

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

- Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name Brian Hill		
Address 130 Locust Street, Suite 200		
City	State	Zip Code
Harrisburg, PA	17101	

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



Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 5 Page(s)



T0733947140

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Pennsylvania Organization for Watersheds and Rivers, Inc.

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) Number and Street City State Zip County
130 Locust Street, Suite 200, Harrisburg, PA 17101

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

3. The statute by or under which it was incorporated: **Pennsylvania Nonprofit Corporation Law of 1988**

4. The date of its incorporation: **October 21, 1993**

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

PA DEPT. OF STATE

DEC 05 2007

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 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

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

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

7th day of November,

2007.

Pennsylvania Organization of Watersheds and R

Name of Corporation

Dr. Phil Zeman

Signature

President, Board of Directors

Title

EXHIBIT A

AMENDED ARTICLES OF INCORPORATION PENNSYLVANIA ORGANIZATION FOR WATERSHEDS AND RIVERS, INC.

November 7, 2007

In compliance with the requirements of the Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. §§ 5301 et seq., as amended, the membership of the Pennsylvania Organization for Watersheds and Rivers, Inc. have duly approved the following amendments to the Corporation's Articles of Incorporation.

1. Registered Office. The location and post office address of the registered office of the Corporation in this Commonwealth shall be: **130 Locust Street, Suite 200, Harrisburg, PA 17101.**
2. Purpose. The Purpose of the Corporation shall be: **The Corporation is incorporated exclusively for charitable, scientific, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In particular, the Corporation shall advance, support, and promote the purposes of the Pennsylvania Environmental Council, Inc. by: raising public awareness of river and watershed resource issues; gathering and publishing information related to watersheds and rivers; advocating for the formulation and implementation of sound public policies and programs relating to river conservation, water quality protection, water resources management, and watershed management; developing through communication and education the abilities of affiliate organizations to pursue common goals; and other such related activities that meet the Corporation's objectives.**
3. Members. The Membership of the Corporation shall be: **The Corporation shall have one member, which member shall be the Pennsylvania Environmental Council.**
4. New Provisions. The following additional provisions have been added to the Articles:
 - 10) Management. **The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection, and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation. Notwithstanding any other provision in the Bylaws, the Pennsylvania Environmental Council**

shall appoint the members of the Board of Directors of the Corporation.

- 11) **Exempt Organization.** Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code, or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

- 12) **Dissolution.** In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall transfer or dispose of the Corporation's property and assets to the Pennsylvania Environmental Council, provided it is then exempt under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. If the Pennsylvania Environmental Council fails to qualify as such exempt organization, the Directors may transfer any remaining assets to such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon sale or dissolution of the Corporation.

- 13) **Code.** References in these Articles to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future federal tax code and the regulations thereunder.