



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LANCASTER-LEBANON EDUCATION FOUNDATION

ARTICLE 1. The name of the Corporation is Lancaster Lebanon Education Foundation (the “Corporation”).

ARTICLE 2. The location and mailing address of the registered office of the Corporation in the Commonwealth of Pennsylvania is 1020 New Holland Avenue, Lancaster, Lancaster County, Pennsylvania 17601.

ARTICLE 3. The Corporation is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania (the “NCL”) for exclusively charitable, educational, religious, literary and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the “Code”). In furtherance of the Corporation’s purposes, the Corporation will engage in charitable activities, including, but not limited to:

- A. directly or indirectly, supporting, operating for the benefit of, performing the functions of, and/or carrying out the purposes of Lancaster-Lebanon Intermediate Unit 13, a government unit described in Code Section 170(b)(1) (“IU13”);
- B. encouraging and motivating the making of gifts and donations by deed, will, or otherwise, for the advancement, promotion, extension, and maintenance of the various causes and objectives fostered by IU13 and undertaking other activities in support of the general purposes of IU13;
- C. holding title to and managing certain property that is donated to, or for the benefit of, IU13; and
- D. making distributions for charitable purposes.

The Corporation will be operated, supervised or controlled by IU13.

ARTICLE 4. All activities of the Corporation shall be subject to the following restrictions:

- A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.
- B. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 5. The term for which the Corporation is to exist is perpetual.

ARTICLE 6. The Corporation is organized upon a nonstock basis.

ARTICLE 7. The Corporation shall have no members.

ARTICLE 8. Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary and/or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under (i) Code Section 170(c)(1) or (ii) Code Section 501(a) and described in Code Section 501(c)(3), as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the Corporation, any other private person, or any enterprise organized for profit.

ARTICLE 9. The name and post office address of the incorporator of the Corporation is set forth in the Articles of Incorporation of the Corporation filed with the Pennsylvania Department of State on April 29, 2004.

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