Commonwealth of Pennsylvania
Department of State
Corporation Bureau

Articles of Incorporation

Non-Profit Corporation Law of 1972, Act 1972,

In compliance with the provisions of the Non-Profit Corporation Law, as amended, the undersigned, all of whom are of full age* at least 18 of whom are citizens of the United States and residents of the Commonwealth of Pennsylvania, desiring that they may be incorporated as a non-profit corporation, do hereby certify:

1. The name of the corporation is:

Edinboro State College Alumni Association

2. The location and post office address of its initial registered office in this Commonwealth is:

Alumni Office Edinboro State College, Edinboro, Pa. 16412

3. The purpose or purposes of the corporation which shall be organized under this Act are as follows: (**) It shall be the purpose of the Association to promote the general interests and welfare of Edinboro State College, its alumni and friends, and the various activities of or pertaining to, those said groups of the institution, in any lawful manner, including, but not limited to, the following: by promoting educational purposes in connection with or at the request of the College and/or the Edinboro Foundation; by making gifts, scholarships or other grants, loans or otherwise providing money, credit or financial assistance for those or like objectives by seeking, acquiring, holding and using gifts, bequests, devises, endowments and foundations for the several needs for the College, its faculty, staff or students, the Association and its membership; by acquiring, constructing, or otherwise providing buildings, grounds, or other suitable facilities, improvements, or equipment for the College; by acquiring, holding, using, or providing real and personal property, funds, credit or financial assistance for the accomplishment of any or all said objectives and purposes and all material necessarily or properly incident thereto or connected therewith; and, the foregoing should be construed as powers as well as purposes.

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

5. The term of its existence is: Perpetual

6. A. ☐ The corporation is organized upon a non stock basis.

B. ☐ The aggregate number of shares which the corporation shall have authority to issue is (***)

(*) At least five or more natural persons of full age, and of either sex at least three of whom are citizens of the United States, and residents of the Commonwealth of Pennsylvania, may incorporate a non-profit corporation under the provisions of this Act.

(**) It shall not be necessary to set forth any powers enumerated in Section 302 of the Act.

(***) There should be set forth the number and par value of all shares having par value; the number of shares without par value, and the stated capital applicable thereto. If the shares are to be divided into classes, a description of each class and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights granted to, or imposed upon, the shares of each class.

FILING FEE — $40.00

NOTE: Excise tax at the rate of 1/5 of 1% ($2.00 per $1,000) will be due and payable at the time of filing of the Articles, computed by multiplying the number of authorized shares having par value by their par value, or if shares of no par stock are authorized, then on the stated capital applicable thereto as well.

ONLY A CLEARLY LEGIBLE ORIGINAL SHOULD BE SUBMITTED.

SIGNATURES SHOULD BE IN BLACK INK.

DSCB 1—N.P.
7. The names and addresses of those persons who are to act as directors until the election of their successors:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
<th>NUMBER AND CLASS OF SHARES (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Willard Andre</td>
<td>417 Elk St., Springfield</td>
<td></td>
</tr>
<tr>
<td>Justina Baron</td>
<td>8661 West Manor Rd., Mc Kean, Pa. 16426</td>
<td></td>
</tr>
<tr>
<td>David H. O'Dessa</td>
<td>216 Headville St., Edinboro, Pa. 16412</td>
<td></td>
</tr>
<tr>
<td>Dave Burke</td>
<td>R. D. 4, Headville, Pa. 16335</td>
<td></td>
</tr>
<tr>
<td>Daniel O. McLaughlin</td>
<td>139 Chestnut St., Edinboro, Pa. 16412</td>
<td></td>
</tr>
<tr>
<td>Paul Foust</td>
<td>8967 W. Lake Rd., Erie, Pa. 16511</td>
<td></td>
</tr>
<tr>
<td>Raymond C. VanSlyke</td>
<td>555 Water Street, Connear Lake, Pa. 16316</td>
<td></td>
</tr>
<tr>
<td>Patricia Gagliardi</td>
<td>910 Baumam Ave., Latun, Pa. 15005</td>
<td></td>
</tr>
<tr>
<td>Floriana F. Florek, M.D.</td>
<td>27 Market Street, Edinboro, Pa. 16412</td>
<td></td>
</tr>
</tbody>
</table>

8. The names, place of residence, and post office address of each of the incorporators are as follows:

<table>
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<td>27 Market Street, Edinboro, Pa. 16412</td>
<td></td>
</tr>
</tbody>
</table>

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this 9th day of May, 1973.

(SEAL) (SEA)
(SEAL) (SEA)
(SEAL) (SEA)
(SEAL) (SEA)
(SEAL) (SEA)
(SEAL) (SEA)

Approved and filed in the Department of State on the 11th day of May, A.D. 1973.

C. W. Larson Tucker
Secretary of the Commonwealth

as
STATE OF PENNSYLVANIA

COUNTY OF ERIE

Virginia C. Phillips, Associate Editor of the Erie County Legal Journal, being duly sworn according to law, deposes and says that the Erie County Legal Journal is the duly designated legal newspaper for Erie County, Pennsylvania, which legal newspaper was established in 1945, and is published at Court House, Erie, Erie County, Pennsylvania; and that a copy of the printed notice or publication is attached hereto exactly as printed or published in the issue or issues of said legal newspaper on the following date or dates:

**COPY OF NOTICE**

Friday ....... August 5 ...... A. D., 1977.

The affiant further states that he is the designated agent of Erie County Bar Association, the owner of said legal newspaper, that he is not interested in the subject matter of the aforesaid notice or advertising, and that all the allegations of the aforesaid statement as to time, place and character of publication are true.

Sworn to and subscribed before me this 8th day of August 1977.

[Signature]
Notary Public

MY COMMISSION EXPIRES:

[Signature]
Ruth G. Beyer, Notary Public

For County of Erie, Erie County, Pennsylvania

TO: ERIE COUNTY LEGAL JOURNAL
501 Sassafras Street
Erie, Pennsylvania 16507

PLEASE PUBLISH THE FOLLOWING LEGAL NOTICE ONCE:

ARTICLES OF AMENDMENT


1. The Edinboro State College Alumni Association is a domestic nonprofit corporation with its registered office at the Alumni Office, Edinboro State College, Edinboro, Pennsylvania 16444.

2. The Articles of Amendment were filed under the provisions of Section 7906 of the Nonprofit Corporation Law of 1972, 15 Pa.S., Act of 1972, No. 271.

3. The amendments consisted of deleting the existing Article 3 of the said Articles of Incorporation in its entirety and substituting a new Article 3 for the purpose of assuring that the said Corporation would qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future U.S. Internal Revenue Law, and imposing restrictions on its purposes, activities and distribution of assets in the event of the dissolution of the Corporation in such a manner as to qualify as such an exempt organization. The amendments further added a new Paragraph Nine (9) to the Articles providing that the Corporation shall have membership of such classes as the Bylaws adopted by the membership shall prescribe.

4. The Articles of Amendment were filed with the Department of State on November 3, 1976.

William G. Sesler, Esq.
109 East Tenth Street
Erie, Pennsylvania 16501
In compliance with the requirements of 15 Pa. S. §7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is: Edinboro State College Alumni Association

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

   Alumni Office, Edinboro State College

   Edinboro, Pennsylvania 16444

3. The statute by or under which it was incorporated is: Nonprofit Corporation Law of 1972, Act 1972, Nov. 15, P.L. 271

4. The date of its incorporation is: May 11, 1973

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:

   ________ (DATE) at ________ (HOUR)

6. (Check one of the following):

   ☑ The amendment was adopted by the members pursuant to 15 Pa. S. §7904(a).

   □ The amendment was adopted by the board of directors pursuant to 15 Pa. S. §7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

   Delete paragraph three (3) of said Articles in its entirety and substitute the following: "(See copy attached hereto.) Add new paragraph nine (9) as follows: 'The Corporation shall have membership of such classes as the bylaws adopted by the membership shall prescribe.'"
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 23rd day of October 1976.

EDINBORO STATE COLLEGE ALUMNI ASSOCIATION

By:

[Signature]

President

Attest:

[Signature]

Secretary

INSTRUCTIONS FOR COMPLETION OF FORM:

A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.

B. Any necessary governmental approvals shall accompany this form.

C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.

D. 15 Pa. S. §7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proof of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.
The Corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes: Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(e)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including, specifically, Edinboro State College, a public nonsectarian institution supported by the Commonwealth of Pennsylvania.

Its further purpose shall be to promote and advance the course of higher education in connection with and under the direction of the administration of said Edinboro State College by providing gifts, grants, loans, credit or other forms of assistance for the several needs of the College, including, but not limited to, its faculty, staff, buildings, grounds, equipment, and other facilities; to award scholarships, gifts, grants, or other assistance to any students matriculating at Edinboro State College who by reason of merit, academic achievement and/or financial need deserve aid to advance their education; to establish and implement programs for continuing education of the alumni of the College with the corporation and under the direction of the College and to foster and encourage interest, concern, and support for Edinboro State College among its alumni, other individuals and society.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the 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 any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any such 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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 or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Erie County in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organised and operated exclusively for such purposes.