

BY-LAWS

OF

**East Snyder Regional
Recreation Association**

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ARTICLE I

Section 1.1 - Name

The name of the Corporation is East Snyder Regional Recreation Association.

ARTICLE II

Section 2.1 - Principal Office

The principal office of the Corporation shall be in Penn Township, Snyder County, Pennsylvania, where the offices shall be located.

ARTICLE III

Section 3.1 - Purpose

The Corporation was formed and exists for the purpose of promoting a healthy lifestyle for community residents by facilitating the development and continuation of recreational facilities, programs and opportunities and other charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law) by planning for and participating in the physical development and maintenance of community recreation areas and planning, implementing and participating in the development of community programs that utilize these, or similar areas, that are in the best interests of the community of said charitable purposes, to engage in and carry on any lawful purpose or purposes which nonprofit corporations are empowered to conduct under the Nonprofit Corporation Law of 1988, as amended from time-to-time, of the Commonwealth of Pennsylvania, except as hereinafter restricted.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1

The Corporation shall have no stockholders or members. Rights and duties of members or shareholders as provided by law shall be exercised by the Board of Directors.

Section 4.2

The number of Directors shall be an odd number, no more than nine (9). The initial number of Directors shall be nine (9). Thereafter, the number shall be determined from time to time by the Board of Directors at the annual meeting.

Section 4.3

The initial Directors shall be appointed by the Penn Township Board of Supervisors from among residents of the community and Eastern Snyder County, provided that residents of the Township shall always be in the majority. These Members shall serve for an initial term of one (1) year. Following the one year period, subsequent Members shall be nominated to membership, to the extent a vacancy exists, upon written motion by a Nominating Committee acting pursuant to Section 4.4 hereunder, or upon written motion by any Director at any Annual Meeting or any Special Meeting called for the purpose of electing Directors, and if at such meeting such written motion is seconded by at least one Director and receives the affirmative votes of a majority of the total number of Directors, signifying that a majority finds such person to be qualified by reason of training, ability and interest to further the purpose of the Corporation as stated in Article III. The names of all Nominees shall be forwarded to the Penn Township Board of Supervisors which shall be empowered to approve, or, with cause, to disapprove the Nominee. If a Nominee is disapproved, the Nominating Committee shall select another Nominee for review and approval by the Township Supervisors. This process shall also be used in the event a Director resigns, or is otherwise removed or incapacitated.

Section 4.4

In order to facilitate the identification of potential Directors, each year, at least thirty (30) days prior to the Annual Meeting, or at any time a vacancy occurs by reason of a resignation, the President shall appoint a Nominating Committee to nominate a person or persons to be elected to membership. The nominating Committee shall provide to all Directors an opportunity to propose to the Nominating Committee the names of persons to be considered for nomination. The Nominating Committee shall submit in writing to all Directors, at least five (5) business days before such Annual Meeting or any Special Meeting called for such purpose, the name of any person the Nominating Committee intends to nominate for Director at such meeting.

Section 4.5

Subsequent to the initial appoint of Directors, at the first election made upon nomination by the Nominating Committee, one Director shall be elected for one year, two for two years, three for three years and three for four years. Thereafter all Directors shall be elected to terms of four (4) years. The four year term of any Director elected shall be deemed to commence as of January 1 of the year in which such Director is elected. A Director shall continue in office until a successor is duly elected or until resignation, which shall be the submitted in writing to the President. Directors shall be limited to two (2) consecutive four (4) year terms.

Section 4.5

The term of office of any Director may be terminated at any time for failure to attend faithfully to the obligations of Directorship or actions contrary to the best interests of the Corporation, upon the affirmative vote of at least two thirds (2/3) of all of the Directors, upon reasonable notice, and otherwise as provided by law.

Section 4.6

The business and affairs of the Corporation shall be directed by its Board of Directors, which may exercise all powers of the Corporation and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised and done by the Members or by others.

Section 4.7

Directors may not receive any compensation for their services as Directors, but they shall be entitled to receive reimbursement of actual expenses incurred in the performance of duties on behalf of the Corporation. A Director may be a salaried Officer of the Corporation, and may be otherwise employed or engaged for compensation by the Corporation.

ARTICLE V

MEETINGS OF DIRECTORS

Section 5.1

The Annual meeting of the Corporation shall be held at the Penn Township Municipal Building or at such other place as the Board of Directors may from time-to-time determine.

Section 5.2

The Annual Meeting of the Board of Directors of the Corporation shall be held during the month of December of each year at the call of the President, or the Board of Directors. The purpose of the Annual Meeting shall be to fill any vacancies in the Board of Directors and any other business which may properly be brought before such meeting pursuant to these Bylaws. The term of any Director elected at an Annual Meeting held during December shall commence on the following January 1. If for any reason the Annual Meeting is not held during the month of December, such meeting may be held thereafter, but the term of any Member elected at such a meeting shall be deemed to have commenced on January 1 of the year in which such meeting is held.

Section 5.3

Any Annual Meeting shall be called by written notice of at least five (5) days to all Directors, such notice to specify the place, date and hour of such meeting.

Section 5.4

Regular Meetings of the Board shall be held at such times and places as shall be set from time-to-time by Resolution of the Board adopted at a duly convened meeting, or by unanimous written consent.

Section 5.5

Special Meetings of the Board may be called by the President upon at least twelve (12) hours notice to each Director, either in person, by telephone, or by mail. Special Meetings may also be called by the Secretary in like manner and on like notice, upon the written request of at least fifty percent (50%) of the Directors. Notice of each Special Meeting of the Board shall specify the place, date and hour of such meeting.

Section 5.6

Written notice of any Special Meeting, stating the place date, hour, and the general nature of the business to be transacted thereat, shall be given to each Director entitled to vote thereat at such address as appears on the official list of Directors maintained by the Corporation, at least three (3) days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 5.7

Business transacted at any Special Meeting shall be confined to the business stated in the call.

Section 5.8

A majority of Directors in office shall be necessary to constitute a quorum for the transaction of business at any meeting of Directors. Acts by majority vote at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 5.9

When a quorum is present at any meeting, the votes of a majority of Directors entitled to vote, and present in person, shall decide any questions brought before such meeting pursuant to the notice of such meeting, unless the question is one which, by express provision of a statute or of these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 5.10

Except as otherwise provided by statute, at every meeting of Directors, every Director shall have one vote.

ARTICLE VI

COMMITTEES OF THE BOARD

Section 6.1

The Committees of the Board of Directors shall be the Executive Committee and such other Committees of one or more Directors as may be appointed by the Chairperson from time-to-time.

Section 6.2

The Executive Committee shall be composed of the President, the Vice President, the Secretary, and the Treasurer. Should the Board of Directors so choose, the Executive Committee may see to the implementation of policies established by the board of Directors, shall act on behalf of the Board of Directors in such implementation and in so acting shall have an may exercise all of the powers and authority of the Board of Directors, except as restricted by law. The President shall be Chairman of the Executive Committee.

Section 6.3

Committees appointed by the President shall have and may exercise all of the powers and authority of the Board of Directors, to the extent provided for by a Resolution of the Board of Directors. Formal action by any such Committee shall be by majority vote of the members thereof and shall be reported promptly to the Board of Directors.

ARTICLE VII

OFFICERS

Section 7.1

The Officers of the Corporation, shall be elected by the Board of Directors, and shall be a President, Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors shall determine from time-to-time. There shall be no limit to the number of terms to which an Officer may be elected, except the limitation of two successive terms as a Director of the Corporation. The President, the Vice President, the Secretary, and the Treasurer shall be members of the Board of Directors.

Section 7.2

Officers shall be elected annually at a meeting of the Board of Directors during the month of December. The term of each Officer so elected in December shall commence on the following January 1.

Section 7.3

The Officers shall hold office until their successors are chosen and are qualified. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The term of any Officer who is also an employee of the corporation shall automatically expire upon the resignation from or termination of such employment. If the office of any Officer becomes vacant for any reason, such vacancy shall be filled by the Board of Directors.

Section 7.4

The President shall chair all meetings of the Members, of the Board of Directors, and of the Executive Committee, and shall see to it that all duly enacted Resolutions and other actions of those bodies are carried into effect, and shall perform such other duties as may be delegated by those bodies. The President shall receive no compensation for service in that office.

Section 7.5

The Vice President shall, in the absence of or disability of the President, perform the duties and exercise the powers of the President, and shall perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors or the Executive Committee may prescribe or the President may delegate.

Section 7.6

The President shall be the chief executive officer of the Corporation and shall be responsible for the general and active management of the business of the Corporation.

The President shall be empowered to execute contracts, bonds, mortgages and other instruments requiring a seal, under the seal of the Corporation subject to review by the Township if property or Township status is involved, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of Directors to some other Officer or agent of the Corporation. The President shall carry out such other duties as may be delegated by the Board of Directors.

Section 7.7

The Secretary shall attend meetings of the Members, of the Board of Directors, and of the Executive Committee, and shall record or cause to be recorded all the votes of those bodies and the minutes of such meetings in files to be kept for that purpose. The Secretary shall keep in safe custody the corporate seal of the Corporation, and, as authorized by the Board of Directors, affix the same or cause the same to be affixed to any instrument requiring it; and, when so affixed, the seal shall be attested by signature of the Secretary or by the signature of an Assistant Secretary. The Secretary shall receive no compensation for service in that office. The Assistant Secretary is not required to be a member of the Corporation.

Section 7.8

The Treasurer shall have oversight on behalf of the Board of Directors of the financial affairs of the Corporation, and shall perform such other duties as the Board of Directors shall prescribe from time-to-time. The Treasurer shall receive no compensation for service in that office.

ARTICLE VIII

FISCAL MATTERS

Section 8.1

The fiscal year of the Corporation shall be the calendar year, unless the Board of Directors from time-to-time by Resolution shall establish some other fiscal year.

Section 8.2

At least thirty (30) days before the end of each fiscal year, the President shall see to it that a Proposed Annual Budget for the next fiscal year, setting forth anticipated revenues and expenditures in reasonable detail, is presented to the Board of Directors, after such Proposed Annual Budget has been reviewed by the Treasurer and by any Committee of the Board of Directors which may have been appointed by the President for such purpose.

Section 8.3

Before the commencement of each fiscal year, the Board of Directors, having made such modifications to the Proposed Annual Budget as it may deem appropriate, shall adopt by Resolution the Annual Budget. The President shall see to it that the business of the Corporation during the fiscal year is conducted in such manner so that total costs incurred by the corporation are consistent with the contemplated Annual Budget, unless the President first shall propose and the Board of Directors shall approve by Resolution an amendment or amendments to the Annual Budget. An Annual Budget may be amended at any time by Resolution of the Board of Directors. The Corporation shall not have the power to commit, or otherwise to use, without prior action of the Board of Supervisors, tax and other publicly generated revenues.

Section 8.4

All checks or other drafts on the funds of the Corporation shall be signed by such Officer or Officers as the Board of Directors shall designate from time-to-time. All funds of the Corporation shall be kept in such depositories as the Board of Directors shall designate from time-to-time.

Section 8.5

The books and records of the Corporation shall be audited annually or more frequently if decided by the Board of Directors, by an independent certified public accountant selected by the Board of Directors.

Section 8.6

No part of the net earnings of the Corporation shall inure to the benefit of its members, trustees or officers, or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of the purposes set out in Section 3.1 hereof.

ARTICLE IX

GENERAL PROVISIONS

Section 9.1

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 9.2

Whenever under the provisions of any statute or of the Bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first-class mail, postage prepaid, to his or her address as it appears on the books of the Corporation; or, in the case of Members and Directors, as supplied by them to the Corporation for the purpose of notice. If such notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.

Section 9.3

Any Officer of the Corporation and member of the Board of Directors, and any employee of or consultant to the Corporation, who has any personal or immediate family, financial or property interest of any kind or nature with respect to any land, building, lease, contract, or agreement, or with respect to any matter or thing which may come before a meeting of the Board of Directors, or in the ordinary conduct of the affairs of the Corporation, promptly upon learning of such interest shall disclose the same to the Directors; and such Officers, Directors, Employees or Consultants shall abstain from voting on any matter relating thereto. No Officer of the Corporation or Member of the Board of Directors or employee of the Corporation shall, for a period of two (2) years after termination for any reason as such Member, Officer, Director, or employee of the corporation become financially interested in any manner in any transaction relating to a matter or thing of which he gained confidential information as such Officer, Director, or employee.

ARTICLE X

LIMITING LIABILITY OF DIRECTORS

Section 10.1

A Director of this Corporation shall stand in a fiduciary relation to this Corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) One or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons.

(c) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 10.2

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interests of this Corporation, consider the effects of any action upon employees, upon suppliers and customers of this Corporation and upon communities in which offices or other establishments of this Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section I hereof.

Section 10.3

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of this Corporation.

Section 10.4

A Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) The Director has breached or failed to perform the duties of his office under Section 10.1; and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 10.5

The provisions of Section 10.4 hereof shall not apply to:

(a) The responsibility or liability of a Director pursuant to any criminal statute: or

(b) The liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 10.6

Notwithstanding any other provisions of these Bylaws, the approval of the members shall be required to amend or repeal this Article XII or to adopt any provision as part of these Bylaws which is inconsistent with the purpose of this Article XII.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC

Section 11.1

Scope of indemnification

- (a) The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including without limitation liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except where such indemnification is expressly prohibited by applicable law or where the conduct of the indemnification has been determined to constitute willful misconduct or recklessness within the meaning of 42 Pa. C.S. Section 8365(b) or any superseding provision of law, sufficient in the circumstances to bar indemnification against liabilities arising from the conduct.
- (b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, or any liabilities to which such person may be subject, the corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities
- (c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the indemnified representative is not entitled to indemnification.
- (d) For purposes of this Article:
 - (1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;
 - (2) "indemnified representative" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any persons serving at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

- (3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, exercise tax assessed with respect to any employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys fees and disbursements); and
- (4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 11.2

Proceedings initiated by Indemnified Representatives

Notwithstanding any other provisions of this Article, the Corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervener or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This Section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending arbitration or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 11.3

Advancing Expenses

The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 1 or 2 of this Article upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 11.4

Securing of Indemnification Obligations

To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism, or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of

Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to violability.

Section 11.5

Payment of Indemnification

An indemnified representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the secretary of the Corporation.

Section 11.6

Contribution

If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 11.7

Discharge of Duty

An indemnified representative shall be deemed to have discharged such person=s duty to the Corporation if he or she has relied in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of the Corporation whom the indemnified representative reasonable believes to be reliable and competent with respect to the matter presented;
- (b) legal counsel, public accountants or other persons as to matters that the sentative reasonably believes are within the persons= professional or expert competence; or
- (c) a committee of the Board of Directors on which he or she does not serve as to matters within its areas of designated authority, which committee he or she reasonably believes to merit confidence.

Section 11.8

Contract Rights, Amendment or Repeal

All rights under this Article shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 11.9

Scope of Article

The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of members of disinterested directors or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution, and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall ensure to the benefit of the heirs, executors, administrators and personal representatives of such person.

Section 11.10

Reliance on Provisions

Each person who shall act as an indemnified representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article.

Section 11.11

Interpretation

The provisions of this Article have been adopted by the members of the Corporation and are intended to constitute Bylaws authorized by Section 5741 et seq. and 5711 et seq. of the Pennsylvania Non-Profit Corporation Law (15 Pa. C. S. ' '5741 et seq, and 15 Pa. C. S. ' '5711 et seq.).

ARTICLE XII

AMENDMENTS

Section 12.1

These Bylaws may be altered, amended or repealed by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.

ARTICLE XIII

LEGISLATIVE INITIATIVES

Section 13.1

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV

FUNDRAISING

Section 14.1

The Corporation, under the Section 501(c)(3) non-profit charter, may from time to time solicit and utilize public funds in the form of grants, loans, as well as in-kind services, submit applications for State and Federal grant and/or loan programs that are consistent with the Corporation's Charter, solicit Corporate and Foundation support as well as private gifts, donations, and bequests and otherwise seek to advance the purposes of the Corporation through creative non-profit financial planning and development.

ARTICLE XV

DISSOLUTION OF THE CORPORATION

Section 15.1

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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of Snyder County exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.