

ARTICLES OF AMENDMENT
OF
THE COLUMBIA FOUNDATION, INC.

THIS IS TO CERTIFY THAT:

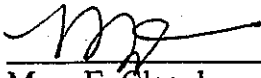
The Articles of Incorporation, as amended and restated by the Articles of Amendment and Restatement of Charter, of The Columbia Foundation, Inc., (the "Corporation") is hereby amended by deleting in its entirety ARTICLE SECOND and inserting the following in lieu thereof:

1. Name of Corporation. The name of the Corporation is and shall be:

"The Community Foundation of Howard County, Inc."

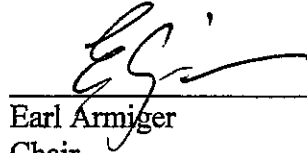
The foregoing amendment to the Charter of the Corporation has been approved by a majority of the entire Board of Directors.

IN WITNESS WHEREOF, We the undersigned Chair and Secretary have signed these Articles of Amendment on behalf of the Corporation this 14th day of May, 2013.



Mary E. Glagola
Secretary

(SEAL)



Earl Armiger
Chair

(SEAL)

Return Address of Filing Party:

Karen S. Ellsworth
Carney, Kelehan, Bresler, Bennett & Scherr, LLP
10715 Charter Drive, Suite 200
Annapolis, MD 21401

Duly

THE COLUMBIA FOUNDATION, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT OF CHARTER

THE COLUMBIA FOUNDATION, INC., a Maryland non-stock, charitable corporation having its principal office in the City of Columbia, State of Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Section (e) of Article Fifth and by redesignating Section (f) of Article Fifth as Section (e) and by striking out the third paragraph of Article Third and by inserting new Article Ninth so that said charter, as so amended, is completely restated to read as follows:

"THE COLUMBIA FOUNDATION, INC.

ARTICLES OF INCORPORATION

FIRST: That we, the subscribers, Richard L. Anderson, 10474 Gray Owl Garth, Columbia, Maryland 21043, William E. Finley, 10446 Waterfowl Terrace, Columbia, Maryland 21043, Morton Hoppenfeld, 4832 Keswick Road, Baltimore, Maryland 21210, John Levering, 10299 Crimson Tree Court, Columbia, Maryland 21043, and James W. Rouse, 1 Overlook Lane, Baltimore, Maryland 21210, 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, hereby form a non-profit, non-stock, charitable corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

"The Columbia Foundation, Inc."

THIRD: The purposes for which the Corporation is formed are as follows:

To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 candidate for public office.

For the charitable, scientific, education, literary, and religious purposes aforesaid, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privi-

leges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(5) To place all or any part of the securities or other property, fund or funds, of the Corporation in the care or custody of any bank or trust company, to employ investment counsel, to appoint such bank or trust company agent or attorney to collect, receive, receipt for and disburse any income, and generally to perform the duties and services incident to a so-called "custodian" account, with the costs and expenses of such bank or trust company and/or investment counsel a proper charge against the principal and/or income of the fund or funds as the Trustees shall determine.

(6) To do and perform all lawful acts and things necessary and proper in the judgment of the Trustees to accomplish the purposes of the Corporation.

(7) The foregoing enumeration of the powers of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular power to limit or restrict any of the powers granted to the Corporation by the laws of the State of Maryland. The Corporation is formed upon the Articles, conditions and provisions herein contained and is subject in all particulars to the limitations relative to non-profit corporations contained in the General Laws of Maryland. All of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable, religious, scientific, literary or educational purposes hereinbefore specified and subject to the further limitation and condition that only such powers shall be exercised as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(8) Notwithstanding anything to the contrary herein expressed, the operations and purposes of the Corporation need not be limited to or by the geographic boundaries of the City of Columbia, Maryland, and the Corporation may utilize its resources and exercise its powers for the benefit of objects and purposes outside of said city.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is American City Building, Columbia, Maryland 21043, Attention: Secretary. The resident agent of the Corporation is Andre W. Brewster, whose post office address is 900 First National Bank Building, Light and Redwood Streets, Baltimore, Maryland 21202. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH:

(a) The Corporation shall have not less than three Trustees. The Trustees shall be the only members of the Corporation, and the Board of Trustees shall constitute the governing body of the Corporation. Richard L. Anderson, Leister F. Graffis, Anita Iribe, John Levering, James W. Rouse, Charles A. Russell, Joseph M. Scott, now in office, shall serve as Trustees of the Corporation until their terms expire or until their successors are duly elected and qualify. Vacancies occurring in the Corporation's Board of Trustees by death, resignation or otherwise shall be filled by the remaining Trustees in such manner as shall be prescribed from time to time by the By-Laws of the Corporation.

(b) The number of Trustees may be changed in such lawful manner as the By-Laws may from time to time provide.

(c) The By-Laws of the Corporation may establish the number of Trustees necessary to constitute a quorum.

(d) The initial Trustees shall hold a meeting, adopt the corporate By-Laws and do such further additional acts as may be necessary or proper for the organization of the Corporation.

(e) The Corporation reserves the right from time to time to make any amendments to these Articles which may now or hereafter be authorized by law.

SIXTH: The Corporation shall have no capital stock.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

NINTH: Notwithstanding any other provision of the Articles of Incorporation:

(a) If necessary to avoid the Corporation's being subjected to tax under Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, the Corporation shall distribute income for any taxable year to the extent necessary to avoid the imposition of such tax on the Corporation.

(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.

(f) The Corporation shall not carry on any activity 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 corresponding provisions of any subsequent Federal tax laws or (b) by a corporation contributions to which are deductible described in Section 170(c) (2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, acknowledging the same to be our act, this 29th day of December 1969.

WITNESS:

s/Mark L. Bishoff
Mark L. Bishoff

s/Richard L. Anderson
Richard L. Anderson

s/Julia C. Kent
Julia C. Kent

s/William E. Finley
William E. Finley

s/Mark L. Bishoff
Mark L. Bishoff

s/Morton Hoppenfeld
Morton Hoppenfeld

s/Mark L. Bishoff
Mark L. Bishoff

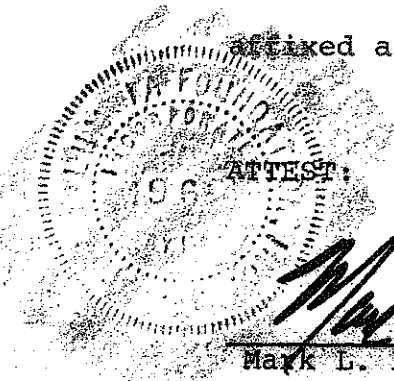
s/John Levering
John Levering

s/Julia C. Kent
Julia C. Kent

s/James W. Rouse
James W. Rouse"

SECOND: On October 5, 1971, a resolution was duly adopted, pursuant to the By-Laws and charter of the Corporation, by a majority of Trustees at a duly convened meeting of the Board of Directors declaring advisable the foregoing amendments and complete restatement of the charter, and the Corporation, as a non-stock Corporation, has no shares entitled to vote thereon.

IN WITNESS WHEREOF, THE COLUMBIA FOUNDATION, INC. has caused these presents to be signed in its name and on its behalf by its Chairman and its corporate seal to be hereunto affixed and attested by its Secretary on



THE COLUMBIA FOUNDATION, INC.

Mark L. Bishoff
Mark L. Bishoff, Secretary

Leister F. Graffis
Leister F. Graffis, Chairman

THE UNDERSIGNED, Chairman of the Board of THE COLUMBIA FOUNDATION, INC., who executed on behalf of said corporation the foregoing Articles of Amendment and Restatement of Charter, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment and Restatement of Charter to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Leister F. Graffis
Leister F. Graffis, Chairman of the Board