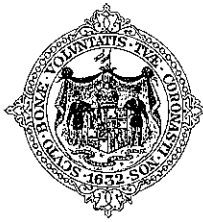


State of Maryland
**Department of
Assessments and Taxation**

Charter Division



Martin O'Malley
Governor

Robert E. Young
Director

Paul B. Anderson
Administrator

Date: 03/22/2012

JENNY E. KAMACHAITIS
6TH FLOOR
12505 PARK POTOMAC AVE
POTOMAC MD 20854-6801

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : MONTGOMERY CHILD CARE ASSOCIATION, INC.
DEPARTMENT ID : D00428078
TYPE OF REQUEST : ARTICLES OF AMENDMENT
DATE FILED : 03-15-2012
TIME FILED : 10:01 AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000362003048370
CUSTOMER ID : 0002727514
WORK ORDER NUMBER : 0003944094

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - NON-STOCK
STOCK: N
CLOSE: U
EFFECTIVE DATE: 03-15-2012
PRINCIPAL OFFICE: 3204 TOWER OAKS BLVD.
SUITE 330
ROCKVILLE MD 20852
RESIDENT AGENT: MICHELLE MARTINEAU GREEN
3204 TOWER OAKS BLVD.
SUITE 330
ROCKVILLE MD 20852

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONTGOMERY CHILD CARE ASSOCIATION, INC.**

Montgomery Child Care Association, Inc., a Maryland corporation, having its principal office at 3204 Tower Oaks Boulevard, Suite 330, Rockville, Maryland 20852 (hereinafter referred to as the "Corporation"), hereby certifies to the Maryland State Department of Assessments and Taxation (the "Department") as follows:

FIRST: That the Articles of Incorporation of the Corporation are hereby amended by deleting the present Article SIXTH thereof and substituting in lieu thereof the following new Article SIXTH as follows:

SIXTH: The business and affairs of the Corporation shall be governed by a Board of Directors which shall be composed of an odd number of Directors, which number shall be not less than five (5) and not more than twenty-one (21). The actual number of Directors shall be determined by resolution of the Board from time to time. Each such Director shall be a voting member of the Board and shall have such qualifications and background as the Board may determine from time to time. In addition, the Board shall include such non-voting members (including ex-officio members) as may be required by the Bylaws or as may be permitted by the Bylaws and approved by the Board."

SECOND: That the Articles of Incorporation of the Corporation are hereby amended by deleting in their entirety paragraph 1, paragraph 2, paragraph 4, and paragraph 5 of the present Article SEVENTH and substituting in lieu thereof the following new paragraph 2, paragraph 4, and paragraph 5, respectively:

"1. To stimulate interest in, and to establish throughout the Montgomery County, Maryland, area, a program of, and adequate facilities for, early care and education for children,"

"2. To create, design, plan and operate child care centers under the highest standards for such children when such care is determined to be in the best interests of the child and the family,"

"4. In all of the foregoing, to cooperate fully with all interested groups and public agencies to provide leadership, interpretation, coordination, planning and training in the development and enrichment of child care facilities throughout the Montgomery County, Maryland area, and to establish acceptable standards governing the operation of child care centers in the Montgomery County, Maryland, area, and"

"5. To provide early care and education services for the children of those who are unable for financial reasons to provide child care for their children

during the day, to the extent of the Corporation's financial resources and as determined by the Association in its sole discretion."

THIRD: That the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety paragraph 2 of the present Article NINTH.

FOURTH: That the Articles of Incorporation of the Corporation are hereby amended by inserting a new Article TENTH, a new Article ELEVENTH, and a new Article TWELFTH, as follows:

"TENTH: The following provisions are hereby adopted for the purpose of providing for the indemnification of the Corporation's directors and officers, and at the option of the Corporation, the Corporation's employees and agents:

1. To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person (i) is or was a director or officer of the Corporation or of a predecessor of the Corporation, or (ii) is or was a director or officer of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal therein (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding). Such indemnification shall not apply in any instance where the same is inconsistent with the provision of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) (the "Code") applicable to corporations described in Section 501(c)(3) of the Code, or violative of these Articles or the Bylaws.

2. To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person (i) is or was an employee or agent of the Corporation or of a predecessor of the Corporation, or (ii) is or was an employee or agent of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, other enterprise, or other employee benefit plan may (but need not) be indemnified by the Corporation against

judgments, penalties, fines, settlements and reasonable expenses (including, but not limited to, attorneys' fees and court costs) actually incurred by such person in connection with such action, suit or proceeding, or in connection with any appeal thereof (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding). Such indemnification shall not apply in any instance where the same is inconsistent with the provision of the Code applicable to corporations described in Section 501(c)(3) of the Code, or violative of these Articles or the Bylaws.

3. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or Articles of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of this Article with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

4. The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights of which any officer, director, employee, or agent of the Corporation may be entitled apart from the provisions of this Article.”

“ELEVENTH: The following provision is hereby adopted for the purpose of providing for the limited liability of the Corporation’s directors and officers. To the maximum extent that Maryland law in effect from time to time permits the liability of directors and officers to be limited or eliminated, no director or officer of the Corporation shall be liable to the Corporation for money damages, provided that such relief from liability shall not apply in any instance where such relief is inconsistent with the provision of the Code applicable to corporations described in Section 501(c)(3) of the Code, or violative of these Articles or the Bylaws. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any provision of the Corporation’s Articles or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.”

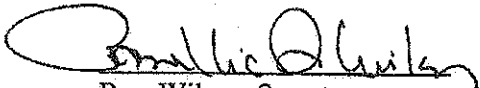
“TWELFTH: The duration of the Corporation shall be perpetual, provided that the Corporation may be dissolved if (a) written notice of the proposed dissolution has been submitted to the Directors with written notice of the meeting date to decide on the proposed dissolution, at least thirty (30) days prior to the meeting date, and (b) such dissolution is thereafter approved at such meeting by a two-thirds (2/3) vote of the Directors then in office. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated consistently with the charitable and/or educational purposes of the Corporation and as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. Any remaining assets not disposed of by the Board of Directors shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.”

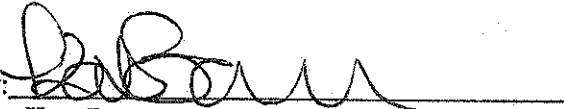
FIFTH: The foregoing amendments to the Articles of Incorporation of the Corporation have been approved by a majority of the entire Board of Directors and no stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF, Montgomery Child Care Association, Inc. has caused this Amendment to the Articles of Incorporation to be signed and sealed in its name and on its behalf by its President and witnessed by its Secretary on this 15th day of March, 2012, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation, and, under the penalties of perjury, 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:

MONTGOMERY CHILD CARE ASSOCIATION, INC.


Pam Wilson, Secretary

By: 
Kate Barnes, President