

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056
 Expires 5-31-96
 If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 7 of the instructions.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) The Back Mountain Regional Land Trust		2 Employer identification number (If none, see instructions.) 23 ; 7755642
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed Thomas G. Winter (717) 675-9265
1c Address (number, street, and room or suite no.) 1204 Jackson Road		
1d City or town, state, and ZIP code Shavertown, PA 18708		4 Month the annual accounting period ends June
5 Date incorporated or formed February 1, 1994	6 Activity codes (See instructions.) 352 350 355	7 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k)
8 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
9 Is the organization required to file Form 990 (or Form 990-EZ)? <input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach an explanation (see instructions).		
10 Has the organization filed Federal income tax returns or exempt organization information returns? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

11 Check the box for the type of organization. BE SURE TO ATTACH A CONFORMED COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING (See **Specific Instructions, Part I, Line 11.**) **Get Pub. 557, Tax-Exempt Status for Your Organization, for examples of organizational documents.**

- a Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b Trust—Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association—Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here _____ Treasurer _____ July 11, 1994 _____
 (Signature) (Title or authority of signer) (Date)

Part II Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. **Do not merely refer to or repeat the language in the organizational document.** Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.
- The Back Mountain Regional Land Trust (BMRLT) seeks to preserve woodlands, farmlands, and other undeveloped areas in and around the region of Luzerne County, Pennsylvania known as the Back Mountain, which comprises the nine municipalities of Dallas Borough, Dallas Township, Franklin Township, Harveys Lake Borough, Jackson Township, Kingston Township, Lake Township, Lehman Township, and Ross Township. To this end, (i) the BMRLT will accept donations of conservation easements on such property, or the property itself. It is expected that one or more parcels in the greater Back Mountain area will be preserved once 501(c)(3) status is attained; two parcels totaling about 150 acres are now under consideration by the Board of Directors. (ii) The BMRLT will raise funds through membership dues and other contributions. Since incorporating in Feb., 1994, the BMRLT has raised \$1,375 in membership dues from eight individuals living in the Back Mountain. [Prior to incorporation (and since July 1993), \$400 had been received from the Back Mountain Citizens Council (a 501(c)(3) organization) and \$635 from eight individuals, less expenses.] The goal is 50 members and \$5,000 within one year and more than \$5,000/year in following years. (iii) Educational seminars open to the public on land preservation are also being conducted, two in the past year; these seminars have been held at the Pennsylvania State University, Wilkes-Barre Campus in Lehman Township. (iv) To heighten public awareness of natural areas worthy of preservation, nature walks are also being conducted: In the past year, the BMRLT sponsored a hike along an abandoned trolley line in Harveys Lake Borough and a nature walk through a woodlands adjacent to a buffalo farm in Ross Township, led by a university naturalist. (v) We have also shown photographic exhibits at the annual Luzerne County Fall Fair, and expect to continue this and similar practices. (vi) The BMRLT encourages landowners of significant natural areas in the Back Mountain to register their property to recognize them for their interest in protecting the special qualities of their land and to encourage them to continue to protect it; registrants are asked to notify the BMRLT of any intent to sell their property. (See a copy of the attached registration form.)

- 2 What are or will be the organization's sources of financial support? List in order of size.

Donated conservation easements on woodlands, donated conservation easements on farms, donated property (woodlands and farms), membership dues, other cash contributions, and meeting space donated by a public university.

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

Fundraising has been, and will continue to be, by direct, phone, and mail solicitation by the Board of Directors and other members. See also (1) above. A copy of a brochure for mail solicitation is attached. Funds are also solicited at the fall fair noted above. All solicitations are by volunteers.

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
William Conyngham, President, R.D.#2, Box 301, Dallas, PA 18612	0
Douglas Ayers, M.D., Vice Pres., 198 Carverton Rd., Trucksville, PA	0
Robert Lewis, Secretary, 1204 Jackson Rd., Shavertown, PA 18708	0
Thomas Winter, Ph.D., Treas., 90 E. Franklin St., Shavertown, PA	0
Rick Allan, Board Member, 20 Goodleigh Road, Dallas, PA 18612	0
Alene Case, Board Member, 17 Division St., Trucksville, PA 18708	0
Lawrence Law, Board Member, P. O. Box 87, Sweet Valley, PA 18656	0
Maureen Lucchino, Board Member, R.D. 5, Box 312, Shavertown, PA	0
Paul Lumia, Board Member, 401 Shrine View, Dallas, PA 18612	0
Samuel Rhodes, Board Member, R.R. 4, Box 244, Dallas, PA 18612	0

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
 If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See **Specific Instructions, Part II, Line 4d**.) Yes No
 If "Yes," explain.

5 Does the organization control or is it controlled by any other organization? Yes No
 Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
 If either of these questions is answered "Yes," explain.

The Back Mountain Regional Land Trust (BMRLT) is an outgrowth of the Back Mountain Citizens Council (BMCC), a 501(c)(3) organization. Four members (Conyngham, Lewis, Winter, and Law) are on both Boards. The BMRLT is seeking separate 501(c)(3) status in order to more effectively seek and manage conservation easements and donated land.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): **(a)** grants; **(b)** purchases or sales of assets; **(c)** rental of facilities or equipment; **(d)** loans or loan guarantees; **(e)** reimbursement arrangements; **(f)** performance of services, membership, or fundraising solicitations; or **(g)** sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
 If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? Yes No
 If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

(However, \$400 was received from the Back Mountain Citizens Council, noted above, in August, 1993, prior to incorporation of the Back Mountain Regional Land Trust.)

Part II Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If "None," indicate "N/A."

N/A

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? Yes No
If "Yes," complete the following:

a Describe the organization's membership requirements, and attach a schedule of membership fees and dues. The only requirement is payment of membership dues (\$25 to \$500).
A schedule is contained in the attached brochure.

b Describe the organization's present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.
Members are attracted primarily by direct solicitation by the Board of Directors, as well as by mailing of the attached brochure.

c What benefits do (or will) the members receive in exchange for their payment of dues?
Information and advice on how to preserve woodlands, farmlands, and other undeveloped land in the greater Back Mountain area.

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? N/A Yes No
If "Yes," explain how the charges are determined, and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? N/A Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

13 Does or will the organization attempt to influence legislation? Yes No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No
If "Yes," explain fully.

Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No
If you answer "Yes," do not answer questions on lines 2 through 7.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 8.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church (see instructions);
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under section 4.01 of Rev. Proc. 92-85, 1992-42 I.R.B. 32, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 7.

If "No," answer question 4.

4 If you answer "No" to question 3, has the organization been contacted by the IRS regarding its failure to file Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "No," your organization qualifies for an extension of time to apply under the "reasonable action and good faith" requirements of section 5.01 of Rev. Proc. 92-85. Do not answer questions 5 through 7.

If "Yes," answer question 5.

5 If you answer "Yes" to question 4, does the organization wish to request relief from the 15-month filing requirement? Yes No

If "Yes," give the reasons for not filing this application prior to being contacted by the IRS. See Specific Instructions, Part III, Line 5, before completing this item. Do not answer questions 6 and 7.

If "No," answer question 6.

6 If you answer "No" to question 5, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

7 If you answer "Yes" to the question on line 6 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

- 8** Is the organization a private foundation?
 Yes (Answer question on line 9.)
 No (Answer question on line 10 and proceed as instructed.)

- 9** If you answer "Yes" to the question on line 8, does the organization claim to be a private operating foundation?
 Yes (Complete Schedule E)
 No

After answering the question on this line, go to Part IV.

- 10** If you answer "No" to the question on line 8, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|----------|--|--|
| a | <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1) and 170(b)(1)(A)(i) |
| b | <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| c | <input type="checkbox"/> As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| e | <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d , g , h , or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1) and 170(b)(1)(A)(iv) |
| h | <input checked="" type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| i | <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j | <input checked="" type="checkbox"/> The organization is a publicly supported organization but is not sure whether it meets the public support test of block h or block i . The organization would like the IRS to decide the proper classification. | Sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) |

If you checked one of the boxes **a** through **f** in question 10, go to question 15. If you checked box **g** in question 10, go to questions 12 and 13. If you checked box **h**, **i**, or **j**, go to question 11.

Part III Technical Requirements (Continued)

- 11** If you checked box **h, i, or j** on line 10, has the organization completed a tax year of at least 8 months?
 Yes—Indicate whether you are requesting:
 A definitive ruling (Answer questions on lines 12 through 15.)
 An advance ruling (Answer questions on lines 12 and 15 and attach two Forms 872-C completed and signed.)
 No—**You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the application.**

- 12** If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

- 13** If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and:

- a** Enter 2% of line 8, column (e) of Part IV-A _____
b Attach a list showing the name and amount contributed by each person (other than a governmental unit or “publicly supported” organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line **13a** above.

- 14** If you are requesting a definitive ruling under section 509(a)(2), check here and:

- a** For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each “disqualified person.” (For a definition of “disqualified person,” see **Specific Instructions, Part II, Line 4d.**)
b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a “disqualified person”) whose payments to the organization were more than \$5,000. For this purpose, “payer” includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

	Yes	No	If “Yes,” complete Schedule:
Is the organization a church?		x	A
Is the organization, or any part of it, a school?		x	B
Is the organization, or any part of it, a hospital or medical research organization?		x	C
Is the organization a section 509(a)(3) supporting organization?		x	D
Is the organization a private operating foundation?		x	E
Is the organization, or any part of it, a home for the aged or handicapped?		x	F
Is the organization, or any part of it, a child care organization?		x	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		x	H
Has the organization taken over, or will it take over, the facilities of a “for profit” institution? . . .		x	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From 2/94 to 6/94	(b) 1994 (July) to 6/95	(c) 1995 (July) to 6/96	(d) 19.....	
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants—see instructions) . . .					
2 Membership fees received . . .	1,375.00	5000.00	10000.00		
3 Gross investment income (see instructions for definition) . . .					
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)	417.00	1000.00	1000.00		
7 Other income (not including gain or loss from sale of capital assets) (attach schedule) . . .	380.18				
8 Total (add lines 1 through 7)	380.18				
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513					
10 Total (add lines 8 and 9) . . .					
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants (real estate)			50000.00		
13 Total revenue (add lines 10 through 12)	2,172.18	6000.00	61000.00		
Expenses					
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule) (Land Trust Alliance)	150.00				
16 Disbursements to or for benefit of members (attach schedule) . . .					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages					
19 Interest (Bank charges)	75.00	180.00	0		
20 Occupancy (rent, utilities, etc.)	386.50	433.00	500.00		
21 Depreciation and depletion					
22 Other (attach schedule) (legal ads) 145.05	145.05				
23 Total expenses (add lines 14 through 22)	756.55	763.00	650.00		
24 Excess of revenue over expenses (line 13 minus line 23)	1415.63	5237.00	60350.00		

Part IV Financial Data (Continued)

B. Balance Sheet (at the end of the period shown)		Current tax year ending Date <u>6/30/94</u>
Assets		
1	Cash	998.63
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks (attach schedule)	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets (add lines 1 through 10)	998.63
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule)	
16	Total liabilities (add lines 12 through 15)	
Fund Balances or Net Assets		
17	Total fund balances or net assets	998.63
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	998.63

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation

3/17/94

**THE BYLAWS OF
THE BACK MOUNTAIN REGIONAL LAND TRUST**
A Pennsylvania Nonprofit Corporation

ARTICLE 1 - NAME, OFFICES AND PURPOSE

1.1 *Name.* The name of this Pennsylvania nonprofit corporation shall be The Back Mountain Regional Land Trust.

1.2 *Registered Office.* The registered office of the corporation in the Commonwealth of Pennsylvania shall be c/o Robert S. Lewis, 1204 Jackson Road, Shavertown, PA 18708.

1.3 *Other Offices.* The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

1.4 *Purpose.* The corporation is incorporated under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania exclusively for charitable and educational purposes. Without limiting the generality of the foregoing, the purpose of the corporation shall be :

- (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.

ARTICLE 2 - MEMBERSHIP

2.1 *Qualifications.* Any person who sympathizes with the purpose of this Land Trust and pledges to uphold its By-Laws shall become a Member upon payment of the required dues.

2.2 *Rights.* Members shall have the right to vote, to constitute a quorum, to be eligible for election to the Board of Directors, to initiate petitions to the Board of Directors, and to otherwise participate fully in the activities of the Land Trust.

2.3 *Types.* The categories of membership and the initial annual dues will be as follows:

Individual	\$25
Family	\$35
Sustainer	\$50
Benefactor	\$100
Patron	\$500
Other	_____
Honorary	Gratis

Annual dues may be changed from time to time by action of the Board of Directors. Each of the above categories shall entitle the membership holder to one vote at meetings. Honorary Memberships shall be bestowed by the action of the Board of Directors.

2.4. *Denial or Revocation of Membership.* An application for membership may be denied or membership revoked, for cause, by a majority vote of the Board of Directors upon notice by the Membership Chairperson.

ARTICLE 3 - BOARD OF DIRECTORS

3.1 *Responsibilities.* All ordinary business of the Land Trust shall be under the sole care and management of a Board of Directors. The Board of Directors shall be responsible to the membership for recommending goals, objectives, and policies of the Land Trust and proper mechanisms for supporting and promoting it. The Board shall plan and implement the programs and activities approved by the membership and shall be responsible to the membership for implementing the objectives of the Land Trust. The Board shall annually present to the Members a report on the state of the Land Trust.

3.2 *Powers.* The Board of Directors may exercise all the powers of the Land Trust, including the authority to conduct its business and to contract for services on behalf of the Land Trust and its members. The Board's power shall rest in the group meeting in regular session; as individuals, Board members shall hold no special authority.

3.3 *Size.* The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) natural persons, of whom a minimum of three (3) shall be officers. The actual number of elected Directors shall be as determined by the Board of Directors. At each Annual Meeting, the Members shall elect that number of Directors necessary to succeed the Directors of that class whose terms are then expiring and any additional Directors needed to fill any new positions on the Board of Directors created by resolution of the Board of Directors.

3.4 *Terms of Office.* The Directors shall be elected by and from the eligible membership by the procedure outlined in Article 3.5. The Directors shall serve terms of three (3) years. Their terms shall be arranged so that one-third of the Directors' terms expires each year. They shall serve without compensation.

3.5 *Election.* The President shall appoint a Nominating Committee subject to Board approval, consisting of not less than three (3) consenting persons from the eligible membership. The Nominating Committee shall prepare a list of consenting Candidates from the membership at large. The new Directors shall be elected by a vote conducted at the Annual Meeting.

3.6 *Removal.* Any member of the Board of Directors, including Officers, may be removed, for cause, by two-thirds vote of the Board convened in the manner specified in Article 8. If a member of the Board shall absent himself from three (3) successive Board meetings, unless detained by sickness or absent due to reasonable cause communicated to the Board, he shall automatically forfeit Board membership.

3.7 *Appeal.* Any action of the Board of Directors may be reversed by a resolution adopted by a two-thirds vote of the Members present at any properly convened meeting of the Land Trust,

provided that a copy of such resolution shall have been sent to each member of the Board of Directors prior to the Council meeting and to the members with the call for the meeting.

ARTICLE 4 - OFFICERS

4.1 The Officers of this Land Trust shall include a President, a Vice President, a Secretary, and a Treasurer. The officers shall be elected annually as specified in Section 4.6. They shall serve without compensation; however, the Board of Directors may reimburse the Officers for reasonable, necessary and documented expenses incurred on behalf of the Land Trust.

4.2 *President.* The President shall be the spokesperson for the Land Trust and shall preside at all meetings of the Land Trust and its Board of Directors and its Executive Committee except as provided in Article 7, Section 4. The President shall exercise all of the powers and perform all of the duties normally pertaining to the office of President of a corporation; shall recommend to the Board of Directors such policies and actions as are deemed likely to be useful in carrying out the program and purposes of the Land Trust; shall, with Board concurrence, appoint Chairpersons of Committees; and shall be an ex-officio member of all Committees except the Nominating Committee.

4.3 *Vice President.* The Vice President shall act in the absence or disability of the President and when so acting shall have the powers of the President. The Vice President shall also perform such other duties as may be assigned by the President with the concurrence of the Board.

4.4 *Secretary.* The Secretary shall act as Secretary at all the meetings of the Land Trust and the Board of Directors; shall perform all of the duties normally pertaining to the secretary of a corporation; and shall be custodian of the Land Trust records and correspondence. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws.

4.5 *Treasurer.* The Treasurer shall be responsible for the receipt and disbursement of the funds of the Land Trust; shall have custody of all funds and securities of the Land Trust; shall be responsible for collecting dues and other receipts; shall maintain record of the Land Trust's fiscal affairs for the current year; and shall make reports to the Board of Directors and to the Members annually. The Treasurer shall also ensure filing of such financial reports as tax returns and other statements that the Land Trust may be required by law to file.

4.6 *Elections.* The Officers of the Land Trust shall be elected annually from among the members of the Board of Directors by majority vote of the Board of Directors at the first Board meeting following the election of Directors.

4.7 *Terms of Office.* The Officers shall serve for terms of one year or until replacement or resignation. Their terms shall begin immediately upon election. A maximum of five consecutive terms may be held by an individual in any office.

4.8 *Vacancies.* An appointment to fill a vacancy in any office may be made by the Board at the next Board of Directors meeting occurring after such vacancy occurs.

4.9 *Removal.* Any Officer may be removed from office for cause by two-thirds vote of the Board of Directors. The resulting vacancy shall be filled as specified in Section 4.8.

ARTICLE 5 - EXECUTIVE COMMITTEE

5.1 *Responsibility.* The Executive Committee shall manage the business of the Land Trust between meetings of the Board. It may execute all powers of the Board of Directors of a routine, usual or emergency nature except for the appropriation of funds; adoption, amendment or repeal of the by-laws; the amendment or repeal of any resolution of the Board. The Executive Committee shall be convened by the President or upon request of any three (3) of its members. Three of the Executive Committee members shall constitute a quorum.

5.2 *Composition.* The Officers of the Land Trust shall constitute the Executive Committee.

ARTICLE 6 - STANDING AND SPECIAL COMMITTEES

6.1 *Standing Committees.* All continuing functions of the Land Trust, with the exception of those of the Officers and Directors, shall be administered by Standing Committees. The Board of Directors may establish Special Committees to conduct special activities or functions. The President shall, subject to Board of Directors approval, appoint Chairs of Standing Committees and Special Committees to carry out programs and activities. Each Committee Chair shall select such members as are qualified and willing to serve on their Committee.

6.2 *Authority.* It shall be the function of the Committees to investigate and make recommendations to the Board of Directors. Special meetings of the committee may be held at the call of the chair of the committee upon notice as provided in these Bylaws for special meetings of the Board. No Special or Standing Committee shall represent the Land Trust in advocacy of or opposition to any project without the specific confirmation of the Board of Directors.

ARTICLE 7 - MEMBERSHIP MEETINGS

7.1 *Annual Meetings.* An annual membership meeting of the Land Trust shall be held in May of each year at a date, time, and place designated by the Board of Directors. The Secretary shall ensure that written notice is sent to each Member at least fifteen (15) days in advance of each Annual Meeting.

7.2 *Special Meetings.* Special meetings of the membership may be called for any purpose by the Board of Directors or the President. A Special Meeting must also be called by the Board of Directors upon receipt of a petition signed by ten (10%) percent or more of the Members to consider those questions stated on the petition. The Secretary shall ensure that written notice of such meeting is sent to each Member at least eight (8) days in advance. The business transacted at said meeting shall be confined to the purpose stated in the notice.

7.3 *Quorum.* Twenty (20%) percent of the Members or 30 Members, whichever is less, shall constitute a quorum for the transaction of business at any annual or special meeting of the Land Trust. Except as prescribed in Article 9, a motion shall require for adoption a simple majority of the Members present at such meeting.

7.4 *Chair Pro-Tem.* The President or the Board of Directors may designate any Member to preside as Chair Pro-Tem for any part or all of such meeting.

7.5 *Voting.* A Member may vote either in person or by proxy, executed in writing by the Member.

ARTICLE 8 - MEETINGS OF THE BOARD OF DIRECTORS

8.1 *Regular Meeting of Directors.* The Board of Directors shall hold regular monthly meetings, the date, time, and place of which shall be fixed from time to time by the Board. All meetings of the Board of Directors shall be open to Members except when the Board, in its sole discretion, votes to meet in executive session, which may be required to deal with confidential matters.

8.2 *Special Meeting of Directors.* Special meetings of the Board of Directors may be called by either the President or a majority of the Board of Directors.

8.3 *Notice.* At least seven (7) days prior to each Board meeting, the Secretary shall convey notice, either personally or by mail, to each Director of the date, time, and place of the meeting.

8.4 *Quorum.* A majority of the total number of Directors, present in person or represented by proxy, shall constitute a quorum at all meetings of the Board of Directors. The vote of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Land Trust, or any provision of these By-Laws.

ARTICLE 9 - AMENDMENT OF THE BY-LAWS

9.1 *Proposals.* Proposed amendments to the By-Laws of this corporation may be initiated by the Board of Directors or by a petition signed by ten (10%) percent of the Members and submitted in writing to the Board of Directors for approval. The Secretary will notify the Board of Directors of any proposed By-Law amendments at least fifteen (15) days before said regular or special meeting to act on same.

9.2 *Adoption.* The proposed amendment to the By-Laws shall require a favorable vote of two-thirds of the Board members. A Board member may vote in person or by proxy for By-Law amendments.

ARTICLE 10 - FINANCE

10.1 *Fiscal Year.* The fiscal year of the corporation shall extend from ~~April~~ ^{July} 1 to ~~March~~ ^{June} 30.

10.2 *Execution of Documents.* The President of the Land Trust may sign and execute, in the name of the corporation, all authorized deeds, mortgages, bonds, contracts, and other instruments provided such action has been previously approved by the Board of Directors.

10.3 *Instruments of Indebtedness.* All checks, drafts, notes, and other obligations issued in the name of the Land Trust for amounts less than \$500 shall be signed by either the President or the Treasurer. Any such instrument in an amount of \$500 or more must be signed by any two of the following three persons: the President, the Treasurer, and one of the remaining members of the Executive Committee.

10.4 *Authority to Hold Property.* The Board of Directors shall have the authority to serve as a Board of Trustees to administer, manage, and hold title in the name of the Land Trust to real estate, securities, and trust funds.

10.5 *Annual Financial Report.* The Treasurer shall prepare annually a balance sheet and a financial statement of operations for the preceding fiscal year. Such statement shall be provided to the membership at the Annual Meeting.

10.6 *Bonding.* The Board of Directors shall name the Officers to be bonded. Such bonding shall be at the expense of the Land Trust.

10.7 *Dissolution .* In the event of the entire or partial termination or dissolution of the corporation in any manner or for any reason whatsoever, the assets of the corporation which remain after payment, or making provision for payment of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. [Such an organization must be a qualified organization within the meaning of Section 170 (h)(3) of the Internal Revenue Code and one which is organized or operated primarily or substantially for one of the conservation purposes specified in Section 170(h)(4)(A) of the Internal Revenue Code.] Any such assets not so disposed of shall be distributed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, or as otherwise provided by law, exclusively to such exempt organizations as the Court shall determine.

ARTICLE 11 - LIMITATION OF PERSONAL LIABILITY OF DIRECTORS;
INDEMNIFICATION OF DIRECTORS AND OFFICERS AND OTHER AUTHORIZED
REPRESENTATIVES

11.1 *Limitation of Personal Liability of Directors.* A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or failure to take any action, unless:

- (a) The director has breached or failed to perform the duties of his or her office as defined in Section 11.2 below; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to:

- (c) The responsibility or liability of a director pursuant to any criminal statute; or
- (d) The liability of a director for the payment of taxes pursuant to any criminal statute; or
- (e) The liability of a director for the payment of taxes pursuant to local, state or federal law.

11.2 *Standard of Care and Justifiable Reliance.*

- (a) A director of the corporation shall stand in a fiduciary relationship to the corporation and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she reasonably believes to be in

the best interests of the 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 or her 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:

1. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants or other persons as matters which the director reasonably believes to be within the professional or expert competence of such person;
3. A committee of the Board upon which he or she 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 or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the Board and individual director, may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments or related to the corporation are located and all other pertinent factors. The consideration of those factors shall not constitute a violation of Subsection 11.2.1.

(c) 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 the corporation.

11.3 *Indemnification in Third Party Proceedings.* The corporation shall indemnify any person who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative or officer of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or 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 person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

11.4 *Indemnification in Derivative Actions.* The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative or officer of the corporation, or is or was serving at the

request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Luzerne County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court of Common Pleas or such other county shall deem proper.

11.5 *Mandatory Indemnification.* Notwithstanding any contrary provision of the Articles or these By-Laws, to the extent that a representative or officer of the corporation has been successful in the merits or otherwise in defense of any action, suit or proceeding referred to in either Subsections 9.3 or 9.4 above, he or she shall be indemnified against expenses (including Attorney's fees) actually and reasonably incurred by him or her in connection therewith.

11.6 *Determination of Entitlement to Indemnification.* Unless ordered by a court, any indemnification under Subsections 11.3 or 11.4 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

11.7 *Advancing Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in Paragraphs 11.1 through 11.3 above.

11.8 *Indemnification of Former Representatives.* Each such indemnity may continue as to a person who has ceased to be a representative or officer of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

11.9 *Insurance.* The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

11.10 *Reliance on Provisions.* Each person who shall act as an authorized representative or officer of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLES 12 - MISCELLANEOUS

12.1 *Saving Provision.* In the event that any portion of these By-Laws is held to be invalid by a Court of the Commonwealth of Pennsylvania, the remainder of these By-Laws shall not be affected.

12.2 *Order of Precedence.* Proceedings of this Land Trust shall be governed first by these By-Laws as most recently amended; thereafter by Robert's Rules of Order, latest edition; and, finally, by the Pennsylvania Nonprofit Corporation Law as most recently amended.

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)

Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

(Rev. July 1993)

Department of the Treasury
Internal Revenue Service

(See instructions on reverse side.)

To be used with
Form 1023. Submit
in duplicate.

Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

The Back Mountain Regional Land Trust
(Exact legal name of organization as shown in organizing document)

1204 Jackson Road, Shavertown, PA 18708
(Number, street, city or town, state, and ZIP code)

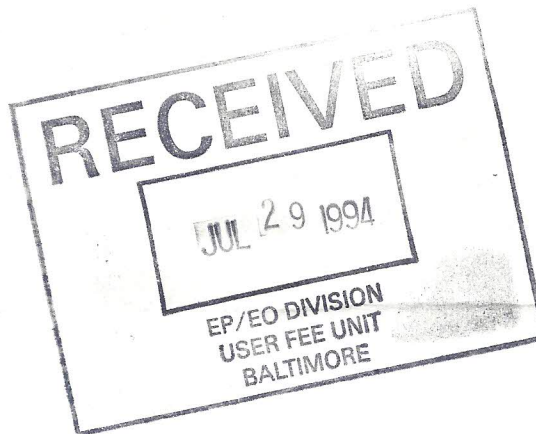
and the
District Director of
Internal Revenue, or
Assistant
Commissioner
(Employee Plans and
Exempt Organizations)

Baltimore, MD

Consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year June 30, 1994
(Month, day, and year)



Name of organization (as shown in organizing document)	Date
The Back Mountain Regional Land Trust	July 23, 1994
Officer or trustee having authority to sign	
Signature ▶ <i>Thomas H. Winter</i>	Title ▶ Treasurer

For IRS use only

District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)	Date
<i>Paul A. Huntington</i>	<i>8-29-94</i>

By ▶ *B. Jefferson-White - Group Manager*

For Paperwork Reduction Act Notice, see page 1 of the Form 1023 Instructions. Cat. No. 16905Q