

- (f) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.
- (g) To borrow and loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.
- (h) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;
- (i) To adopt and assume names in furtherance of its nonprofit, tax-exempt purposes;
- (j) To use any and all media, including but not limited to recording, print, television and radio, in furtherance of its nonprofit, tax-exempt purposes;
- (k) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State.
- (l) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a public foundation as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.
- (m) The several clauses contained herein construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers.
- (n) To provide and assist with the development and revitalization of the community.
- (o) To provide programs to enhance the lives of the residents of the community.

FOURTH: The street address of the principal office of the corporation in Maryland is [REDACTED]

FIFTH: The name of the resident agent of the corporation is Marlow A. Henderson, III, 9433 Common Brook Road, Suite 208, Owings Mills, Maryland, 21117, County of Baltimore.

SIXTH: The corporation has no authority to issue capital stock.

SEVENTH: The number of directors of the corporation shall be 3 which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified are:  
Knicole Taylor, Tracy Garrett, and Joseph Conyer

EIGHTH: The private property of the trustees of shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the trustees of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

NINTH: (A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 hereof.

(B) 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.

(C) 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

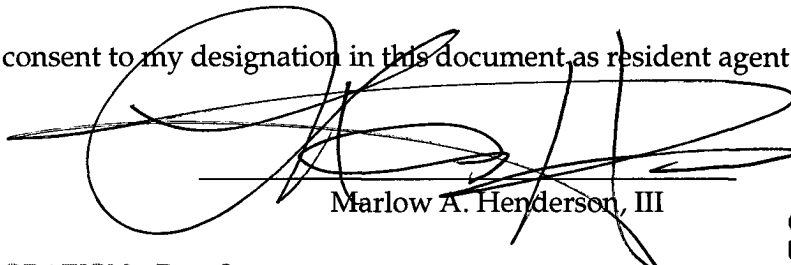
(D) Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of by the court of jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

TENTH: These Articles may be amended at any regular meeting of the Board of Directors, or at a special meeting called for that purposes, by a two-thirds (2/3) majority.

In WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act.

  
\_\_\_\_\_  
Knicole Taylor

I hereby consent to my designation in this document as resident agent for this corporation.

  
\_\_\_\_\_  
Marlow A. Henderson, III