

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09 BUSINESS CODE _____





Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Affix Barcode Label Here

Affix Barcode Label Here




New Name _____

FEES REMITTED

Base Fee: 100
 Org. & Cap. Fee: _____
 Expedite Fee: 70
 Penalty: _____
 State Recordation Tax: _____
 State Transfer Tax: _____
1 Certified Copies
 Copy Fee: 23
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Mail Processing Fee: _____
 Other: _____

TOTAL FEES: 193

- _____ 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 _____

_____ Documents on _____ Checks

Approved By: 4

Keyed By: _____

COMMENT(S):

Code _____

Attention: 

Mail: Name and Address



CERTIFIED COPY MADE

Stamp Work Order and Customer Number HERE



AMT. PAID: \$193.00

**ARTICLES OF AMENDMENT
ELECTING TO BE A BENEFIT CORPORATION**

[REDACTED] (the "Corporation"), a Maryland corporation, hereby certifies to the State Department of Assessments and Taxation that:

FIRST: This Amendment having been properly approved by the stockholders of the Corporation, the Corporation elects to be a Benefit Corporation, as permitted by Title 5, Subtitle 6C of the Corporations & Associations Article of the Maryland Code.

SECOND: The Charter of the Corporation is hereby amended by striking out article or paragraph SECOND thereof in its entirety and substituting the following in lieu thereof:

“**SECOND:** The purposes for which the Corporation are formed are to engage in farming, farm management, and farm-related operations and businesses, including but not limited to the supply of plants and plant expertise for green roof systems, and to engage in all other lawful trades, businesses, and activities as the board of directors of the Corporation may from time to time determine. In addition, the Corporation has the purpose of creating a general public benefit in accordance with Title 5, Subtitle 6C of the Corporations & Associations Article of the Maryland Code. The Corporation shall have all of the general powers granted by the law of the State of Maryland and all other powers necessary or appropriate to such purposes not specifically prohibited by law.”

THIRD: The Charter of the Corporation is hereby amended by adding the following article or paragraph to the Charter:

“**NINTH:** In discharging his or her duties, and in determining what is in the best interests of the Corporation and its stockholders, a director of the Corporation shall consider such factors as the director deems relevant, including, but not limited to the long-term prospects and interests of the Corporation and its stockholders, as well as the Corporation’s purpose of creating a general public benefit; however, nothing in this Charter or any amendments thereto, express or implied, is intended to create or shall create a duty or obligation to any person that is or may be a beneficiary of the public benefit purpose of the Corporation.”

FOURTH: This Amendment of the Corporation's Charter was duly advised and approved by the Board of Directors of the Corporation in the manner and by the vote required by law and the Corporation’s Charter.

FIFTH: This Amendment of the Corporation's Charter was duly approved by the Stockholders of the Corporation in the manner and by the vote required by law and the Corporation's Charter.

SIXTH: Each of the undersigned officers of the Corporation acknowledges, under the penalties for perjury, that these Articles of Amendment are the corporate act of the Corporation and that the matters and facts set forth herein are true in all material respects, to the best of her knowledge, information and belief.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by the undersigned authorized person this 1st day of October, 2010.

ATTEST:

[Redacted signature box]

[Redacted signature box]

By:

[Redacted signature box]

[Redacted signature box]