

ARTICLES OF AMENDMENT

(1)

(2) Montgomery County Retired Employees Association, Inc., a Maryland corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation is hereby amended to be as follows:

A. The purposes for which the Corporation is formed are to provide information to and advocacy for individuals currently receiving benefits from Montgomery County, Maryland employee retirement plans and/or retiree group insurance.

B. The street address of the principal office of the Corporation in Maryland is:
11111 Waycross Way
North Bethesda, Maryland 20895

C. The name of the resident agent of the Corporation in Maryland is: Suzanne Hudson, whose address is: 11111 Waycross Way, North Bethesda, Maryland 20895.

D. The Corporation has no authority to issue capital stock.

E. The number of directors of the Corporation shall not be less than three, but the number may be increased pursuant to the bylaws of the Corporation.

F. The Corporation shall have the following powers and limitations:

1. To exercise any, all and every power for which a non-stock corporation organized under the applicable provisions of the Annotated Code of Maryland, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of the Corporation's exempt purposes. In no event shall the Corporation engage in any activities that would disqualify it as a tax-exempt entity formed in compliance with Section 501(c) (4) of the Internal Revenue Code of 1986, as amended, and the regulations issued pursuant thereto.

2. To establish, conduct, operate, and maintain an education and research program to develop materials and information concerning the Corporation in any form, manner, or nature.

3. To contract with, license or sub-license others to carry out all and/or any part of the functions and purposes of this Corporation.

4. To buy, sell, exchange, borrow or raise monies, lease and otherwise acquire, hold, own, maintain, control, work, develop, improve, alter, operate, rent, convey, deal in and otherwise handle accounts, real estate, chattels and personal property of every class and description.

5. To have members, as more fully set forth in the Bylaws of the Corporation.

6. To manage the activities and affairs of the Corporation through a Board of Directors.

a. The Bylaws shall specify the number of Directors necessary to constitute a quorum.

b. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution(s) or in the Bylaws of the Corporation, shall have and may exercise all the power of the Board of Directors in the management of the activities and affairs of the Corporation. Such committee(s) shall have such name(s) as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

c. The Directors of the Corporation may, if the Bylaws so provide, be classified as to terms of office. The Corporation may elect such officers as the Bylaws may specify, subject to the provisions of any controlling State Statutes, who shall have titles and exercise such duties as the Bylaws may provide.

d. No part of the earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes as set forth herein.

e. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws.

f. No director or officer of the Corporation shall be liable to the Corporation for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding that such director's or officer's actions, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful, or malicious, and, in each such case, was material to the cause of action adjudicated in the proceeding.

g. In the event of dissolution of the Corporation, the Board of Directors shall distribute the corporate assets to another 501 (c) (4) organization, preferably to one that would continue to serve the Corporation's membership.

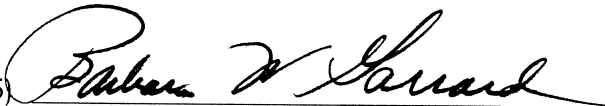
7. To amend the Bylaws by majority vote of the Board of Directors, subject to ratification by majority vote of the membership present and voting at an annual or special meeting of the membership. The Articles of Incorporation may be amended by the same process.

This amendment of the charter of the corporation has been approved by

(4) the Board of Directors by unanimous vote at its meeting of January 16, 2013 and by unanimous vote of the members of the corporation at the annual meeting of June 4, 2013, proper notice having been given in the Newsletter of March 2013.

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

(5) 
Kathy Best, Secretary

(5) 
Barbara Garrard, President

(6) Return address of filing party

MCREA

P.O. Box 73

Rockville, MD 20848-0073