

LINDA SCHORY 487
PENNCORP SERVICEGROUP, INC.
400 NORTH SECOND ST.
PO BOX 1210
HARRISBURG, PA 17108-1210

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

ARTICLES OF INCORPORATION

SOCIETY HILL PRESERVATION
FOUNDATION

In accordance with the requirements of 15 Pa. C.S. § 5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a Pennsylvania nonprofit corporation, hereby certifies that:

1. The name of the corporation is: Society Hill Preservation Foundation
2. The address, including street and number, of its initial registered office in this Commonwealth is:

c/o Jerrold V. Moss, Esquire
Astor, Weiss, Kaplan & Mandel, LLP
200 S. Broad St., Suite 600
Philadelphia, PA 19102

3. The corporation is incorporated under Pennsylvania's Nonprofit Corporation Law of 1988, as amended, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the "Code"), including in particular to raise funds for, promote and preserve the historic character of the Society Hill area of Philadelphia and surrounding neighborhoods, and to promote public and private safety, beautification and other improvement of the neighborhoods.

4. 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 its directors, 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 paragraph 3 hereof. 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 (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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5. The term of the corporation's existence is perpetual.
6. The corporation is organized on a nonstock basis.
7. The corporation shall have members whose rights and obligations shall be spelled out in the Bylaws.

8. The name and address, including street and number, of each incorporator is:

Society Hill Civic Association (a Pennsylvania nonprofit corporation)
c/o Jerrold V. Moss, Esquire
Astor, Weiss, Kaplan & Mandel, LLP
200 S. Broad St., Suite 600
Philadelphia, PA 19102

9. 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, dispose of all the remaining assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or to one or more governmental units described in Section 170(c)(1) of the Code as the Board of Directors shall determine, to be used exclusively for charitable purposes. 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 charitable purposes to one or more charitable or governmental organizations, as said Court shall determine. Under no circumstances shall any assets be distributed, upon dissolution, upon sale of substantially all of the assets, or otherwise, to directors, officers, or employees of the corporation.

IN TESTIMONY WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 26th day of March, 2014.

Society Hill Civic Association

By: [Signature] (Seal)

Attest: George W. Dandell
(Secretary)