

AMENDED
ARTICLES OF INCORPORATION
OF
JUNIATA COUNTY HISTORICAL SOCIETY

ARTICLE I – NAME

The name of the corporation is “Juniata County Historical Society”.

ARTICLE II – PURPOSE

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations which are qualified under the provisions of §501(c)(3) of the Internal Revenue Code, as amended from time to time. Without limiting the generality of the foregoing, the Society is formed to promote the discovery, collection, preservation and publication of the history, historical records and data, books, newspapers, maps, genealogies, portraits, paintings, relics, engravings, manuscripts, letters, journals, and any and all other materials which may establish, illustrate or illuminate the understanding of Juniata County, its peoples and events.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, employees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation of services rendered and to make payments and distributions in furtherance of the charitable and educational purposes of the corporation, within any limits set forth in the Internal Revenue Code, as amended from time to time, and any regulations issued thereunder. 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 publication of or distribution of, statements regarding) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under §503(c)(3) of the Internal Revenue Code, as amended from time to time, or (b) a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, as amended from time to time.

ARTICLE III – REGISTERED OFFICE

The registered office of the corporation within the Commonwealth shall be 498 Jefferson Street, Suite B, Mifflintown, PA 17059, or at such other location as the Board of Directors may from time to time determine.

ARTICLE IV – DURATION OF EXISTENCE

The corporation shall have perpetual existence. If the corporation shall elect to (or be forced to involuntarily) dissolve, then all of the corporation’s assets shall become the property of the County Commissioners of Juniata County, Pennsylvania. If the County Commissioners do not qualify as a proper distributee under the Internal Revenue Code, as amended from time to time, or

any regulations issued thereunder, or if the County Commissioners are unwilling or unable to accept the assets of the corporation, then the assets of the corporation upon its dissolution shall be distributed (as the Court of Common Pleas may direct) to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in §503(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE V – STOCK AND MEMBERSHIP

The corporation shall have no capital stock, nor shall it issue any shares of stock whatsoever. The Board of Directors shall establish the criteria for membership in the corporation, and may establish different classes of membership. The Secretary shall maintain a list of members in good standing, who shall constitute the individuals qualified to vote on matters of corporate governance.

ARTICLE VI – MANAGEMENT

The corporation shall adopt by-laws, which shall specify the number and terms of a Board of Directors, the officers of the corporation, and other necessary matters for the proper governance and management of the corporation. The By-laws may be amended from time to time pursuant to the provisions of the same for amendment.

These Amended Articles of Incorporation are adopted effective _____, 2016, upon affirmative vote of the members of the Corporation at a duly-noticed meeting held April _____, 2016.

So certified by the Secretary,
