

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

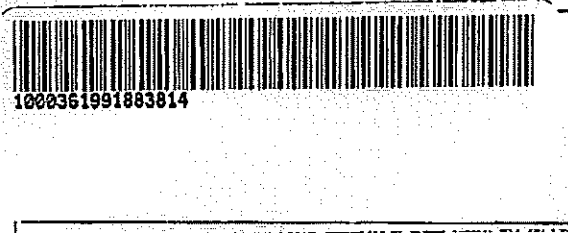
DOCUMENT CODE 02 BUSINESS CODE 04

Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



ID # D10855559 ACK # 1000361991883814
LIBER: B00854 FOLIO: 0485 PAGES: 0008
ALL HAZARDS CONSORTIUM, INC.

09/14/2005 AT 11:11 A WO # 0001111812

New Name _____

FEES REMITTED

Base Fee: <u>100</u>	Change of Name
Org. & Cap. Fee: <u>20</u>	Change of Principal Office
Expedite Fee: <u>20</u>	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
<u>1</u> Certified Copies <u>80</u>	Change of Business Code
Copy Fee: <u>28</u>	Adoption of Assumed Name
Certificates	Other Change(s)
Certificate of Status Fee: _____	
Personal Property Filings: _____	
Mall Processing Fee: _____	
Other: _____	
TOTAL FEES: <u>218</u>	

Credit Card _____ Check Cash _____

Code 063
Attention: AB Cohen

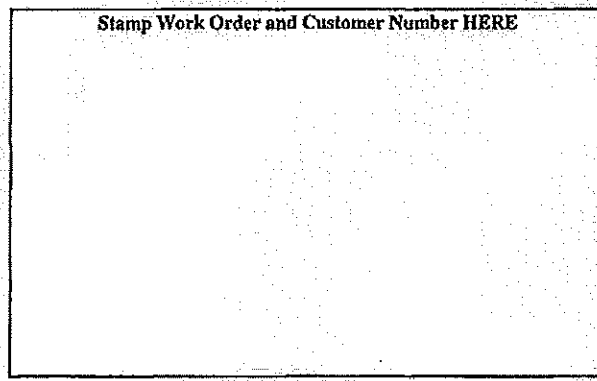
1 Documents on 1 Checks

Mail: Name and Address

Approved By: 10

Keyed By: _____

COMMENT(S):



**ARTICLES OF INCORPORATION
OF
ALL HAZARDS CONSORTIUM, INC.**

FIRST: The undersigned, Phillip Singerman, whose post office address is c/o Maryland Technology Development Corporation, 5575 Sterrett Place, Suite 240, Columbia, MD 21044, 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:

ALL HAZARDS CONSORTIUM, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock charitable organization for charitable and educational purposes within the meaning of 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") and specifically as follows:

(a) To serve as an educational forum and clearinghouse for state and local government officials, educational institutions, businesses and others to share information, ideas, strategies, and planning concepts in the field of homeland security and other hazards and to improve coordination and communication among such parties.

(b) To serve as a vehicle for clarifying and identifying the requirements for state and local homeland security and to serve as a center for research, development, testing and evaluation of ideas related to homeland security.

(c) To introduce regional homeland security and emergency planners and practitioners to best practices, new information, new technologies and their peers in local, state and federal levels of government as well as in related disciplines, including law enforcement, emergency management, public works, transportation, fire service and public health.

(d) To stimulate regionally coordinated programs, procurements, and implementation for state and local planning, preparedness, prevention, response and recovery in the field of homeland security and emergency management.

(e) To assist in the dissemination and serve as a transfer agent of homeland security technology.

(f) 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 post office address of the principal office in this State is c/o Maryland Technology Development Corporation, 5575 Sterrett Place, Suite 240, Columbia, MD 21044. The resident agent of the Corporation in this State is Phillip Singerman, whose post office address is c/o Maryland Technology Development Corporation, 5575 Sterrett Place, Suite 240, Columbia, MD 21044. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock.

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:

Brian Darmody

Tom Moran

James Stanton

Directors holding office from time to time shall constitute the members of the Corporation. The Corporation shall have three (3) classes of Directors, known as Government Directors, Education Directors and Corporate Directors. Directors shall be elected by the existing Directors for such terms and in such manner 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. The Corporation shall have an Executive Committee consisting of one (1) Director from each of the three (3) classes of Directors as further provided in the Bylaws of the Corporation.

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 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(e)(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 and regulations thereunder, all as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation or its members for money damages. This limitation on liability applies to events occurring at the time a person serves as a trustee 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 Charter 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 and regulations thereunder, all 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 shall indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, 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 Charter 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.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of a greater proportion of the votes of the Directors, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the directors then in office, except as otherwise provided in this Charter or the Bylaws of the Corporation.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of each class of its Directors, any amendments to these Articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 13 day of SEPTEMBER, 2005, and has acknowledged the same to be the act of such incorporator.

WITNESS:

David A. Minges
David A. Minges

Phillip Singerman (SEAL)

I, Phillip Singerman, hereby consent to act as resident agent for All Hazards Consortium, Inc.

Phillip Singerman
Phillip Singerman