

ROCKVILLE SCIENCE CENTER, INC.

ARTICLES OF INCORPORATION

FIRST

The undersigned, *[Edward Eisenstein]*, whose post office address is _____, being over eighteen (18) years of age and acting as incorporator, hereby forms a nonstock corporation under the Maryland General Corporation Law.

SECOND

The name of the Corporation (which is hereinafter called the "Corporation") is:
Rockville Science Center, Inc.

THIRD

The Corporation is organized and shall be operated exclusively as a nonstock charitable organization for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the Treasury Regulations there under, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code") and specifically as follows:

- (a) To establish and operate in the vicinity of the City of Rockville, Maryland a center that is open to the public, which will encourage, support, and facilitate activities that promote science and science education;
- (b) To collect, preserve, and display objects of scientific interest;
- (c) To increase and diffuse knowledge of science among the general public through educational programs, including but not limited to workshops, lectures, symposiums, and forums;
- (d) To provide science programs geared toward students and other youth, including but not limited to after-school programs, camps, science competitions, and career days;
- (e) To provide a training and teaching laboratory to enhance and facilitate scientific and technological competence of students and educators;
- (f) To raise funds and solicit contributions, grants and other financial support from individuals, businesses, foundations and governmental sources and to otherwise engage in fundraising efforts by establishing planned giving opportunities and special events, to accomplish the aforesaid purposes; and

(g) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable, educational and scientific purposes of the Corporation, any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law.

In furtherance of such purposes, the Corporation shall be empowered to carry on any and all business activities permitted by law and to exercise any and all lawful powers necessary, convenient, advisable or proper to effect each such purpose. The Corporation is formed upon the articles, conditions, and provisions herein contained, and all of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable, scientific, and educational purposes hereinabove specified and none of the foregoing powers shall be exercised in any manner which would result in violation of Section 501(c)(3) of the Code.

FOURTH

The post office address of the principal office of the Corporation in this State is _____, Maryland _____. The name of the Resident Agent of the Corporation in this State is _____, whose post office address is _____, _____, Maryland _____. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The Corporation is not authorized to issue any capital stock.

SIXTH

The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees, consisting initially of the following persons:

Edward Eisenstein
Robert Ekman
Jennifer Kaye

Trustees holding office from time to time shall constitute the members of the Corporation. Trustees shall be elected by the existing trustees for such terms as the Bylaws may provide. The Mayor and Council of the City of Rockville, Maryland shall nominate one member of the Board of Trustees (the "City Trustee"), to be approved by the existing trustees as further provided in the Bylaws. The number of trustees may be increased or decreased in the manner provided in the Bylaws, but shall never be less than one.

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 Code, 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) During any period that the Corporation is deemed to be a private foundation as described in Section 509(a) of the Code, the Corporation:

(i) 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 Code;

(ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(iv) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(c) Notwithstanding any other provisions of these Articles of Incorporation, 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 Code or by an organization contributions to which are deductible under Section 170(c)(2) thereof.

(d) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, 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 domestic corporations or associations as may be selected by the Corporation's trustees; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code.

(e) To the maximum extent that limitations on the liability of trustees and officers are permitted by the Maryland General Corporation Law and the Code and regulations thereunder, all as from time to time amended, no trustee or officer of the Corporation shall have any liability to the Corporation or its members for money damages. This limitation on liability applies to events occurring at the time a person serves as a trustee or officer of the Corporation whether or not such person is a trustee or officer at the time of any proceeding in which liability is asserted.

No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the liability of any trustee or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

(f) To the maximum extent permitted by the Maryland General Corporation Law and the Code and regulations there under, all as from time to time amended, the Corporation shall indemnify its currently acting and its former trustees against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to trustees, and shall indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise as may be determined by the Board of Trustees. The Corporation shall, also to the same extent, advance expenses to its trustees, officers and other indemnified persons, if any, and may by Bylaw, resolution or agreement make further provision for indemnification of trustees, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Bylaw inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any trustee or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of a greater proportion of the votes of the trustees, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the trustees then in office, except as otherwise provided in this Articles of Incorporation or the Bylaws of the Corporation.

EIGHTH

The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its trustees, any amendments to these Articles which may now or hereafter be authorized by law; provided, however, that for purposes of amending any provision of Article SIXTH of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this ____ day of _____, 2008, and has acknowledged the same to be the act of such incorporator.

WITNESS:

Name: _____(SEAL)
Edward Eisenstein

I, _____, hereby consent to act as the Resident Agent for the Rockville Science Center, Inc.

Name: