

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Articles of Incorporation-Nonprofit
(15 Pa.C.S.)**

- Domestic Nonprofit Corporation (§ 5306)
 Nonprofit Cooperative Corporation (§ 7102B)

Name Chester B Scholl, Jr.		
Address 32 Shenango Ave		
City Sharon	State Pa	Zip Code 16146

Document will be returned to the name and address you enter to the left.



Fee: \$125

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:
Pittsburgh to Erie Trail Alliance, Inc

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street 395 Seneca Street	City Oil City	State PA	Zip 16301	County Venango
(b) Name of Commercial Registered Office Provider c/o:				County

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.
~~The development of recreational trails in Northwestern Pennsylvania and any other activities~~
authorized by the Pennsylvania Non Profit Corporation Act.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Check one of the following:

The corporation is organized on a non-stock basis.

Option for Nonprofit Cooperative Corporation Only: The corporation is organized on a stock share basis.

6. For Nonprofit Corporation Only:

(Strike out if inapplicable): The corporation shall have no members.

(Strike out if inapplicable): The incorporators constitute a majority of the members of the committee authorized to incorporate: _____ by the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Cooperative Corporation Only:

Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) (shareholders) is: _____.

8. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):

Name(s)	Address(es)
James Holden	_____
Parke Whetling	_____
Marilyn Black	_____
Thomas Baxter	_____

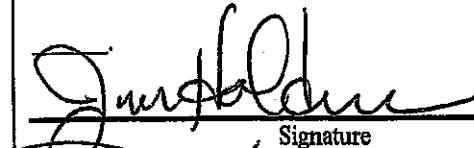
9. The specified effective date, if any, is:

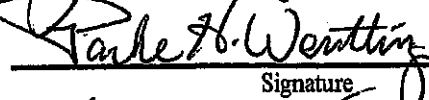
_____ month _____ day _____ year _____ hour, if any

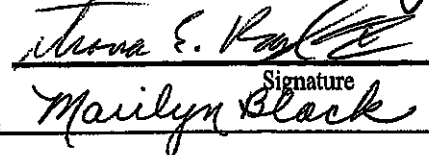
10. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

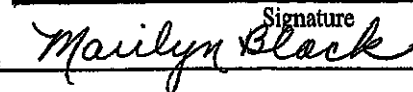
IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this

_____ day of _____


Signature


Signature


Signature


Signature

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)**

- Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name Chester B. Scholl, Jr.		
Address 32 Shenango Ave., PO Box 673		
City Sharon	State PA	Zip Code 16146

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Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 3 Page(8)



T0902080038

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Pittsburgh to Erie Trail Alliance, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
395 Seneca Street	Oil City	PA	16301	Venango

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: **Pa Nonprofit Corporation Act of 1988 - AS amended**

4. The date of its incorporation: **January 5, 2009**

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

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

2009 JAN 16 PM 1:18

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

Change name from Pittsburgh to Erie Trail Alliance, Inc. to
Erie to Pittsburgh Trail Alliance, Inc.

- 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.

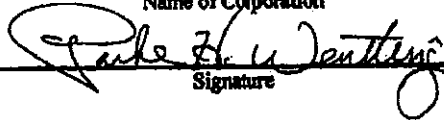
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

12th day of January

2009

Pittsburgh to Erie Trail Alliance, Inc.

Name of Corporation



Signature

Vice President

Title

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

- Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name Norma Caquatto Supervising Attorney		
Address 600 Forbes Avenue, 632 Fisher Hall		
City Pittsburgh	State PA	Zip Code 15282

Document will be returned to the name and address you enter to the left.



Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 6 Page(s)



T0932364188

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Erie to Pittsburgh Trail Alliance, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street 395 Seneca St.	City Oil City	State PA	Zip 16301	County Venango
(b) Name of Commercial Registered Office Provider c/o				County

3. The statute by or under which it was incorporated: PA Nonprofit Corporation Act of 1988

4. The date of its incorporation: January 5, 2009

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

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

PA DEPT. OF STATE
NOV 19 2009

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^{are} adopted by the corporation, set forth in full, ^{as} as follows

See all at Exhibit A and Attachment

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 supersedes 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

13th day of November,
2009.

Eria to Pittsburgh Trial Alliance, Inc
Name of Corporation

Thomas E. Paetz IV
Signature

Treasurer
Title

ATTACHMENT TO
ARTICLES OF INCORPORATION

Erie to Pittsburgh Trail Alliance, Inc.

10. LIMITATION OF POWERS

The corporation shall have the authority and power to conduct its affairs and business as provided in the bylaws, and all other applicable laws, with the following limitations:

- 1) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 2) The property, assets, profits, and net income of this corporation are irrevocably dedicated to the purposes set forth in the Articles of Incorporation, and no part of the profits or net income of the corporation shall ever inure to the benefit of any member, director, officer, or to the benefit of any private individual, except that the corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.
- 3) On dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, public safety testing, literary, or educational organizations that would qualify under the provisions of § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any subsequent United States Internal Revenue laws).
- 4) The corporation is not organized, nor shall it be operated for pecuniary gain or profit, as defined for purposes of § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue laws).
- 5) The corporation shall not engage in self-dealing, as defined in § 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue laws).
- 6) The corporation shall not retain any excess business holdings, as defined in § 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue laws).
- 7) The corporation shall not make any investments in such a manner as to subject it to tax under § 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue laws).
- 8) The corporation shall not make any taxable expenditures as defined in § 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue laws).

Exhibit A.

The amendments adopted by the corporation, set forth in full, are as follows:

- (1) The address is changed to:
33 Terminal Way
Pittsburgh, PA 15219

- (2) The purpose statement is as follows:

Erie to Pittsburgh Trail Alliance, Inc. is an active coalition of trail organizations and individuals dedicated to the promotion, acquisition, development, and maintenance of a safe non-motorized trails network that connects the "Point" in Pittsburgh to the "Bayfront" in Erie. Erie to Pittsburgh Trail Alliance, Inc. will seek to improve the quality of life for communities along the trail network while stimulating economic development and recreational tourism activities.