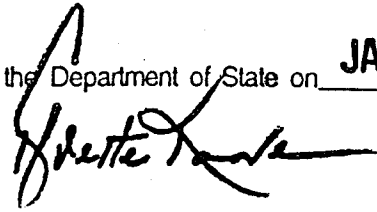


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Filed with the Department of State on JAN 29 1998

Entity Number 2797263



Secretary of the Commonwealth c.c.

ARTICLES OF INCORPORATION - DOMESTIC NONPROFIT CORPORATION

DSCB:15-5306 (Rev 89)

In compliance with the requirements of 15 Pa. C.S. § 5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a nonprofit corporation, hereby states that:

1. The name of the corporation is: The Palmyra, Pike / Wallenpaupack Historical Society

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

(a) <u>HCR 1 Box 15-C</u>	<u>Paupack</u>	<u>PA</u>	<u>18451</u>	<u>Pike</u>
Number and Street	City	State	Zip	County

(b) _____	_____
Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes: to record the history of Palmyra Township and promote public interest in local history, within the limitations of Section 501(c)(3) of the Internal Revenue Code.

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

5. (Strike out if inapplicable): The corporation is organized upon a ~~stock~~/nonstock basis.

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

7. (Strike out if inapplicable): ~~The incorporators constitute a majority of the members of the committee authorized to incorporate.~~

XXXXXX by the requisite vote required by the organic law of the association for the amendment of such organic law.

8. (Strike out if inapplicable): These Articles of Incorporation may be amended in the manner at the time prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

9. The name(s) and address(es) of each incorporator(s) is (are):

Name(s)

Address(es)

DONAL S. COUTTS HCR 1 BOX 47, PAUPACK PA 18451

JON S. TANDY P.O. BOX 222, GREENTOWN PA 18426

R ANTHONY WALDRON III HCR 6 BOX 6030 HAWLEY PA 18428

10. The specified effective date, if any, is January 1, 1998.

11. Additional provisions of the articles are attached hereto.

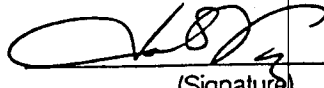
PA DEPT. OF STATE

JAN 29 1998

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IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed these Articles of Incorporation this 17th day of December, 1997.


(Signature)


(Signature)


(Signature)

9806-734

THE PALMYRA, PIKE / WALLENPAUPACK HISTORICAL SOCIETY

ARTICLES OF INCORPORATION - Additional Provisions

12. Said corporation is organized exclusively for charitable education and historical purposes, and is intended to serve the public and not any private interest, in keeping with the provisions of Section 501(c)(3) of the Internal Revenue Code.

13. 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 Section 501(c)(3) purposes. 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, or in opposition to, any candidate for public office.

Notwithstanding any other provisions 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 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

14. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, i.e. charitable, educational or scientific, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

15. However, if the named recipients (Lacawac Sanctuary Foundation and/or Wayne County Historical Society) are not then in existence or are no longer qualified distributees, or are unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.