

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS
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MAIN OPERATING ACCOUNT
2 NORTH SECOND STREET, 7TH FLOOR
HARRISBURG PA 17101

DVRPC Southeastern Pennsylvania Corporation

THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS IS HAPPY TO SEND YOUR FILED DOCUMENT. THE BUREAU IS HERE TO SERVE YOU AND WE WOULD LIKE TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE BUREAU,PLEASE VISIT OUR WEBSITE AT www.dos.pa.gov/BusinessCharities OR YOU MAY CONTACT US BY TELEPHONE AT (717)787-1057. INFORMATION REGARDING BUSINESS AND UCC FILINGS CAN BE FOUND ON OUR SEARCHABLE DATABASE AT www.corporations.pa.gov/Search/CorpSearch .

NONPROFIT CORPORATIONS THAT SOLICIT FUNDS FROM CITIZENS OF THE COMMONWEALTH OF PENNSYLVANIA MUST REGISTER WITH THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS OF THE DEPARTMENT OF STATE, UNLESS EXEMPT FROM REGISTRATION REQUIREMENTS. PLEASE SEE www.dos.pa.gov/BusinessCharities/Charities OR CONTACT THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS AT 207 NORTH OFFICE BUILDING, HARRISBURG, PA 17120, (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA, FOR MORE INFORMATION ON REGISTRATION.

ENTITY NUMBER : 6713798

ARTICLES OF INCORPORATION

OF

DVRPC SOUTHEASTERN PENNSYLVANIA CORPORATION

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

1. The name of the corporation is: DVRPC Southeastern Pennsylvania Corporation
2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

190 N. Independence Mall West, 8th Floor
Philadelphia, PA 19106-1520

3. The corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania for the following purpose or purposes:

(a) The corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), and particularly, but not limited, to:

operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Delaware Valley Regional Planning Commission and such other organizations as will permit the corporation to be regarded as a supporting organization under Section 509(a)(3) of the Code.

and, subject to the limitations set forth in paragraphs (b), (c), (d) and (e) of this Article 3, perform all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time.



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(b) 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, any Director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, contributions and distributions in furtherance of the purposes of the corporation set forth in the foregoing paragraph (a) of this Article 3.

(c) 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 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 (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provisions of these Articles to the contrary, if the organization is subject to the provisions of Section 4941 through 4945 of the Code (or the corresponding provision of any future United States Internal Revenue Law), the Directors are prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. In addition, the corporation shall make distributions at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code.

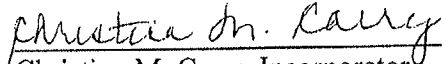
(e) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation to DVRPC as a governmental unit to continue the work of the corporation. If DVRPC is unable to continue the work or accept the funds, the Board of Directors may direct the funds to another qualifying local governmental unit or to another organization exempt under Section 501(c)(3) as designated by the Board of Directors that is able to accept the funds and continue the work of the corporation, then to one or more organizations which shall at the time qualify as tax exempt under Section 501(c)(3) of the Code with similar purposes to the corporation or to a governmental unit for public purposes, as the Board of Directors shall determine. Under no circumstances shall any assets be distributed to directors, officers or employees of the corporation. 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 such purposes or to one or more such organizations, as said Court shall determine. The use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the corporation is prohibited.

4. The corporation is to exist for a perpetual term.
5. The corporation is organized upon a non-stock basis.
6. The corporation shall not have members.
7. The incorporator shall adopt the initial Bylaws on behalf of the corporation.
8. The name and post office address of the incorporator is:

Christina M. Carry, Paralegal
Saul Ewing Arnstein & Lehr LLP
1200 Liberty Ridge Drive, Suite 200
Wayne, PA 19087

9. All conditions, qualifications, requirements, privileges and regulations regarding the governing Board of the corporation shall be fixed and governed by the Bylaws of the corporation.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 9th day of May, 2018.



Christina M. Carry, Incorporator