

**THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE, INC.**  
**ARTICLES OF INCORPORATION**  
**(Conformed Copy)<sup>1</sup>**

THIS IS TO CERTIFY:

FIRST: We, the subscribers, Luther S. Tall, whose post-office address is No. 4429 Wickford Road, Baltimore, Maryland, Roland M. Wegner, whose post-office address is No. 2 East Lexington Street, Baltimore, Maryland, and William F. Stromeyer, whose post-office address is Annapolis, Maryland, all being of full legal age do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is:

THE ALUMNI ASSOCIATION OF ST. JOHN'S COLLEGE, INC.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

The business and objects to be carried on and promoted by said Corporation are as follows:

1. To maintain and perpetuate the interest of members of the Corporation in St. John's College and in its associations and friendships which were formed during their student life, and in every legitimate way to promote the welfare and advance the interests of St. John's Collage.

2. To create, solicit, and maintain endowment funds for the purposes of the Corporation, and to provide by-laws for the administration of the same by a separate Board of Directors or otherwise.

3. To purchase, receive by deed, devise or bequest (subject to any limitations imposed by law if any there be applicable to this Corporation), hold and sell, lease or otherwise dispose of real and/or personal property, to borrow money by mortgages and/or bonds or other evidences of indebtedness, and to solicit and

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<sup>1</sup> The Alumni Association of St. John's College, Inc., filed an original Certificate of Incorporation on February 14, 1934 in the State of Maryland, and filed articles of amendment thereto on March 6, 1984 and January 17, 1989. For the convenience of the reader this document incorporates the operative language of the amendments into the original Certificate while silently omitting deleted language. Certain typographical errors were also corrected. As a result, this document does not precisely correspond to the documents on file with the State of Maryland.

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disburse money for the accomplishment of any or all of the foregoing purposes and objects, and all other objects and purposes of this Corporation.

4. In general to have and exercise all powers conferred by the general laws of the State of Maryland upon corporations without capital stock formed thereunder as fully and to the same extent as though each and all of the said powers were enumerated and set forth at length herein, nor shall the enumeration of certain powers herein exclude, diminish or in any manner affect the right of the Corporation to have and exercise any other power or powers other than those specifically mentioned or referred to herein.

5. To create a fund from the collection of dues and assessments or otherwise for any lawful purpose which may be decided upon by the Board of Directors herein.

6. In general to do any and every act or thing necessary, convenient or calculated to further the above specified objects of the Corporation, or to enhance the value of its property or further its best interests.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is "c/o St. John's Collage, Annapolis, Maryland 21404." The Resident Agent of the Corporation is Kenneth Kimble, whose post office address is "c/o The Alumni Association of St. John's College, Annapolis, Maryland, Inc., St. John's College, Annapolis, Maryland 21404." Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above.

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 (or the corresponding provisions 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 (or the corresponding provisions of any future United States Internal Revenue Law).

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SIXTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any [future] United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The Corporation shall not have less than three nor more than seven directors, and Luther S. Tall, Doctor Amos Hutchins, Roland M. Wegner and William F. Stromeyer shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws may from time to time provide.

EIGHTH: That the Corporation shall have no capital stock but its power shall not be thereby in any manner restricted except as may be provided by law.

NINTH: That in addition to the directors above named, the members of the Corporation shall be all persons who are Alumni in good standing of St. John's College, Annapolis, Maryland [and Santa Fe, New Mexico]<sup>2</sup>, and who shall be elected to membership by the members, the Board of Directors, or the Executive Committee in accordance with the provisions of the by-laws, but any such membership, including any property rights or appurtenances thereto, shall be subject to termination in accordance with the provisions of the said by-laws.

TENTH: That subject to the provisions of the by-laws, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of a majority or any other designated proportion of the members, or to be otherwise taken or authorized by vote of the members of the association, such action shall be effective if taken or authorized in any case by not less than a majority of all the votes thereon to which all the members present, in person, or by proxy, shall be entitled, except in cases in which the law authorizes such action to be taken or authorized by a less vote.

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Incorporation this 22 day of January, 1934.

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<sup>2</sup> The bracketed language was included in a conformed copy prepared in 1984, but not included in any filed amendments.

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/s/ Luther S. Tall, President  
/s/ Roland M. Wegner, Secretary  
/s/ William F. Stromeyer, Treas.

[Notarized and accepted for recording and approved by the State Tax Commission of Maryland on February 14, 1934.]