

# CT - COUNTER

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Entity #: 3882825  
Date Filed: 05/20/2009  
Pedro A. Cortés  
Secretary of the Commonwealth

## ARTICLES OF INCORPORATION DOMESTIC NONPROFIT CORPORATION

### Pittsburgh Area Independent School Teachers' Association

In compliance with the requirements of Section 5306 of the Pennsylvania Nonprofit Corporation Law of 1988 (the "NCL"), as amended, the undersigned, desiring to incorporate a not-for-profit corporation under the NCL, hereby certifies that:

**FIRST:** The name of the corporation is Pittsburgh Area Independent School Teachers' Association (the "**Corporation**").

**SECOND:** The location and post office address of the registered office of the Corporation is Valley School of Ligonier, 153 Lupine Lane, Rector, Pennsylvania 15677, c/o David Kirkland, Westmoreland County.

**THIRD:** The Corporation is organized and shall be operated exclusively for the purpose of carrying on any activity or activities permitted to be carried on by a corporation organized and operated exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "**Code**"), including any and all activities that are lawful for a nonprofit charitable corporation formed under Pennsylvania law that is exempt from federal income tax under Section 501(c)(3) of the Code, specifically (but without limitation) providing faculty members and administrators with professional growth opportunities and a continuing exchange of information and bringing participating schools closer together at the elementary and secondary levels.

Subject to the limitations above, the Corporation is empowered to exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations, including, but without limitation thereon, the right and power to receive gifts, devise, bequests, and contributions outright, in trust or in any other form, and to use, apply, invest, and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

**FOURTH:** 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 distributed to any member, director, trustee, or officer of the Corporation, or to any 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 its purposes as set forth in these Articles of Incorporation.

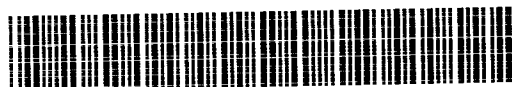
**FIFTH:** The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988.

**SIXTH:** It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being a so-called public charity described in Section 509(a)(1) of the

Commonwealth of Pennsylvania  
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Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on other activities not permitted to be carried on by a corporation organized and operated exclusively for the purposes set forth in Section 501(c)(1) of the Code and which is an organization contributions to which are deductible under Section 170(b)(1)(A)(vi) of the Code.

**SEVENTH:** The Corporation shall be organized on a non-stock basis.

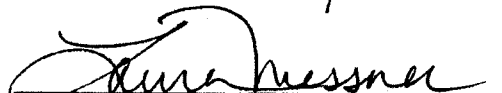
**EIGHTH:** The Corporation shall have no members.

**NINTH:** The term of existence of the Corporation shall be perpetual.

**TENTH:** In the event of the dissolution of the Corporation or in the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the Corporation have been paid or provided for shall be conveyed or distributed by the Board of Directors to such one or more Qualified Organization(s) (as defined below) as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of pursuant to an order by a Court of Common Pleas of competent jurisdiction, exclusively for such purposes or to such Qualified Organization(s), as said court shall determine. An organization is a "Qualified Organization" for purposes of these Articles of Incorporation only if it is described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Code.

**ELEVENTH:** The name and address of the incorporator is Lauren Messner, 500 Squaw Run Road East, Pittsburgh, PA 15238.

IN TESTIMONY WHEREOF, THE INCORPORATOR HAS SIGNED AND SEALED THE ARTICLES OF INCORPORATION THIS 20<sup>th</sup> DAY OF May, 2009.

  
Incorporator