

# CORPORATE CHARTER APPROVAL SHEET

**\*\* EXPEDITED SERVICE \*\*    \*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 02 BUSINESS CODE 04

# \_\_\_\_\_

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

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

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

\_\_\_\_\_

\_\_\_\_\_

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

\_\_\_\_\_



1000361990907770

ID # D10447886 ACK # 1000361990907770  
LIBER: B00759 FOLIO: 0435 PAGES: 0006  
THE CHILD AND ADOLESCENT PSYCHIATRIC SOCIETY OF GREATER WASHINGTON, INC.

02/04/2005 AT 12:47 P WO # 0001008426

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

### FEES REMITTED

Base Fee: 100  
Org. & Cap. Fee: 70  
Expedite Fee: 70  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
1 Certified Copies 60  
Certificates Copy Fee: 26  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Other: \_\_\_\_\_  
TOTAL FEES: 216

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) \_\_\_\_\_

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

Code 6004

1 Documents on 1 Checks

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

Approved By: LO

Mail to Address:

Keyed By: \_\_\_\_\_

DAVID O. SMITH  
LWR LVL 1  
343 N CHARLES ST  
BALTIMORE

MD 21201-4326

COMMENT(S):

CUST ID: 0001565388  
WORK ORDER: 0001008426  
DATE: 02-07-2005 10:11 AM  
AMT. PAID: \$591.00

## ARTICLES OF INCORPORATION

OF

### THE CHILD AND ADOLESCENT PSYCHIATRIC SOCIETY OF GREATER WASHINGTON, INC.

I, Lance D. Clawson, whose post office address is 7945 MacArthur Boulevard, Suite 204, Cabin John, Maryland 20818, being at least eighteen (18) years of age, do hereby form a nonstock corporation under the laws of the State of Maryland and hereby certify:

**FIRST:** The name of the nonstock corporation is: The Child and Adolescent Psychiatric Society of Greater Washington, Inc. (the "Corporation").

**SECOND:** The period of duration of the Corporation shall be perpetual.

**THIRD:** The Corporation is organized, and shall be operated, exclusively for any or all charitable, scientific, literary, or educational purposes that may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and exempt it from federal income tax under section 501(a) of the Code. Acting within the District of Columbia and the surrounding states from which its membership is drawn, the Corporation shall accomplish such purposes by stimulating and disseminating contributions to the knowledge and treatment of psychiatric problems of children and adolescents within its membership and the community at large. The Corporation shall also serve as the Washington, D.C. area regional organization of the American Academy of Child and Adolescent Psychiatry (the "Academy"), a recognized charitable organization, and shall be represented in the Academy's Assembly of Regional Organizations of Child and Adolescent Psychiatry. The Corporation shall perform such other acts as may be considered necessary or beneficial in furtherance of the Corporation and shall have all powers specified for nonstock or nonprofit corporations generally under the laws of the State of Maryland, together with the power to solicit grants and contributions for the purposes set forth above, limited however, by the first sentence of this Article Third and by Articles Sixth and Seventh hereof.

**FOURTH:** The Corporation shall have no authority to issue shares of stock.

**FIFTH:** The Corporation shall have members with such rights and responsibilities as are described in the Bylaws.

**SIXTH:** At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, employees or any other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually

rendered to, or for the benefit or on behalf of, the Corporation, and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

**B.** No loans shall be made by the Corporation to any member, director, officer or employee of the Corporation or any spouse, sibling or child of any such individual.

**C.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify the Corporation as an entity described in section 501(c)(3) of the Code.

**D.** The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**E.** The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

**F.** At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Maryland or any other jurisdiction where any of its activities are conducted.

**G.** The Corporation shall not possess or exercise any power or authority, or engage in, either directly or indirectly, any activity that would pose a substantial risk of preventing it at any time from qualifying and continuing as a corporation described in section 501(c)(3) of the Code and exempt from federal income tax under section 501(a) of the Code.

**SEVENTH:** In any taxable year in which the Corporation is a private foundation as described in section 509(a) of the Code, the Corporation (1) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, (2) shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Code, (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code, (4) shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, and (5) shall not make any taxable expenditures as defined in section 4945(d) of the Code.

**EIGHTH:** The assets of the Corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows:

**A.** All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefor;

**B.** All remaining assets of every nature and description whatsoever, shall be distributed, in accordance with the general law of the State of Maryland, for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Specifically, such assets shall be distributed to one or more organizations that are exempt from federal income tax under section 501(c)(3) of the Code and described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Code, each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months immediately preceding the distribution.

**NINTH:** The Corporation shall not discriminate on the basis of race, color, national origin, age, gender, sexual orientation, creed or religion.

**TENTH:** The post office address of the Corporation's principal office is The Child and Adolescent Psychiatry Society of Greater Washington, Inc., c/o S. Marts, 9212 Midwood Road, Silver Spring, Maryland, 20910-1647. The name of the Corporation's initial resident agent at such address is S. Marts. Said resident agent is a citizen and resident of the State of Maryland.

**ELEVENTH:** The affairs and business of the Corporation shall be managed and conducted by the Board of Directors of the Corporation (the "Board"). The number of directors of the Corporation shall initially be seven (7) and may be increased or decreased from time to time as provided in the Bylaws, which shall control in all other matters relating to the Board.

**TWELFTH:** With respect to the election of the directors of the Corporation, the following provisions shall govern:

**A.** The name and address of the persons who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Brent Anderson, M.D.	2501 Calvert St, NW #101 Washington, DC 20008
Lance Clawson, M.D.	7945 MacArthur Blvd, Suite 204 Cabin John, MD 20818
Naveena Hemanth, M.D.	14201 Laurel Park Dr., #221 Laurel, MD 20707
Michael Houston, M.D.	5506 Connecticut Ave., NW #23 Washington, DC 20016
Thomas Kobylski, M.D.	6760 Old McLean Village Dr. McLean, VA 22101
Caroline Sehon, M.D.	6917 Arlington Rd, #210 Bethesda, MD 20814
Douglas Trebor, M.D.	5225 Pooks Hill Rd, #4 Bethesda, MD 20814

**B.** Such directors shall hold office until the first Annual Business Meeting, until their earlier resignation, or until the election and qualification of their successor(s). Thereafter, the election and qualification of officers and directors shall take place as provided in the Bylaws of the Corporation.

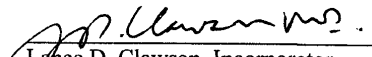
**THIRTEENTH:** Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter (and the Regulations established pursuant thereto) as it may now exist or as it may be hereafter amended or succeeded to, and to any corresponding provision or any future United States Internal Revenue Law or Regulation established pursuant thereto.

**FOURTEENTH:** The Corporation may indemnify the directors and officers of the Corporation as and to the extent provided in Section 2-418 of the Maryland General Corporation Law. Further, no payment shall be made under this Article if such payment would constitute an excess benefit transaction under section 4958 of the Code, or if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code and during such time such payment would constitute an act of self-dealing or a taxable expenditure, as defined in sections 4941(d) and 4945(d) of the Code, respectively.

**FIFTEENTH:** To the fullest extent permitted by the Maryland General Corporation Law, as now in effect or as hereafter may be amended, no director or officer of the Corporation shall be personally liable to the Corporation for money damages, provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code.

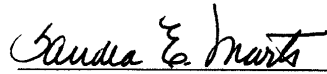
The undersigned incorporator of The Child and Adolescent Psychiatric Society of Greater Washington, Inc. hereby acknowledges the same to be his act; and further acknowledges that, to the best of his knowledge under penalties of perjury, the matters and the facts set forth herein are true in all material respects.

Dated this 10th day of January, 2005.

  
Lance D. Clawson, Incorporator

I hereby consent to act as registered agent in the State of Maryland for The Child and Adolescent Psychiatric Society of Greater Washington, Inc.

Date: January 14, 2005



\_\_\_\_\_  
S. Marts  
9212 Midwood Road  
Silver Spring, MD 20910-1647