

**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
WYNNEFIELD HEIGHTS CIVIC ASSOCIATION**

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988 (the "PaNPCL"), 15 Pa. C.S. §5911 (relating to articles of amendment), the corporation desires to amend, restate, and replace its articles of incorporation filed on April 21, 2003 with the Pennsylvania Department of State, as follows:

1. **Name**. The name of the corporation is: Wynnefield Heights Civic Association (the "Corporation").

2. **Address**. The location and post-office address of the Corporation's registered office in this Commonwealth shall be:

c/o Brith Sholom House  
3939 Conshohocken Avenue  
Philadelphia, PA 19131

3. **Purposes**. The Corporation is incorporated under the PaNPCL. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is incorporated exclusively, and the nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation exclusively shall be, for charitable and educational purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States ("Code"). Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

a. To unite in one local organization community leaders and all persons of voting age who are residents of, or have interests in the community.

b. To initiate studies and discussions of the problems of the community and to develop recommended solutions of the greatest mutual benefit.

c. To discuss projects and public improvements which will encourage growth and development of the community and make it a better place in which to live.

d. To encourage public support which will accomplish the foregoing objectives.

e. To gather and disseminate information on activities and affairs of general public interest in the community and on the activities of the community.

f. To apprise governmental agencies and public officials of the views of the Corporation in matters pertaining to the community, and to work with such agencies and officials to realize the goals of the community.

g. To contact, maintain liaison and unite with civic organizations and associations from adjoining geographic areas in order to discuss and resolve problems of mutual interest and concern.

h. To promote action and interaction by and between the residents and businesses of the community for the purpose of:

- (1) A safe community;
- (2) A clean and well-maintained community;
- (3) A responsible community fostering good neighborhood relationships;
- (4) Relief of the poor, distressed or underprivileged;
- (5) Promoting social welfare and/or lessening neighborhood tensions, combating community deterioration and juvenile delinquency.

i. To instruct the public on subjects useful to the individual and beneficial to the community.

j. To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.

k. To do all things which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania and which are not otherwise prohibited by these Articles of Incorporation or the Corporation's Bylaws.

4. **Perpetual Existence.** The Corporation shall have perpetual existence, unless earlier terminated by adoption of a resolution to dissolve or terminate the existence of the Corporation as provided in Article 9.

5. **Non-Stock Basis.** The Corporation is organized on a non-stock basis.

6. **Membership.** The Corporation shall have members.

7. **Restrictions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, 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 purposes set forth in Article 3 hereof. Except as may be permitted under the provisions of Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of

the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170, 2055 and 2522 of the Code. These Amended and Restated Articles shall not be altered or amended in derogation of the provisions of this Article.

8. **“Private Foundation” Provisions.** In the event the Corporation is, or in the future may become, a “private foundation” within the meaning of Section 509 of the Code:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(f) Upon dissolution or termination of the Corporation, it shall comply with the requirements of Section 507(b)(1)(A) of the Code.

9. **Termination.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In the event of a sale or dissolution of the Corporation, the surplus funds of the Corporation shall not inure to the benefit of, or be distributable to, its directors, officers, or other private persons.