

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL MAP
INDUSTRY ASSOCIATION, INC.
(a Maryland nonstock corporation)**

FIRST: I, Jonathan Z. May whose address is 25 S. Charles Street, 21st Floor, Baltimore, Maryland 21201 being at least 18 years of age, acting as incorporator, do hereby form a corporation under and by the virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the “Corporation”) is: International Map Industry Association, Inc.

THIRD: The Corporation is formed to further and promote nonprofit purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the “Code”). The specific and primary purposes for which this Corporation is formed may include, but are not limited to: (i) bringing together in one organization, for their mutual benefit, commercial entities, public and semi-public entities and agencies (including nonprofit organizations and government agencies), academic institutions, and individuals engaged in the commercial, public or academic aspects or operations of the global mapping and spatial information industry; (ii) providing services, conduct studies, disseminate information, hold meetings and conferences, and provide educational programs for the enlightenment and improvement of the membership; (iii) stimulating the capture, integration, distribution and sale of spatial information and related products and services; (iv) promoting high standards of professional competence, conduct and ethics; (v) fostering communication and cooperation among members; and (vi) leasing, purchase, receive through donation or otherwise procure, own or hold custody or possession of property, whether real, personal or mixed, for the purpose of developing and promoting the aforesaid activities. The Corporation may perform any activities which are permitted to be performed by corporations that are (i) formed under the General Laws of the State of Maryland, and (ii) exempt from federal income tax under Section 501(c)(6) of the Code.

FOURTH: The Corporation shall have the following powers in order to carry out the purposes set forth hereinabove:

(1) to receive, take and hold, whether by purchase, lease, gift or otherwise, either absolutely or in trust, any property, whether real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;

(2) to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;

(3) to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them;

(4) to invest and reinvest surplus funds in such securities or properties as the Board of Directors of the Corporation may from time to time determine;

(5) to make agreements and contracts and incur liabilities;

(6) to do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized; and

(7) to take any and all lawful actions or perform other activities permitted to be taken or performed by corporations under the Maryland General Corporation Law or by Maryland nonstock corporations under Subtitle 2 of Title 5 of the Corporations and Associations Article of the Annotated Code of Maryland (collectively, the “Act”).

FIFTH: The present address of the principal office of the Corporation in this State is 6030 Marshalee Drive, Elkridge, Maryland 21075.

SIXTH: The name and address of the resident agent of the Corporation in this State are The O’Ferrall Group, LLC, , whose address is 6030 Marshalee Drive, Elkridge, Maryland 21075. Said resident agent is a Maryland limited liability company.

SEVENTH: The Corporation is not authorized to issue capital stock. The Corporation shall have voting members, the qualifications and rights of which shall be as stated in the Bylaws of the Corporation.

EIGHTH: The affairs of the Corporation shall be managed by a Board of Directors. The initial number of directors of the Corporation shall be six (6)), which number may be increased or decreased pursuant to the Bylaws of the Corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are duly elected and qualify are as follows:

- David McIlhagga
- Bennett Moe
- Bridger Deville
- Trent Stromberg
- Mark Cygan

The duties and terms of the directors shall be as set forth in the Bylaws of the Corporation.

NINTH: The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any private persons, provided 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 purposes set forth in Article THIRD hereof. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not take any action not permitted to be taken, or engage in any activities not permitted to be engaged in, by an organization that is exempt from federal income tax under Section 501(c)(6) of the Code.

TENTH: Upon the dissolution of the Corporation, the Board of Directors of the Corporation (the “Board of Directors”) shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Code, which organization or organizations shall have a purpose which, at least generally, include a purpose similar to the Corporation. The Board of Directors shall determine how the Corporation’s assets will be distributed in accordance with the foregoing sentence. Any of the Corporation’s assets not so disposed of shall be disposed of by the Circuit Court of Howard, Maryland or such other court of competent jurisdiction sitting in the political subdivision in which the principal office of the Corporation is then located, exclusively to such organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

ELEVENTH: The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the Act and Maryland statutory and decisional law, as now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation’s Bylaws and be permitted by law; provided, however, that indemnification shall only be to the extent permitted of organizations exempt from federal income tax under Section 501(c)(6) of the Code. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such bylaws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations exempt from federal income tax under Section 501(c)(6) of the Code. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

TWELFTH: To the fullest extent permitted by the Act and Maryland statutory or decisional law, as now or hereafter in force, no director or officer of the Corporation shall be personally liable to the Corporation or its members for money damages provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations exempt from federal income tax under Section 501(c)(6) of the Code. No amendment of these Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

THIRTEENTH: Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a organizations exempt from federal income tax under Section 501(c)(6) of the Code. Except as limited by the next sentence, the Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law. The Corporation reserves the right from time to time to make any amendments to its corporate purposes and objects as contained in Article THIRD hereof so that they may embrace any activity which may properly be engaged in by any organizations exempt from federal income tax under Section 501(c)(6) of the Code.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of this Article or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under Federal Law for any organizations exempt from federal income tax under Section 501(c)(6) of the Code.

FOURTEENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this _____, 2020, and acknowledge the same to be my act and deed.

Jonathan Z. May
Incorporator

THE UNDERSIGNED HEREBY CONSENTS TO ACT AS RESIDENT AGENT IN MARYLAND FOR INTERNATIONAL MAP INDUSTRY ASSOCIATION, INC., THE CORPORATION NAMED IN THE ATTACHED ARTICLES OF INCORPORATION.

The O’Ferrall Group, LLC

By: _____
Name: _____
Title: _____

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