

**RESTATED**  
**ARTICLES OF INCORPORATION — DOMESTIC NONPROFIT CORPORATION**  
DSCB: 15-5306 (Rev 89)

In compliance with the requirements of 15 Pa. C.S. #5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a Nonprofit Corporation, hereby state that:

1. The name of the Corporation is: 'The Student Aid Fund of The Central Pennsylvania Conference of the United Methodist Church.'
2. The address of this Corporation's registered office in the Commonwealth is: 900 South Arlington Avenue, Harrisburg, PA 17109.
3. The Corporation is incorporated under the Nonprofit Corporation Law of 1985 for the following purposes:
  - A. To support the proclamation of the Christian Faith by assisting persons who are preparing through higher education to fulfill their call to pastoral ministry in the Central Pennsylvania Conference of the United Methodist Church in meeting the financial costs of such preparations.
  - B. To receive, invest, manage, and disburse funds received from the Central Pennsylvania Conference and other sources, assigned to its care for the purposes set forth in A, above.
  - C. To function in harmony with the policies adopted by the Central Pennsylvania Conference.
  - D. The Corporation is organized exclusively for the charitable, religious and educational purposes of the Conference including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (the "Code") or any corresponding section of any future Federal Tax Code. No funds of the Corporation shall inure to the benefit of or be distributed to its members, Directors, Officers or other private persons. No substantial part of the activities of the Corporation shall be involved with the carrying on of propaganda or attempts to influence legislation or intervention with, including the publications and distributions of statements regarding any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Code or any corresponding section of any future Federal Tax Code or by a corporation contributions to which are deductible under Section 170 (c) (2) of the Code or any corresponding section of any future Federal Tax Code.
  - E. If, for any reason, the Corporation shall cease to exist as a legal entity and its charter shall expire or be terminated, its liabilities shall be paid and its then remaining assets shall be paid and distributed to the legal successor of the Corporation provided that the successor is an organization of the type described in Section 501 (c) (3) of the Code or a corresponding section of any future Federal Tax Code and if such successor is not qualified, the same shall be paid and distributed to some other corporation or organization related to The Central Pennsylvania Conference of The United Methodist Church, or its successor, which is then of the type described herein.
4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The Corporation is organized upon a nonstock basis.
6. The Corporation shall have no members.
7. A. The affairs of the Corporation shall be managed by a Board of Directors that shall be known as 'The Board of Managers.' The Board of Managers shall have fifteen (15) members and shall be composed of seven (7) ministerial members of the Conference, seven (7) lay persons and one (1) member of the Bishop's Cabinet. The member from the Bishop's Cabinet shall be appointed annually by the Bishop. One of the ministerial members shall be appointed annually by the Chair of the Board of Ordained Ministry. All other members shall be elected by the Annual Conference quadrennially to four (4) year terms, and may serve no more than two (2) four (4) year terms.
  - B. Between sessions of the Annual Conference, vacancies may be filled by the remaining members of the Board. The person so appointed shall serve until a successor is elected at the next session of the Annual Conference who shall serve the balance of the term of the seat so vacated.
8. The undersigned incorporators constitute a majority of the Board of Managers of the Central Pennsylvania Conference Educational Society of the Methodist Episcopal Church, the Corporation the Articles of Incorporation of which are being restated.
9. These Articles of Incorporation may be amended in the manner prescribed by statute at the time, subject to the prior approval of the amendment by the Annual Conference of The Central Pennsylvania Conference of the United Methodist Church, or its successor, which approval shall be attached to and made a part of the Articles of Amendment.
10. The names and addresses of each incorporator are:

<b>Name</b>	<b>Address</b>
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Rev. Donald W. Raffensperger	R.R. 3, Box 457, Troy, PA 16947-9476
Rev. Bradley Knepp	16 Hilltop Dr., Mt. Holly Springs, PA 17065
Rev. Richard Barner	P.O. Box 275, Paxtonville, PA 17861
Rev. Max Furman	R.D. 1, Box 199, Allenwood, PA 17810
Rev. Lisa Burris	P.O. Box 144, Hopewell, PA 16650
Rev. Thomas Young	3000 Cape Horn Rd., Red Lion, PA 17356-9803
Rev. Richard B. Cartwright	150 Norlo Dr., Fayetteville, PA 17222
Rev. Dr. Paul E. Stambach	1200 Haymaker Rd., State College, PA 16801
Virginia Meck	1200 Penn St., Williamsport, PA 17701
Dorothy Stiner	690 Lincoln Ave., Williamsport, PA 17701
Vernon Oberdorff	16 E. Main St., P.O. Box 64, Windsor, PA 17366
G. Richard Morris	180 Canton St., Troy, PA 16947
Harry L. McNeal, Jr.	34 E. Princess St., York, PA 17403
June Plummer	930 Leidig Dr., Chambersburg, PA 17201
Jeanette Schroeder	405 Clay Ave., Tyrone, PA 16686

*IN TESTIMONY WHEREOF*, the undersigned Corporation has caused these Articles of Incorporation to be signed by a duly authorized Officer this \_\_\_\_ day of \_\_\_\_\_, 1996.

The Central Pennsylvania Conference Educational Society of the  
 Central Pennsylvania Conference of The Methodist Episcopal Church  
 By: \_\_\_\_\_  
 Title: \_\_\_\_\_