

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Amended and Restated Articles of Incorporation
(Nonprofit Corporation, 15 Pa.C.S. § 5915)
of
Susquehanna Appalachian Trail Club, Inc.**

The corporation was incorporated on June 29, 1982 under the Corporation Not-for-profit Code. In compliance with the requirements of the applicable provisions of the current Nonprofit Corporation Law of 1988, the corporation's members have amended its purpose and added a dissolution provision in conformance with the United States Internal Revenue Code, 501(c)(3) et seq., updated the address for its registered office, and limited the personal liability of its directors.

The restated Articles of Incorporation, adopted by the members of the corporation on July 15, 2008, supersede the original articles and all prior amendments thereto.

Restated Articles of Incorporation

1. **Name.** The name of the corporation is the Susquehanna Appalachian Trail Club, Inc.

2. **Registered Office.** The corporation's registered office is located at 101 North Front Street, (Dauphin County) Harrisburg, PA 17101.
Mailing Address: P.O. Box 61001, Harrisburg, PA 17106-1001.

3. **Purpose.** The corporation is incorporated under the Corporation Not-for-profit Code, now known as the Nonprofit Corporation Law of 1988, for the following purposes:

The 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(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4. **No Pecuniary Interest.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees or officers, or to 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. 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. Notwithstanding any other provision 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

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ARTICLES OF AMENDMENT-MISCELLANEOUS 4 Page(s)

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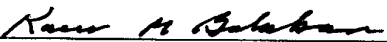


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5. **Non-Stock Corporation.** The corporation is organized on a non-stock basis.
6. **Personal Liability of Directors.** Except as otherwise provided by law, a director shall not be personally liable, as such, for monetary damages for any action taken unless:
- (a) the director has breached or failed to perform the duties of his office under the Nonprofit Corporation Law of 1988, as amended; and
 - (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
7. **Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, Any such assets not so disposed of shall be disposed of by a court of common please 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 purposes.
8. **Bylaws.** Except as provided in the Nonprofit Corporation Law of 1988, 15 Pa.C.S. § 5504(b), a majority of the Board of Directors of the corporation shall have the authority to adopt, amend and repeal bylaws of the corporation, which is subject to the power of the members to change such action. The next edition of the corporation's official publication issued after changes to the bylaws have been adopted by the Board shall provide the members with a summary of the adopted changes to the bylaws.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be signed by a duly authorized officer thereof, this 15th day of July, 2008.

Susquehanna Appalachian Trail Club, Inc.



Karen M. Balaban, President

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
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HARRISBURG, PA 17105-8722
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SUSQUEHANNA APPALACHIAN TRAIL CLUB, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 758606

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