

RESOLUTION

111306

WHEREAS, the Borough of Gettysburg, through the Pennsylvania Regional Economic Development District Initiative (REDDI) project, is actively pursuing the economic development, redevelopment, and economic revitalization of its community; and

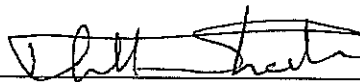
WHEREAS, the Borough of Gettysburg believes that the formation of an economic development corporation to carry out the economic development, redevelopment, and economic revitalization of the community is the best method to accomplish the goals of the REDDI project and similar efforts and is also in the best interests of the citizens of the Borough; and

WHEREAS, the Borough Council of the Borough of Gettysburg desires to file with the Commonwealth of Pennsylvania, Department of State, Corporation Bureau, Articles of Incorporation—Nonprofit in the name of "Gettysburg Economic Development Corporation" in the form attached hereto as Exhibit "A."

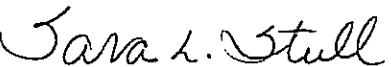
RESOLVED, that Theodore H. Streeter, President of Borough Council, Jamie P. Fleet, Vice President of Borough Council, and John D. Lawver, Jr., Borough Manager, are authorized to execute and file the Articles of Incorporation on behalf of the Borough of Gettysburg in the form attached hereto as Exhibit "A" with the Commonwealth of Pennsylvania, Department of State, Corporation Bureau.

THIS RESOLUTION is duly adopted according to law on this 13th day of November 2006 at a duly advertised meeting of the Borough Council of the Borough of Gettysburg.

BOROUGH OF GETTYSBURG

By: 
Theodore H. Streeter
President of Borough Council

Attest:

By: 
Sara L. Stull, Secretary

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

COPY

Articles of Incorporation-Nonprofit

(15 Pa.C.S.)

- Domestic Nonprofit Corporation (§ 5306)
 Nonprofit Cooperative Corporation (§ 7102B)

Name		
Harold A. Eastman, Jr., Esquire		
Address		
220 Baltimore Street		
City	State	Zip Code
Gettysburg	PA	17325

Document will be returned to the name and address you enter to the left.

←

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:

Gettysburg Economic Development Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
59 East High Street	Gettysburg	PA	17325	Adams

(b) Name of Commercial Registered Office Provider	County
c/o:	

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

~~Please see Exhibit "A" Attachment to Articles of Incorporation of Gettysburg Economic Development Corporation~~ which is attached hereto and incorporated herein by reference.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Check one of the following:

The corporation is organized on a non-stock basis.

Option for Nonprofit Cooperative Corporation Only: The corporation is organized on a stock share basis.

6. For Nonprofit Corporation Only:

(Strike out if inapplicable): The corporation shall have no members.

~~(Strike out if inapplicable): The incorporators constitute a majority of the members of the committee authorized to incorporate, by the requisite vote required by the organic law of the association for the amendment of such organic law.~~

7. For Nonprofit Cooperative Corporation Only: N/A

Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) (shareholders) is: _____

8. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):

Name(s)	Address(es)
Theodore H. Streeter	111 East Middle Street, Gettysburg, PA 17325
Jamie P. Fleet	122 East Middle Street, Gettysburg, PA 17325
John D. Lawver, Jr.	524 McMillan Street, Gettysburg, PA 17325

9. The specified effective date, if any, is:
upon filing

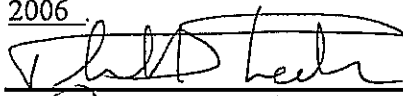
month day year hour, if any

10. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this

13 day of NOVEMBER

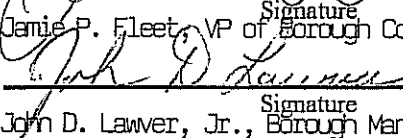
2006



Theodore H. Streeter, Signature
President of Borough Council



Jamie P. Fleet, Signature
VP of Borough Council



John D. Lawver, Jr., Signature
Borough Manager

Attachment to Articles of Incorporation of Gettysburg Economic Development Corporation

1. The Corporation is organized exclusively for the tax exempt purpose of fostering, promoting, and carrying on certain charitable objectives and for any other exempt activities as permitted under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future Internal Revenue Law of the United States, both directly and by the application of assets or income distributions to organizations that qualify as exempt under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future Internal Revenue Law of the United States. The Corporation shall have full authority to receive, administer, and expend funds, and to purchase, to enter into and to accept assignments of agreements of sale and options to purchase, to lease, to sell and convey, and to develop real property and facilities and perform such other acts as may be necessary or proper to accomplish such charitable objectives and other exempt activities in connection with the economic development, the redevelopment and the economic revitalization of the community of the historic Borough of Gettysburg and its environs, but only to the extent permitted by the Pennsylvania Nonprofit Corporation Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of any individual and no member, director, officer or employee of the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the corporate purposes.

3. 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding anything to the contrary herein contained, no activity undertaken or carried on by the Corporation shall be such as is not permitted by a corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States).

4. In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

a. A nonprofit organization or organizations which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under §170(c) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States) or as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code; and/or

Exhibit "A"

b. A nonprofit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under §170(c) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States) or as an organization exempt from federal income tax under §501(a) of such Code as an organization described in §501(c)(3) of such Code.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located as said Court shall determine, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

Docketing Statement DSCB:15-134A (Rev 2001)
Departments of State and Revenue

One (1) copy required

BUREAU USE ONLY:	
Dept. of State Entity #	_____
Dept. of Rev. Box #	_____
Filing Period _____	Date 3 4 5 _____
SIC/NAICS _____	Report Code _____

Check proper box:

Pennsylvania Entities

<input type="checkbox"/>	business stock
<input type="checkbox"/>	business non-stock
<input type="checkbox"/>	professional
<input type="checkbox"/>	nonprofit stock
<input checked="" type="checkbox"/>	nonprofit non-stock
<input type="checkbox"/>	statutory close
<input type="checkbox"/>	management
<input type="checkbox"/>	cooperative
<input type="checkbox"/>	insurance
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	restricted professional
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	business trust

Foreign Entities

State/Country _____ Date _____

<input type="checkbox"/>	business
<input type="checkbox"/>	nonprofit
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	restricted professional
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	business trust

Other

<input type="checkbox"/>	domestication
<input type="checkbox"/>	division
<input type="checkbox"/>	consolidation

1. Entity Name: <u>Gettysburg Economic Development Corporation</u>

2. Individual name and mailing address responsible for initial tax reports:				
<u>Ramona K. Overton</u>	<u>59 East High Street</u>	<u>Gettysburg</u>	<u>PA</u>	<u>17325</u>
Name	Number and street	City	State	Zip

3. Description of business activity: <u>See Attachment to Docketing Statement</u>
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4. Specified effective date, if any: <u>upon filing</u>	
month/day/year _____	hour, if any _____

5. EIN (Employer Identification Number), if any: <u>pending</u>
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6. Fiscal Year End: <u>December 31</u>

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name): <u>N/A</u>

Attachment to Docketing Statement

3. Activities in connection with the economic development, the redevelopment, and the economic revitalization of the community of the historic Borough of Gettysburg and its environs and other similar activities as permitted by the Pennsylvania Nonprofit Corporation Law.