

**ARTICLES OF INCORPORATION
OF
C&O CANAL TRUST, INC.**

FIRST: The undersigned, Matthew Bret Logan, 7111 Woodland Avenue, Takoma Park, MD 20912, being at least eighteen years of age, under the General Laws of the State of Maryland authorizing the formation of a corporation, does hereby form a nonprofit, nonstock corporation.

SECOND: The name of the corporation is: **C&O CANAL TRUST, INC.** (the "Corporation"). *my*

THIRD: The duration of the Corporation is perpetual.

FOURTH: The purpose or purposes for which the Corporation is organized and the objectives to be carried on and promoted by it, are as follows:

(a) To receive donations from individuals, corporations, foundations, and any other legal persons including religious organizations or governmental agencies, to form and maintain a fund or funds of money, real or personal property or any combination thereof 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, scientific 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 of 1986, or any corresponding provisions of any subsequent Federal tax laws. These may be attained, without limiting the Corporation's freedom to pursue these goals through other avenues, by the Corporation acting:

- (1) To pursue the charitable objectives of preserving and protecting the environment by working to assess, improve, and maintain the ecological health of the Chesapeake & Ohio Canal National Historical Park, its host body of water, the Potomac River, and the watershed of the Park and the River.
- (2) To help shoulder the burdens of government with respect to the operation, maintenance, programming, and overall health of the Chesapeake & Ohio Canal National Historical Park by cooperating with and complementing ongoing governmental efforts.
- (3) To promote the advancement of education by working directly and with other nonprofit institutions and community groups on efforts to educate: canal visitors; neighboring landowners and communities; and other audiences, about the challenges, stewardship needs, and the environmental, historical, and recreational significance of this distinctive Park.
- (4) To otherwise advance the charitable purposes of restoring historic structures, supporting educational and volunteer programs, and protecting and promoting the future of the Park as an environmental and recreational resource.

(b) Notwithstanding any other provision hereof, 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 Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax laws, and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code, or any corresponding provisions of any subsequent Federal tax laws.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 3-17-96 page document on file in this office. DATED: 3-17-96

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: Stephanie Logan, Custodian

This stamp replaces our previous certification system. Effective: 6/95

FIFTH: The Corporation shall have members without voting rights.

SIXTH: The Corporation shall not be authorized to issue capital stock.

SEVENTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) No Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes), and no Director or officer of the Corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) Legislative and Political Activity. 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 or in opposition to any candidate for public office.

(c) Distribution of Assets upon Dissolution. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such charitable, scientific or educational organizations as its Board of Directors shall select which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Federal tax laws.

EIGHTH: The Post Office address of the principal office in this State is 7111 Woodland Avenue, Takoma Park, MD 20912. The name of the resident agent of the Corporation in this State is Matthew Bret Logan, and the address of the resident agent is 7111 Woodland Avenue, Takoma Park, MD 20912.

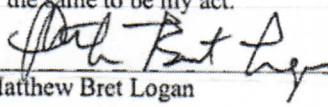
NINTH: The manner of election of Directors of the Corporation shall be as provided in the Bylaws.

TENTH: The number of initial Directors of the Corporation shall be one, which number may be increased pursuant to the Bylaws of the Corporation, and the name of the director who shall act as the initial Board of Directors until the first meeting or until their successors are duly elected and qualified is: Matthew Bret Logan, 7111 Woodland Avenue, Takoma Park, MD 20912.

ELEVENTH: Directors and officers of the Corporation shall have no liability to the Corporation for money damages to the fullest extent permitted under the Maryland General Corporation Law as now enacted or any corresponding provision of any future law of the State of Maryland. Any repeal or modification of this Article shall not adversely affect any right or protection of any director or officer of the Corporation existing at the time of repeal or amendment.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 1st day of

February, 2007 and acknowledge the same to be my act.


Matthew Bret Logan

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

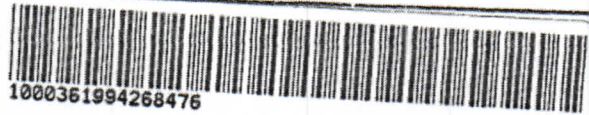
**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 02 BUSINESS CODE 04

Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____



1000361994268476

ID # D11731635 ACK # 1000361994268476
LIBER: B01068 FOLIO: 0179 PAGES: 0003
C&O CANAL TRUST, INC.

02/01/2007 AT 04:05 P WO # 0001354410

New Name _____

FEES REMITTED

Base Fee:	<u>100</u>	Change of Name
Org. & Cap. Fee:	<u>20</u>	Change of Principal Office
Expedite Fee:	_____	Change of Resident Agent
Penalty:	_____	Change of Resident Agent Address
State Recordation Tax:	_____	Resignation of Resident Agent
State Transfer Tax:	_____	Designation of Resident Agent and Resident Agent's Address
Copy Fee:	<u>23</u>	Change of Business Code
Certificate of Status Fee:	_____	Adoption of Assumed Name
Personal Property Filings:	_____	_____
Mail Processing Fee:	_____	_____
Other:	_____	Other Change(s)

TOTAL FEES: 143

Credit Card _____ Check Cash _____ Code _____

Documents on _____ Checks

Approved By: 6

Keyed By: _____

COMMENT(S):

*Due to Purpose of
Use sup the fees*

Attention: _____

Mail: Name and Address

MATTHEW LOGAN
7111 WOODLAND AVE
TAKOMA PARK

MD 20912-4566

CUST ID: 0001911372
WORK ORDER: 0001354410
DATE: 02-01-2007 04:05 PM
AMT. PAID: \$143.00