

**UNANIMOUS CONSENT OF DIRECTORS
OF
WATERSHED ALLIANCE OF YORK (WAY)**

In accordance with Section 5727 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, the undersigned, being all of the directors of Watershed Alliance of York (Way), a Pennsylvania nonprofit corporation (the "Corporation"), hereby consent to the following actions:

WHEREAS, the Corporation filed Articles of Incorporation on December 20, 2001 (the "Original Articles"):

WHEREAS, the Corporation now wishes to be recognized as a tax exempt charitable organization under Federal and State tax law and wishes to file articles of incorporation more fully suited to achieving this status;

WHEREAS, the Corporation now wishes to conduct operations and to formally appoint officers to do so;

NOW, THEREFORE, it is hereby:

RESOLVED, that the Articles of Incorporation of Watershed Alliance of York be superseded, amended and restated by the Amended Articles of Incorporation, attached as Exhibit A;

RESOLVED, that the following officers be appointed;

Gary R. Peacock, President
Darryl Johnson, Treasurer
Carroll (Skip) Missimer, Secretary

RESOLVED, that the officers of the Corporation be authorized to file such documents as deemed appropriate by them for recognition as a tax exempt charitable organization under Federal and State tax law;

RESOLVED, that each officer of the Corporation be, and hereby is, authorized to take such actions and perform such acts as deemed necessary to carry out the resolutions contained herein.

IN TESTIMONY WHEREOF, the undersigned directors of the Corporation have executed the above Unanimous Consent this 2nd day of OCTOBER, 2002.

[Original signed and dated] _____
Gary R. Peacock, President

[Original signed and dated] _____
John Seitz, Vice-President

[Original signed and dated] _____
Darryl Johnson, Treasurer

[Original signed and dated] _____
Carroll (Skip) Missimer, Secretary

[Original signed and dated] _____
Andrew J. Miller

[Original signed and dated] _____
Jim Houstoun

[Original signed and dated] _____
Jayson Romig

[Original signed and dated] _____
Tina Alban

[Original signed and dated] _____
Charlie Conklin

EXHIBIT A

Microfilm Number _____

Filed with the Department of State on _____

Entity Number _____

Secretary of the Commonwealth

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
-DOMESTIC NONPROFIT CORPORATION**

DSCB:15-5306 (Rev 91)

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: **Watershed Alliance of York (Way)**

2. The **address** of this corporation's initial registered office in this Commonwealth is:

118 Pleasant Acres Road York PA 17402 York
Number and Street City State Zip County

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following **purpose or purposes**:

The corporation is organized and will be operated exclusively for the charitable purpose of promoting water conservation and environmental awareness by engaging in watershed based planning and watershed restoration and protection through conservation projects, education and stewardship.

4. a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article 3 hereof. The corporation shall be authorized and empowered to make payments and distributions to other Section 501(c)(3) organizations. 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.

b. 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

c. It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and Bylaws of the corporation and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

d. 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, distribute all assets of the corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a local or state government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

e. Neither the net earnings of the corporation nor donations which it receives shall inure to the benefit of any individual, as the private inurement standard is interpreted under Section 501(c)(3) of the Internal Revenue Code. In the event of a sale or dissolution of the corporation, surplus funds shall not be used for private inurement to any person, and such use of surplus funds is expressly prohibited.

- 5. The corporation does not contemplate pecuniary benefit or gain, incidental or otherwise.
- 6. The corporation is organized upon a nonstock basis.
- 7. The corporation shall have no members; however, the corporation may create a class or classes of honorary members for fund raising purposes. Such honorary members shall not be members as the term is used in the Pennsylvania Nonprofit Corporation Law of 1988 (or any future Pennsylvania Corporation Law) and such honorary members shall have no rights in the management of the Corporation.
- 8. The term of the corporation's existence is perpetual.
- 9. All references in these Amended and Restated Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future federal tax code, and to all regulations issued under such sections and provisions.
- 10. The **name and address**, including number and street, if any, of each **incorporator** is:

Name	Address
Gary Peacock	118 Pleasant Acres Road
	York, PA 17402

- 11. The specified effective date, if any, is: October 2 2002
month day year hour, if any

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this

Gary R Peacock
Gary Peacock, President