

**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU**

ARTICLES OF INCORPORATION

CAMPBILL FOUNDATION

In accordance with the requirements of 15 Pa. C.S. § 5915 (relating to articles of amendment), the articles of incorporation are amended and restated in their entirety as follows:

1. The name of the corporation is: Camphill Foundation.
2. The address, including street and number, of its registered office in this Commonwealth is:  
Pughtown Road, P.O. Box 1045  
Kimberton, PA 19442
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 support the moral and mental wellbeing and progress of humanity through the support, aid, promotion and encouragement of public and private support for activities connected with the Camphill Association of North America.
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.
5. The term of its existence is perpetual.
6. The corporation is organized on a nonstock basis.

7. The corporation shall have no members.

8. The names and addresses, including street and number, of the initial incorporators were:

Dr. Henry Williams	556 West James Street Lancaster, PA
Dr. Frederick J. Pearson	748 Ostrum Street Bethlehem, PA
Harry Margolis	2419 Main Street Bethlehem, PA
Robert Margolis	420 North 27 <sup>th</sup> Street Allentown, PA
Spencer L. Windle	Downington National Bank 4 Brandywine Avenue Downington, PA

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 distributed to the Commonwealth of Pennsylvania for public purposes. 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.

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

\_\_\_\_\_  
\_\_\_\_\_

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

\_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_

Camphill Foundation

\_\_\_\_\_  
Name of Corporation

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title