

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

2015 DEC 15 PM 12:06

REGISTRY OF CORPORATIONS DIV

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is HMSHost Foundation, Inc.
- It is incorporated under the laws of Maryland
- The date of its incorporation is July 10, 2015
- The address of its principal office is HMSHost, 6905 Rockledge Drive, Bethesda, Maryland 20817
- The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
501(c)(3), non-profit, charity organization formed for the distribution and solicitation of charitable donations.

12:06 pm

FILED

DEC 15 2015

263340

By

ICM

7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	Steve Johnson	HMSHost, 6905 Rockledge Drive, Bethesda, MD 20817
Director	Paul Mamalian	HMSHost, 6905 Rockledge Drive, Bethesda, MD 20817
Director	Stephanie Havard	HMSHost, 6905 Rockledge Drive, Bethesda, MD 20817
President	Paul Mamalian	HMSHost, 6905 Rockledge Drive, Bethesda, MD 20817
Vice President		
Treasurer	Stephanie Havard	HMSHost, 6905 Rockledge Drive, Bethesda, MD 20817
Secretary	Stephanie Havard	HMSHost, 6905 Rockledge Drive, Bethesda, MD 20817

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 16, 2015

HMSHost Foundation, Inc.

Print Exact Name of Corporation Making Application

Paul Mamalian

Signature of President or Vice President (check one)

Stephanie Havard -

Signature of Secretary or Assistant Secretary (check one)

**ARTICLES OF INCORPORATION
OF
HMSHOST FOUNDATION, INC.**

FIRST: The undersigned, Paul Mamalian, whose address is 6905 Rockledge Drive, Bethesda, Maryland 20817, being over eighteen (18) years of age and acting as incorporator, hereby forms a nonstock corporation under the Maryland General Corporation Law.

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

HMSHOST FOUNDATION, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock charitable organization for the following purposes:

(a) Subject to the restrictions and limitations hereinafter set forth, to use and apply its income and principal assets exclusively for charitable, scientific, literary, and educational purposes, either directly or by contributions to organizations, including, but not limited to, those that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code").

(b) To receive, sell, hold, operate, manage, and invest in property, both real and personal, tangible and intangible, for the sole end of supporting charitable purposes, either directly or by contributions to organizations, including, but not limited to, those that qualify as exempt organizations under Section 501(c)(3) of the Code.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office with the
DEPARTMENT OF REVENUE AND TAXATION:

8879883-v1

BY: *Alexander Lyman*, Custodian

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

(c) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law.

FOURTH: The address of the principal office in this State is 6905 Rockledge Drive, Bethesda, Maryland 20817. The name of the resident agent of the Corporation in this State is CSC-Lawyers Incorporating Service Company, and the post office address of the resident agent is 7 St. Paul Street, Suite 820, Baltimore, Maryland 21202.

FIFTH: The Corporation is not authorized to issue any capital stock. HMSHost Corporation shall be the Corporation's sole member (the "Member"). The rights, privileges and qualifications of the Member are as provided in these Articles of Incorporation and the Bylaws of the Corporation.

SIXTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, consisting initially of the following persons:

Stephanie Havard

Steve Johnson

Tim Juul

Coleman Lauterbach

Paul Mamalian

Jeff Yablun

The directors shall be elected by the Member for such terms as the Bylaws may provide. The number of directors may be increased or decreased in the manner provided in the Bylaws but shall never be less than one (1).

SEVENTH: The powers of the Corporation shall be subject to the following terms, provisions, and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, director, or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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 candidates for public office.

(b) During any period that the Corporation is deemed to be a private foundation as described in Section 509(a) of the Code, the Corporation:

(i) 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 Code;

(ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(iv) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(c) Notwithstanding any other provisions of these Articles, 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 Code, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.

(d) In the event of the liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic corporations or associations as may be selected by the Corporation's directors; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code.

(e) To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law and the Code, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation or its Member for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or

the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

(f) To the maximum extent permitted by the Maryland General Corporation Law and the Code, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities; shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors; and may indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, director, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation shall, also to the same extent, advance expenses to its directors, officers, and other indemnified persons, if any, and may by Bylaw, resolution, or agreement make further provision for indemnification of directors, officers, employees, and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its directors, and subject to the approval of


the Member, any amendments to these Articles which may now or hereafter be authorized
by law.

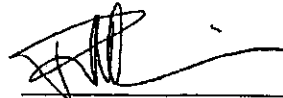
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**CUST ID:0003280960
WORK ORDER:0004497540
DATE:07-10-2015 02:26 PM
AMT. PAID:\$269.00**

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 16th day of July, 2015, and has acknowledged the same to be the act of such incorporator.

WITNESS:





Paul Mamalian

(SEAL)



CORPORATION SERVICE COMPANY™

I hereby consent to my designation in this document as resident agent for this entity.

CSC-Lawyers Incorporating Service Company

SIGNED:

Judith C. Harky

Resident Agent

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE CAN BUSINESS CODE 04



Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

Affix Barcode Label Here
ID # D18635179 ACK # 1000362008213375
PAGES: 0009
MHSOST FOUNDATION, INC.

Surviving (Transferee) _____

07/10/2015 AT 02:26 P NO # 0004497540

New Name _____

FEES REMITTED

Base Fee: _____ 100
Org. & Cap. Fee: _____ 20
Expedite Fee: _____ 20
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____ 29
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: NSF on Print _____ 50
TOTAL FEES: _____ 269

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code
_____ Adoption of Assumed Name
_____ Other Change(s)

Credit Card _____ Check Cash _____

Code 063

Documents on _____ Checks

Attention: _____

Approved By: _____ 14

Mail: Names and Address _____

Keyed By: _____

COMMENT(S): _____

**CERTIFIED
COPY MADE**

Stamp Work Order and Customer Number HERE

CUST ID: 0003280960
WORK ORDER: 0004497540
DATE: 07-10-2015 02:26 PM
AMT. PAID: \$269.00



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

