**Articles Of Amendment And Restatement**

of

**The Sumner Citizens Association, Inc.**

  FIRST: **The Sumner Citizens Association, Inc.**, a Maryland corporation, desires to amend and restate its charter as currently in effect and as hereinafter amended.

SECOND: The following provisions are all the provisions of the charter currently in effect and as hereinafter amended:

**ARTICLE I**

The name of the corporation is **The Sumner Citizens Association, Inc.** (the “Association”). The period of its duration is perpetual.

**ARTICLE II**

The purposes for which the Association is formed are to promote the general and community welfare of the Sumner and Massachusetts Avenue Hills subdivisions in Bethesda, Maryland, to give unified expression in all matters affecting civic, community and property interests and, as authorized, to represent the Members in the conduct of community affairs and before any legislative, executive, administrative or judicial official agency of any local, state or federal government. The Association shall have all powers necessary and proper to achieve these purposes.

**ARTICLE III**

 The address of the principal office of the Association shall be c/o Richard Landfield, 5101 Baltan Road, Bethesda, Maryland 20816 and the name and address of the registered agent for the Association shall be Business Filings International Incorporated, 2405 York Road, Suite 201, Lutherville Timonium, Maryland 21093.

**ARTICLE IV**

 The Association shall be a membership corporation and shall not be authorized to issue capital stock. Each household within the subdivisions of Sumner or Massachusetts Hills, as defined on the plot maps on file with Montgomery County, Maryland, may become a member upon payment of the prescribed dues and expressing a desire to hold membership in the Association. Each member who has paid the most recent dues shall be a member in good standing and shall be entitled to vote at all meetings of members and shall enjoy the benefits and obligations set forth in the Association’s bylaws. Each member shall be entitled to one (1) vote which may be cast as described in the Association’s bylaws.

**ARTICLE V**

 The number and terms of directors of the Association and their qualifications shall be specified in the Bylaws of the Association but shall never be less than three nor more than ten. The names of the directors who shall serve on the board until the next annual meeting of the members and until their successors are duly elected and qualified are:

Richard Landfield

Donna Fey Collins

Endre Esztergomi

Louise Assem

Marsha E. Barnes

Helen Martin Berns

The Officers of the Association shall be specified in the Bylaws of the Association and shall be elected by the members at an annual meeting. Officers shall be elected from among the members in good standing, and shall be Directors. The power to make, amend, and repeal the Bylaws shall be vested in the Directors.

 The Association shall be non-partisan. No part of the net income of the Association shall inure to the benefit of any member or other individual. In the event of dissolution of the Association, any net assets of the Association shall be distributed to a non-profit organization designated by the Board of Directors.

 These Articles shall be amended as provided in the applicable general corporation law of the State of Maryland, provided that the address of the principal office of the Association and the name and address of the resident agent of the Association may be amended by resolution of the Board of Directors.

THIRD: The amendment and restatement of the charter of the Association as hereinabove set forth were duly advised by the board of directors and approved by the members of the Association as required by law.

FOURTH: The current address of the principal office of the Association is as set forth in Article III of the foregoing amendment and restatement of the charter.

FIFTH: The name and address of the Association’s current resident agent are as set forth in Article III of the foregoing amendment and restatement of the charter.

SIXTH: The number of directors of the Association and the names of those currently in office are as set forth in Article V of the foregoing amendment and restatement of the charter.

SEVENTH: The undersigned President acknowledges the foregoing amendment and restatement of the charter to be the corporate act of the Association and as to all matters and facts required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, The Sumner Citizens Association, Inc., has caused the foregoing amendment and restatement of the charter to be signed in its name and on its behalf by its President and attested to by its Secretary on this      day of                     , 2018.

 The Sumner Citizens Association, Inc.

 By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, President

Attest:

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary