

BALTIMORE SCIENCE FICTION SOCIETY, INCORPORATED

AMENDED ARTICLES OF INCORPORATION

FIRST:

I, William Simmons, whose post office address is 7900-A Rolling View Avenue, Baltimore, Maryland 21236, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND:

The name of the Corporation (which is hereafter called the "Corporation") is the Baltimore Science Fiction Society, INCORPORATED.

THIRD:

The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, as exempt organizations under Section 501Cc)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), 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 before-mentioned 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 of these Articles of Incorporation, or as shall in 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 1954, 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 nonprofit 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 purpose~.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

(1) To promote the cultural, literary and educational advancement of science fiction and fantasy in the community at large and to promote public goodwill toward the science fiction community by providing informational and technical assistance to libraries, schools and other public institutions and organizations, and by providing a public forum for the discussion of science fiction, fantasy and other related subjects through publications, conferences, and other special projects and activities in the community.

(2) No person shall be denied membership in this Corporation or participation in any of its activities because of race, sex, religion, age or national origin.

FOURTH:

The post office address of the principal office of the Corporation in this State is 7900-A Rolling View Avenue, Baltimore, Maryland 21236. The name and post office address of the Resident Agent of the Corporation in this State is William Simmons, 7900-A Rolling View Avenue, Baltimore, Maryland 21236. Said Resident Agent is an individual actually residing in this State.

FIFTH:

The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH:

The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until their successors are duly chosen and qualified are: Susan Wheeler, Mark Owings, Susan Miller, William Simmons, and Judith Kurman.

SEVENTH:

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 purpose or character, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH:

The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH:

In these Articles of Incorporation:

(a) 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 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) 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 501(c)(3) of the Internal Revenue Code of 1954 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 educational institutions.

TENTH:

(a) 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 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) 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 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF I have signed these Articles of

Incorporation this 13 th day of November, 1977, and I acknowledge the same to be my act.

(signature)
William Simmons

WITNESS: (signature of Phyllis B. Kramer)

Approved and received for recording by the State Department of Assessment and Taxation of Maryland November 14, 1977 at 8:30 o'clock A.M. in conformity with law and ordered recorded.

To the Clerk of the Circuit Court of Baltimore County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorcements thereon, has been received, approved and recorded by the State Department of Assessment and Taxation of Maryland.

As WITNESS my hand and seal of the said department at Baltimore.

(signature)
William J. Vimmions

(SEAL SDAT)

[this is the text of the original document. An image of the original is available as a pdf file to interested individuals upon request made to the corresponding secretary of BSFS by sending email to: correspond at bsfs dot org , this text preserves archaic spelling and formatting of the original where possible in a plain text document which is easier to read than the IBM Selectric typed onto Onion Skin Paper which aged 40 years before we scanned it]