

**ARTICLES OF INCORPORATION
OF
MONTGOMERY COALITION FOR ADULT ENGLISH LITERACY, INC.**

THIS IS TO CERTIFY:

FIRST: I, Ruth Burgos-Sasscer, whose address is:
15115 Interlachen Drive #403
Silver Spring, MD 20906-5670

being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Montgomery Coalition for Adult English Literacy, Inc.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

1. The Corporation is organized exclusively for the educational and charitable purpose of promoting, advancing and sponsoring educational and community outreach information programs regarding adult literacy education resources, English language development and citizenship preparation for limited English proficient adults and children and for the purpose of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end 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 of value, except such limitations, if any, as may be imposed by law; 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 aforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, 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, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH hereof, or as shall in

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STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
document on file in this office. DATED: 10-5-07
STATE DEPARTMENT OF ASSESSMENTS
Custodian
This stamp replaces our previous certification system. Effective: 6/05

the opinion of the Board of Directors, jeopardize the Federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; 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 the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

2. 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 in Article THIRD hereof. 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. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

3. Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by Paragraphs 1 and 2 of this Article THIRD, are the following:

- (a) Increase the number of adult English literacy programs ("ESOL Programs") in Montgomery County;
- (b) Develop community educational campaigns to promote literacy, English language development and citizenship for limited English proficient adults and children;
- (c) Develop ESOL Programs in close collaboration with businesses, labor unions and other parties to assist immigrants in accessing and retaining jobs; and
- (d) Develop an advocacy program to increase resources for ESOL Programs.

4. To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions, which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

5. To exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in effect.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 7600 Takoma Avenue, Health Science Center #139, Takoma Park, Maryland 20912. The resident agent of the Corporation is Laura E. Lester whose address is 7218 Garland Avenue, Takoma Park, Maryland 20912. Said resident agent is a citizen of the State of Maryland and resides therein.

FIFTH: The Board of Directors of the Corporation shall be elected in accordance with the Bylaws of the Corporation. The Board of Directors shall initially consist of ten (10) members, which number may be increased or decreased by the Board of Directors pursuant to the Bylaws of the Corporation, but shall never be less than five (5). The names of the members of the Board of Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Lawrence F. Pignone
Carmen Cecilia Rojas
Ruth Burgos-Sasscer
Pamela H. Saussy
Clarice A. Somersall
James Chang
Rich Thometz
Briana Gowing
Aryani Ay-lin Ong
Parker Hamilton

SIXTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

SEVENTH: The number of, qualifications for, and other matters related to members of the Corporation shall be as set forth in the Bylaws of the Corporation. The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement and conduct of the business of the Corporation, provided that the same may not be inconsistent with these Articles of Incorporation nor contrary to any laws of the State of Maryland or of the United States.

EIGHTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

NINTH: In these Articles of Incorporation:

1. References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from Federal income tax under Section 5011(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

2. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 5011(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended, but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend ESOL Programs.

TENTH: During the existence of the Corporation:

1. The Corporation shall distribute its income for each taxable 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 of 1986, or corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943I of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: As used in this Article **ELEVENTH**, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

1. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation, in connection with a proceeding, to the fullest extent permitted by and in accordance with the Indemnification Section.

2. The Corporation may indemnify and advance expenses to an employee or agent of the Corporation, in connection with a proceeding, to the fullest extent permitted by and in accordance with the Indemnification Section.

TWELFTH: The duration of the Corporation shall be perpetual unless otherwise terminated in accordance with the Bylaws or Maryland law.

THIRTEENTH: These Articles shall only be amended in accordance with the Corporation's Bylaws.

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IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on the 19 day of October, 2006.

Ruth Burgos-Sasser
Ruth Burgos-Sasser Incorporator

In accordance with the provisions of Section 1-208 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned resident of the State of Maryland does hereby consent to serve as the resident agent in Maryland for Montgomery Coalition for Adult English Literacy.

Laura E. Lester
Laura E. Lester

CUST ID:0001878685
WORK ORDER:0001321723
DATE:11-22-2006 04:27 PM
AMT. PAID:\$175.00