

## **Land Trust: Articles of Incorporation**

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: **West Pikeland Land Trust**
  
2. The location and post office address of the initial registered office of the corporation in this Commonwealth is: c/o Frock & Shields, L.L.P., 115 E. Chestnut Street, West Chester, PA 19380
  
3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania for the following purpose or purposes:
  - a. The corporation is formed exclusively for charitable, educational and scientific purposes, as defined and limited by Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Internal Revenue Law) to act as a supporting organization for the benefit of West Pikeland Township within the meaning of Section 509 (a)(3) of the Internal Revenue Code and to operate exclusively to benefit the Township and the public, and particularly, but not limited to, the following purposes:
    - (i) to protect the environment of West Pikeland Township and surrounding areas by preserving the natural, agricultural, and historic resources including farmland, wetlands, forests, historic buildings, scenic open spaces, and the natural ecosystems that encompass the area for the benefit of present and future generations;
  
    - (ii) to preserve open space for the scenic enjoyment of the general public or pursuant to a clearly delineated governmental conservation policy that will yield a significant benefit;
  
    - (iii) to preserve historically important land areas, which may also include historically important buildings;
  
    - iv) to acquire by gift, purchase or otherwise real or personal property of all kinds, without limitation as to amount or value, and the rights to property, including conservation easements, and to use such property and rights in such a manner as the governing board of the corporation deems appropriate to carry out the purposes set forth herein and subject to the limitations set forth herein;
  
    - (v) to educate the general public regarding the conservation and protection of natural and historical resources and open space;
  
    - (vi) to engage in other activities directly or indirectly related to, or which may

assist in the accomplishment of, such purposes; and

(vii) subject to the limitations set forth in paragraphs b., c., d., and e. of this Article 3, do all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania.

b. Whereas the Pennsylvania Legislature and the Pennsylvania Supreme Court have recognized that the preservation of agricultural lands is a public purpose, the corporation will actively interact with public agencies, including the Township of West Pikeland and the County of Chester, in its efforts to preserve agricultural and environmentally sensitive lands. Such involvement may include cooperative participation in acquiring lands, transferring of lands or interests in lands to public agencies, accepting transfer of lands or interests in lands from public agencies, and accepting funds from public agencies and quasi-public agencies.

c. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer or 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 the purposes of the corporation set forth in paragraph a. of the Article 3.

d. 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 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.

e. Notwithstanding any other provision of 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 (a) of the Code as an organization described in Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or

(ii) by a corporation, contributions to which are deductible under Section 170 (a) of the Code as an organization described in Section 170 (c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

f. Upon the dissolution of the corporation the governing board of the corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all 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 or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the governing board of the corporation shall determine; provided, however, that the governing board shall, to the extent permitted by law, give preference in the disposition of such assets to an organization which has a purpose similar to that set forth in Paragraph a. above so long as such organization is organized and operated exclusively for such purposes and so qualifies as such an exempt organization. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purpose.

g. Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

(i) It shall distribute its income at such times and in such manner as not to subject it to any tax under Section 4942 of the Code.

(ii) It shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code

(iii) It shall not retain excess business holdings as defined in Section 4943 (c) of the Code.

(iv) It shall not make any investments as would subject it to tax under Section 4944 of the Code.

(v) It shall not make any taxable expenditure as defined in Section 4945 (d) of the Code.

4. The corporation is to exist for a perpetual term.

5. The corporation is organized upon a non-stock basis.

6. The voting members of the corporation shall be the members of the Board of Directors and shall be residents or landowners of West Pikeland Township. Two-

thirds of the Directors shall be appointed by the West Pikeland Township Board of Supervisors.

7. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

8. The name and post office address of the incorporator is: Michael Craven, 1548 Horseshoe Trail, Chester Springs, PA 19425

9. The incorporator shall adopt the Bylaws on behalf of the corporation.

10. These Articles may be amended only pursuant to both (A) a seventy-five percent (75%) approval of the entire Board of Directors only upon ninety (90) days written notice of the exact change/modification to include a summary of the purpose of the change/modification and (B) approval by the West Pikeland Township Board of Supervisors.

11. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law. It is intended that the Corporation be an organization the Directors and Officers of which are immune from civil liability to the extent provided under the laws of the Commonwealth of Pennsylvania.

12. All conditions, qualifications, requirements, privileges and regulations regarding the governing board of the corporation shall be fixed and governed by the Bylaws of the corporation which may be altered, amended or rescinded by the Board of Directors.

IN TESTIMONY WHEREOF, the incorporators have signed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 2000.