

ARTICLES OF AMENDMENT TO THE CHARTER
OF
AMERICAN HUNGARIAN EDUCATORS ASSOCIATION, INC.

(a Maryland Non-Stock, Non-Profit Corporation)

The AMERICAN HUNGARIAN EDUCATORS ASSOCIATION, INC., a Maryland corporation (hereinafter called the “Corporation”), hereby certifies to the Maryland State Department of Assessments and Taxation (“SDAT”) that:

FIRST: On September 7, 1976, the Incorporators signed the Articles of Incorporation of the Corporation (“Articles of Incorporation” or “Charter”), and the SDAT has recognized the Corporation as being registered in the State of Maryland on October 25, 1976.

SECOND: The Corporation desires to amend certain Articles of its Charter as currently in effect.

THIRD: ARTICLE SECOND is hereby deleted in its entirety, and the following ARTICLE SECOND shall be inserted in lieu thereof:

“SECOND: The name of the Corporation is “American Hungarian Educators Association, Inc.”

FOURTH: ARTICLE THIRD of the Charter is hereby deleted in its entirety, and the following ARTICLE THIRD shall be inserted in lieu thereof:

“THIRD: The purposes for which the Corporation is formed are as follows:

1. The Corporation is a nonprofit, charitable, multidisciplinary association of scholars in Hungarian language, literature, culture and social sciences.

2. The Corporation promotes exchanges in research,

encourages teaching initiatives, and supports ethnic and multicultural programs to broaden awareness of Hungarian culture.

3. To have and to exercise to the extent necessary or desirable for the accomplishment 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.”

FIFTH: ARTICLE FOURTH of the Charter is hereby deleted in its entirety, and the following new ARTICLE FOURTH shall be inserted in lieu thereof:

“FOURTH: The Corporation is organized and shall be operated exclusively as a nonstock charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or may hereafter be amended (collectively, the "Code").”

SIXTH: ARTICLE NINTH of the Charter is hereby deleted in its entirety, and the following new ARTICLE NINTH shall be inserted in lieu thereof:

“NINTH: To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, 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 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 Article NINTH, or the adoption of any provision of the Corporation's Charter inconsistent with this Article NINTH, 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.”

SEVENTH: ARTICLE TENTH of the Charter is hereby deleted in its entirety and the following new ARTICLE TENTH shall be inserted in lieu thereof:

“TENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation, pursuant to a plan of distribution adopted by the Directors, to any organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code and described in Section 509(a)(1), (2) or (3) of the Code, to any US nonprofit organization that supports Hungarian educational or cultural activities. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes specified in such plan of distribution (or if there is no plan of distribution, for purposes similar or analogous to the purposes described in Article THIRD hereof), or to Exempt Organization(s), as determined by such court, which are organized and operated for such purposes.”

EIGHTH: The Corporation desires to add ARTICLE ELEVENTH to the Charter as follows:

“ELEVENTH: To the maximum extent permitted by the Maryland General Corporation Law, as from time to time amended, the Corporation shall (i) indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services as a director,

officer or employee, (ii) indemnify its currently acting and its former officers, employees, and agents, who are not also directors, against any and all liabilities and expenses incurred in connection with their services in such capacities; and (iii) indemnify, to the same extent, persons who serve and have served at its request as a trustee, director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, or other enterprise; and may (iv) advance expenses to its directors, officers, and other indemnified persons, if any. In addition, the Corporation may, by By-Law, resolution or agreement, make further provision for indemnification of directors, officers, employees and agents. No amendment or repeal of this Article ELEVENTH, or the adoption of any provision of the Corporation's Charter inconsistent with this Article ELEVENTH, shall apply to or affect in any respect the indemnification of any Corporation director, officer, employee, agent or other indemnified person with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.”

NINTH: The Corporation desires to add ARTICLE TWELFTH to the Charter as follows:

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

TENTH: These Articles of Amendment are the act of the Corporation, approved by the Board of Directors in the manner and by the vote required by the Charter of the Corporation or under Maryland law. The Corporation has no authority to issue stock, and there is no membership entitled to vote on amendments to the Charter.

IN WITNESS WHEREOF, AMERICAN HUNGARIAN EDUCATORS ASSOCIATION, INC.
has caused these presents to be signed in its name and on its behalf by its President and
witnessed by its Secretary on _May 5, 2021, and its President acknowledges under the penalties
of perjury that these Articles of Amendment are the act and deed of AMERICAN
HUNGARIAN EDUCATORS ASSOCIATION, INC., and that the matters and facts set forth
herein with respect to authorization and approval are true in all material respects to the best of
her knowledge, information and belief.

WITNESS/ATTEST:

AMERICAN HUNGARIAN EDUCATORS
ASSOCIATION, INC.



Zsuzsanna Varga, Secretary

By: _____
Klara K. Papp, President