

THE BACK MOUNTAIN REGIONAL LAND TRUST  
Articles of Incorporation - Domestic Nonprofit Corporation

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 Back Mountain Regional Land Trust.
2. The address of this corporation's initial registered office in this Commonwealth is:  
1204 Jackson Road, Shavertown, Pennsylvania 18708, in Luzerne County.
3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania of 1988 exclusively for the following charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code):
  - (a) To provide for the long-term stewardship of natural and historic resources by the conservation and preservation of forests and woodlands, watersheds and waterways, wildlife habitat, agricultural lands and open space, and significant historic sites and structures in both rural and urban areas.
  - (b) To protect and enhance scenic natural beauty and cultural landmarks.
  - (c) To provide this resource protection through the acquisition and management of real property and interests in real property, public education, and non-partisan government involvement.
  - (d) To encourage and develop cooperative working relationships between private and public interests.
4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, or officer of the Corporation, or to any other private person, 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 its purposes as set forth in these Articles of Incorporation.
6. The term for which the corporation is to exist is perpetual.
7. The corporation is organized upon a nonstock basis.

8. The Corporation is organized pursuant to the Nonprofit Corporation Law of the State of Pennsylvania and shall have all powers now provided for or which may hereafter be provided by Section 5502 of thereof (or the corresponding provision of any future Pennsylvania Nonprofit Corporation Law), and to this effect the Corporation shall be empowered to do all acts and things as from time to time may be necessary or expedient as a means of accomplishing its purpose.

9. 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.

10. Notwithstanding any other provision set forth in these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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.)

10. Upon the dissolution of this Corporation the Board of Directors shall, after payment, or making provision for payment of all 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 under Section 501(c)(3) of the Code (or the corresponding provisions of any future United State Internal Revenue Law), or to any public governmental entity or entities, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations or to such public governmental entity or entities as such Court shall determine, which are organized and operated exclusively for such purposes.

11. The corporation shall be managed at all times with policies and practices that provide for equal rights, privileges and opportunities to any person regardless of race, sex, religion, national origin or sexual preference.

12. These Articles of Incorporation may be amended in the manner at the time prescribed by applicable statute (s) and the By-Laws.

13. The name and address of each incorporator is:

Will Conyngham, President  
Robert S. Lewis, Secretary  
Tom Winter, PhD, Treasurer

RD #2, Box 301, Dallas, PA 18612  
1204 Jackson Road, Shavertown, PA 18708  
90 East Franklin Street, Shavertown, PA 18708

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Incorporation to be signed by a duly authorized officer thereof this SIXTH day of DECEMBER 1993.

The Back Mountain Regional Land Trust

By: William H. Conyngham  
(President)

By: Robert S. Lewis  
(Secretary)

By: Thomas Winter  
(Treasurer)

Microfilm Number 200043-1094

Tab 2: Standard 2 (2B1)  
Filed with the Department of State on \_\_\_\_\_

Entity Number 2565796

*Kim D'Amico*

Secretary of the Commonwealth

**ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION**

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The **name** of the corporation is: Back Mountain Regional Land Trust

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 (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>11 Carverton Road</u>	<u>Trucksville, PA</u>	<u>18708</u>	<u>Luzerne</u>	_____
Number and Street	City	State	Zip	County

(b) c/o: \_\_\_\_\_  
 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 **statute** by or under which it was incorporated is: 53 Pa. C.S. sec. 5301 et. seq.

4. The **date** of its incorporation is: 2/1/1994

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.  
 \_\_\_\_\_ The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
 Date Hour

6. (Check one of the following):

\_\_\_\_\_ The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).  
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:  
 \_\_\_\_\_  
 This non-profit corporation shall be  
 \_\_\_\_\_  
 known as the "North Branch Land Trust"  
 \_\_\_\_\_  
 \_\_\_\_\_

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

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200043-1095

8. (Check, if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 25<sup>th</sup> day of May, 2000.

Back Mt. Regional Land Trust  
(Name of Corporation)

BY: Dayle J. Ayres, V.M.D.  
(Signature)

TITLE: President

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

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NORTH BRANCH LAND TRUST

JUN 19 2000

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 2565796

MICROFILM NUMBER: 2000043

1094-1096

E G NARDONE ESQ  
CARDONI ASSOC  
340 MARKET ST  
KINGSTON PA 18704-5498

200043  
COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING

333 Market Street, 16th Floor  
Harrisburg, PA 17101-2290

May 25, 2000

Enrico G. Nardone, Esq.  
CARDONI & ASSOCIATES  
340 Market Street  
Kingston, PA 18704-5498

Dear Mr. Nardone:

This will advise you that the Department of Banking does not object to the use of the name, "North Branch Land Trust."

It is understood that the applicant will not engage or represent to be engaged in any type of financial business which would include but not be limited to the taking of deposits, making of loans, acting as a fiduciary, or the business of banking in general.

The Department's position is based on the facts, conditions and representations made in your letter of May 23, 2000. Any changes in these facts, conditions, or representations could result in a reversal of the Department's position.

Very truly yours,

*Donna J. Metcalfe*

Donna J. Metcalfe  
Administrator-Bureau of  
Supervision & Enforcement

DJM:kse