

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: AUG 14 1988

DAUPHIN COUNTY ECONOMIC DEVELOPMENT
CORPORATION
C/O ALVIN H BLITZ
ECKERT SEAMANS CHERIN & MELLOTT LLC
PO BOX 1248
HARRISBURG, PA 17108-2132

Employer Identification Number:
25-1607082

DLN:
17053153015028

Contact Person:
D. A. DOWNING
Contact Telephone Number:
(513) 241-5199

Internal Revenue Code
Section 501(c)(4)
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for

Letter 948 (DO/CG)

DAUPHIN COUNTY ECONOMIC DEVELOPMENT

the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$20 per day each day there is a failure to comply (up to a maximum of \$10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Exemption under section 501(c)(4) is recognized as of January 4, 1989, your date of formation or incorporation, to May 27, 1998, the effective date of your exemption under section 501(c)(3).

Donors may not deduct contributions to you because you are not an organization described in section 170(c) of the Code. Under section 6113, any fundraising solicitation you make must include an express statement (in a conspicuous and easily recognizable format) that contributions or gifts to you are not deductible as charitable contributions for Federal income tax purposes. This provision does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless failure is due to reasonable cause.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

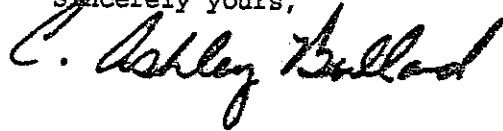
Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

Letter 948 (DO/CG)

DAUPHIN COUNTY ECONOMIC DEVELOPMENT

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

A handwritten signature in black ink that reads "C. Ashley Bullock". The signature is written in a cursive style with a large, prominent initial "C".

District Director

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: AUG 14 1998

DAUPHIN COUNTY ECONOMIC DEVELOPMENT
CORPORATION
C/O JAMES A STUART III
112 MARKET ST STE 800
HARRISBURG, PA 17101

Employer Identification Number:
25-1607082

DLN:
17053153015028

Contact Person:
D. A. DOWNING

Contact Telephone Number:
(513) 241-5199

Accounting Period Ending:
December 31

Foundation Status Classification:
509(a)(1)

Advance Ruling Period Begins:
May 27, 1998

Advance Ruling Period Ends:
December 31, 2002

Addendum Applies:
No

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make a final determination of your foundation status.

Letter 1045 (DO/CG)

REC'D
AUG 20 1998

DAUPHIN COUNTY ECONOMIC DEVELOPMENT

If we publish a notice in the Internal Revenue Bulletin stating that we will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally \$25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return. Because you will be treated as a public charity for return filing purposes during your entire advance ruling period, you should file Form 990 for each year in your advance ruling period

DAUPHIN COUNTY ECONOMIC DEVELOPMENT

that you exceed the \$25,000 filing threshold even if your sources of support do not satisfy the public support test specified in the heading of this letter.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$20 per day for each day there is a failure to comply (up to a maximum of \$10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

In accordance with section 508(a) of the Code, the effective date of this determination letter is May 27, 1998.

Section 508(a)(2) of the Internal Revenue Code states we will not treat an organization organized after October 9, 1969, as an organization described in section 501(c)(3) for any period before it gives notice that it is applying for recognition of exempt status, if it gives such notice after the time prescribed in the regulations.

Section 1.508-1(a)(2)(i) of the Income Tax Regulations states that an organization seeking exemption under section 501(c)(3) must file the notice described in section 508(a) within 15 months from the end of the month in which it was organized. The notice is filed by submitting a properly completed Form 1023, exemption application, with the key district director.

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DAUPHIN COUNTY ECONOMIC DEVELOPMENT

Our records show that your notice was postmarked May 27, 1998, which is more than 15 months from the end of the month in which you were organized. Since the provisions of section 508(a)(2) apply to you, the effective date of your exemption is May 27, 1998. Contributions made to you on or after this date are tax deductible.

You have agreed on your application for exemption under section 501(c)(3) of the Code that your exemption is effective May 27, 1998, the date your completed application was filed.

This determination is based on evidence that your funds are dedicated to the purposes listed in section 501(c)(3) of the Code. To assure your continued exemption, you should keep records to show that funds are spent only for those purposes. If you distribute funds to other organizations, your records should show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), you must have evidence that the funds will remain dedicated to the required purposes and that the recipient will use the funds for those purposes.

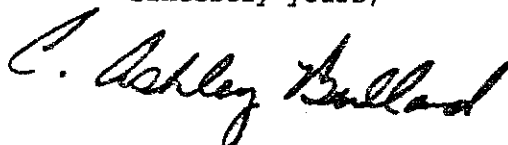
If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



District Director

Enclosure(s):
Form 872-C

Letter 1045 (DO/CG)

Form **872-C**

Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

OMB No. 1545-0056

(Rev. April 1996)

Department of the Treasury
Internal Revenue Service

(See instructions on reverse side.)

To be used with
Form 1023. Submit
in duplicate.

Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

Dauphin County Economic Development Corporation

(Exact legal name of organization as shown in organizing document)

112 Market Street, Suite 800, Harrisburg, PA 17101

(Number, street, city or town, state, and ZIP code)

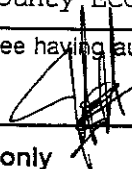
and the

District Director of
Internal Revenue, or
Assistant
Commissioner
(Employee Plans and
Exempt Organizations)

Consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year 12-31-98
(Month, day, and year)

Name of organization (as shown in organizing document)		Date
Dauphin County Economic Development Corporation		5/22/98
Officer or trustee having authority to sign		Title ▶ President
Signature ▶ 		
For IRS use only		
District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)		Date
G. Ackley Toland District Director		AUG 11 1998

By ▶  District Director

Charitable Contributions - Substantiation and Disclosure Requirements

UNDER THE NEW LAW, CHARITIES WILL NEED TO PROVIDE NEW KINDS OF INFORMATION TO DONORS. Failure to do so may result in denial of deductions to donors and the imposition of penalties on charities.

Legislation signed into law by the President on August 10, 1993, contains a number of significant provisions affecting tax-exempt charitable organizations described in section 501(c)(3) of the Internal Revenue Code. These provisions include: (1) new substantiation requirements for donors, and (2) new public disclosure requirements for charities (with potential penalties for failing to comply). Additionally, charities should note that donors could be penalized by loss of the deduction if they fail to substantiate. **THE SUBSTANTIATION AND DISCLOSURE PROVISIONS APPLY TO CONTRIBUTIONS MADE AFTER DECEMBER 31, 1993.**

Charities need to familiarize themselves with these tax law changes in order to bring themselves into compliance. This Publication alerts you to the new provisions affecting tax-exempt charitable organizations. Set forth below are brief descriptions of the new law's key provisions. The Internal Revenue Service plans to provide further guidance in the near future.

Donor's Substantiation Requirements

Documenting Certain Charitable Contributions. — Beginning January 1, 1994, no deduction will be allowed under section 170 of the Internal Revenue Code for any charitable contribution of \$250 or more unless the donor has contemporaneous written substantiation from the charity. In cases where the charity has provided goods or services to the donor in exchange for making the contribution, this contemporaneous written acknowledgement must include a good faith estimate of the value of such goods or services. Thus, taxpayers may no longer rely solely on a cancelled check to substantiate a cash contribution of \$250 or more.

The substantiation must be "contemporaneous." That is, it must be obtained by the donor no later than the date the donor actually files a return for the tax year in which the contribution was made. If the return is filed after the due date or extended due date, then the substantiation must have been obtained by the due date or extended due date.

The responsibility for obtaining this substantiation lies with the donor, who must request it from the charity. The charity is not required to record or report this information to the IRS on behalf of donors.

The legislation provides that substantiation will not be required if, in accordance with regulations prescribed by the Secretary, the charity reports directly to the IRS the information required to be provided in the written substantiation. At present, there are no regulations establishing procedures for direct reporting by charities to the IRS of charitable contributions made in 1994. Consequently, charities and donors should be prepared to provide/obtain the described substantiation for 1994 contributions of \$250 or more.

There is no prescribed format for the written acknowledgement. For example, letters, postcards or computer-generated forms may be acceptable. The acknowledgement does not have to include the donor's social security or tax identification number. It must, however, provide sufficient information to substantiate the amount of the deductible contribution. The acknowledgement should note the amount of any cash contribution. However, if the donation is in the form of property, then the acknowledgement must describe, but need not value, such property. Valuation of the donated property is the responsibility of the donor.

The written substantiation should also note whether the donee organization provided any goods or services in consideration, in whole or in part, for the contribution and, if so, must provide a description and good-faith estimate of the value of the goods or services. In the new law these are referred to as "quid pro quo contributions."

Please note that there is a new law requiring charities to furnish disclosure statements to donors for such quid pro quo donations in excess of \$75. This is addressed in the next section regarding Disclosure By Charity.

If the goods or services consist entirely of intangible religious benefits, the statement should indicate this, but the statement need not describe or provide an estimate of the value of these benefits. "Intangible religious benefits" are also discussed in the following section on Disclosure By Charity. If, on the other hand, the donor received nothing in return for the contribution, the written substantiation must so state.

The present law remains in effect that, generally, if the value of an item or group of like items exceeds \$5,000, the donor must obtain a qualified appraisal and submit an appraisal summary with the return claiming the deduction.

The organization may either provide separate statements for each contribution of \$250 or more from a taxpayer, or furnish periodic statements substantiating contributions of \$250 or more.

Separate payments are regarded as independent contributions and are not aggregated for purposes of measuring the \$250 threshold. However, the Service is authorized to establish anti-abuse rules to prevent avoidance of the substantiation requirement by taxpayers writing separate smaller checks on the same date.

If donations are made through payroll deductions, the deduction from each paycheck is regarded as a separate payment.

A charity that knowingly provides false written substantiation to a donor may be subject to the penalties for aiding and abetting an understatement of tax liability under section 6701 of the Code.

Disclosure by Charity of Receipt of Quid Pro Quo Contribution

Beginning January 1, 1994, under new section 6115 of the Internal Revenue Code, a charitable organization must provide a written disclosure statement to donors who make a payment, described as a "quid pro quo contribution," in excess of \$75. This requirement is separate from the written substantiation required for deductibility purposes as discussed above. While, in certain circumstances, an organization may be able to meet both requirements with the same written document, an organization must be careful to satisfy the section 6115 written disclosure statement requirement in a timely manner because of the penalties involved.

A quid pro quo contribution is a payment made partly as a contribution and partly for goods or services provided to the donor by the charity. An example of a quid pro quo contribution is where the donor gives a charity \$100 in consideration for a concert ticket valued at \$40. In this example, \$60 would be deductible. Because the donor's payment (quid pro quo contribution) exceeds \$75, the disclosure statement must be furnished, even though the deductible amount does not exceed \$75.

Separate payments of \$75 or less made at different times of the year for separate fundraising events will not be aggregated for purposes of the \$75 threshold. However, the Service is authorized to develop anti-abuse rules to prevent avoidance of this disclosure requirement in situations such as the writing of multiple checks for the same transaction.

The required written disclosure statement must:

- (1) inform the donor that the amount of the contribution that is de-

Internal Revenue Service
P.O. Box 2508
Cincinnati, OH 45201

Department of the Treasury

Date: December 4, 2007

Person to Contact:

Sonya Adigun ID# 31-08768

Toll Free Telephone Number:

877-829-5500

Employer Identification Number:

25-1607082

DAUPHIN COUNTY ECONOMIC DEVELOPMENT
CORPORATION
2 SOUTH SECOND STREET PO BOX 1295
HARRISBURG PA 17108-1295 952

Dear Sir or Madam:

This is in response to your request of October 29, 2007, regarding your tax-exempt status.

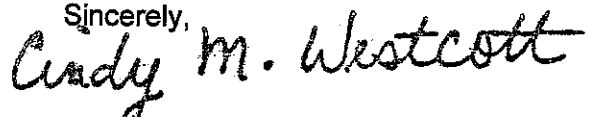
Our records indicate that a determination letter was issued in August 1998 that recognized you as exempt from Federal income tax, and reflect that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records also indicate you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Cindy Westcott
Manager, Exempt Organizations
Determinations

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

DAUPHIN COUNTY ECONOMIC DEVELOPMENT CORPORATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND/OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : **1074192**

MICROFILM NUMBER : **2003023**

MICROFILM START - END : **1424 - 1425**

B SMITH
PO BOX 1295
HARRISBURG PA

2003023-1424
**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

Statement of Change of Registered Office (15 Pa.C.S.)

Entity Number
 1074192

- Domestic Business Corporation (§ 1507)
- Foreign Business Corporation (§ 4144)
- Domestic Nonprofit Corporation (§ 5507)
- Foreign Nonprofit Corporation (§ 6144)
- Domestic Limited Partnership (§ 8506)

Name
Benn Smith

Address
P.O. Box 1295

City	State	Zip Code
<u>Harrisburg</u>	<u>PA</u>	<u>17108-1295</u>

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

Fee: \$52

Filed in the Department of State on MAR 13 2003

Burgin Raus

ACTING Secretary of the Commonwealth *V*

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:
Dauphin County Economic Development Corporation

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

(a) Number and street	City	State	Zip	County
<u>112 Market St. POB 1295</u>	<u>Harrisburg</u>	<u>PA</u>	<u>17101</u>	<u>Dauphin</u>

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

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

<u>2 South Second St. POB 1295</u>	<u>Harrisburg</u>	<u>PA</u>	<u>17101</u>	<u>Dauphin</u>
Number and street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:
 c/o: _____
 Name of Commercial Registered Office Provider _____ County _____
 PA DEPT. OF STATE

MAR 13 2003

4. *Strike out if a limited partnership:*

Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer thereof this

18th day of Feb, 2003

Dauphin County Economic Development Corp.
Name of Corporation/Limited Partnership

Jarvis Creason
Signature

Chairperson
Title

SHEARER, METTE, EVANS & WOODSIDE

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

1801 NORTH FRONT STREET

P. O. BOX 129

HARRISBURG, PA 17108-0729

WALTER W. SHEARER
JAMES W. EVANS
CHARLES B. ZWALLY
LLOYD R. PERSUN
JAMES A. ULSH
C. PETER CARLUCCI, JR.
TIMOTHY I. MARK
DANIEL L. SULLIVAN
CHRISTOPHER C. CONNER
ANDREW H. DOWLING
MICHAEL D. REED
PAULA J. LEICHT
TIMOTHY A. HOY
JOHN J. McNALLY, III

HOWELL C. METTE
ROBERT MOORE
PETER J. RESSLER
CRAIG A. STONE
JACK M. STOVER
R. SCOTT SHEARER
JAMES J. KUTZ
STEVEN D. SNYDER
ELYSE ROGERS KEINTZ
THOMAS M. FRATICELLI
ROBERT P. HAYNES III
PAULA J. McDERMOTT
SCOTT T. WYLAND

RETIRE
ROBERT E. WOODSIDE

TELEPHONE
(717) 232-5000

TELECOPIER
(717) 236-1816

IRS NO.
23-1985005

January 4, 1989

HAND DELIVERED

Secretary of the Commonwealth
Pennsylvania Department of State
Corporation Bureau
Room 308, North Office Building
Harrisburg, PA 17120

In re: Incorporation of Partnership for Regional
Investment & Development Enterprise

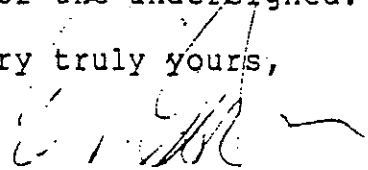
Dear Sir:

Enclosed for filing are the Articles of Incorporation
duly executed on behalf of the above referenced corporation.

Also enclosed is a check in the amount of \$75.00 in
payment of the filing fee.

Please return the approved Articles of Incorporation
to our office to the attention of the undersigned.

Very truly yours,


C. Peter Carlucci, Jr.

CPC,jr/blw
Enclosures

RECEIVED
89 JAN -4 PM 4:20
DEPT. OF STATE

ARTICLES OF INCORPORATION

Domestic Non-Profit Corporation

FIRST. The name of the corporation is Partnership for Regional Investment & Development Enterprise.

SECOND. The location and post office address of the initial registered office of the proposed corporation in the Commonwealth of Pennsylvania will be at 112 Market Street, P. O. Box 1295, Harrisburg, Pennsylvania 17101.

THIRD. The name, place and residence or post office address of each of the incorporators are as follows:

John O. Vartan
3601 Vartan Way
Harrisburg, PA 17110

Frank Sourbeer
5500 Linglestown Road
Harrisburg, PA 17112

Norman Hoffer
110 Sunset Avenue
Harrisburg, PA 17112

Eugene F. Shaffer
349 Union Street
Millersburg, PA 17061

Herbert C. Goldstein
2505 North Front Street
Harrisburg, PA 17110

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FOURTH. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The purposes of the corporation shall be limited to those that will promote the social welfare of Dauphin County and the adjacent region within the meaning and intent of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended. In order to accomplish such purposes, the said corporation shall have the powers;

(a) To purchase, sell, lease either as lessor or lessee, mortgage either as mortgagor or mortgagee and improve commercial and industrial properties, lands and buildings and any interest therein and to construct, erect, enlarge, repair and renovate buildings and other industrial and commercial properties and facilities in the furtherance of its corporate powers;

(b) To provide industrial and commercial companies, associations and organizations with planning, engineering and technical assistance and financial and other aid in the form of loans and grants and gifts of realty and other forms of property;

(c) To assist, encourage and promote proposed or projected industrial and commercial projects in Dauphin County and the adjacent region in the acquisition and improvement of sites and the erection of buildings thereon for the operation of industrial, commercial, manufacturing and distributing establishments;

(d) To make loans or grants of money and provide other assistance to public and community agencies, corporations or associations designed, created or incorporated for the purpose of promoting commercial and industrial activity in the aforesaid;

(e) To receive grants and loans and any other form of assistance including, planning, engineering and technical assistance from any public or governmental agency including any state or federal agency and to enter into contracts with and to cooperate with such and also to receive gifts, donations, contributions and bequests from any source whatsoever for the furtherance of such purposes;

(f) To conduct campaigns, drives and solicitations for financial gifts, grants and loans to accomplish its corporate purposes and to establish self sustaining funds with the proceeds of such gifts, grants and loans subject to such regulations as shall be specified by the Board of Directors in order that loans may be made for purposes of expansion and establishment of industrial and commercial enterprises in Dauphin County and adjacent region;

(g) To solicit and receive grants of funds from the Commonwealth of Pennsylvania or any agency or political subdivision thereof and to use such funds for the general administrative, operating and regional promotional expenses of the corporation;

(h) To have all the powers of a non profit corporation as specifically provided in Section 7502 of the Nonprofit Corporation Law of 1972 as now or hereinafter amended.

FIFTH. The corporation shall exist perpetually.

SIXTH. The names and addresses of those persons who are to act as directors until the election of their successors, who shall be subject to all of the provisions of the aforesaid Act relating to directors and who shall constitute the number of directors of the corporation until changed by the By-Laws are:

John O. Vartan
3601 Vartan Way
Harrisburg, PA 17110

Frank Sourbeer
5500 Linglestown Road
Harrisburg, PA 17112

Norman Hoffer
110 Sunset Avenue
Harrisburg, PA 17112

Eugene F. Shaffer
349 Union Street
Millersburg, PA 17061

Herbert C. Goldstein
2505 North Front Street
Harrisburg, PA 17110

SEVENTH. The corporation is to be organized upon a non stock basis.

EIGHTH. The names and post office addresses of each incorporator are as follows:

John O. Vartan
3601 Vartan Way
Harrisburg, PA 17110

Frank Sourbeer
5500 Linglestown Road
Harrisburg, PA 17112

Norman Hoffer
110 Sunset Avenue
Harrisburg, PA 17112

Eugene F. Shaffer
349 Union Street
Millersburg, PA 17061

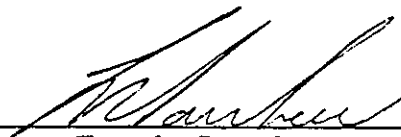
Herbert C. Goldstein
2505 North Front Street
Harrisburg, PA 17110

NINTH. The amount of the assets which the corporation will have to start its corporate functions shall be One Hundred (\$100.00) Dollars.

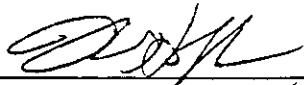
IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this 22nd day of December, 1988.




John O. Vartan



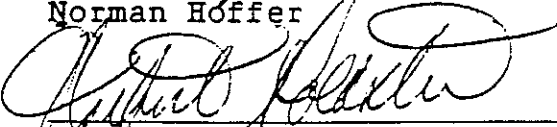
Frank Sourbeer



Norman Hoffer



Eugene F. Shaffer



Herbert C. Goldstein

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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DAUPHIN COUNTY ECONOMIC DEVELOPMENT CORPORATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 1074192

MICROFILM NUMBER: 09794

0253-0257

MARGARET O CHAPMAN
ECKERT SEAMANS CHERIN & MELLOTT LLC
COUNTER

9794-253

DEC 23 1997

Microfilm Number _____

Filed with the Department of State on _____

Number 1074192

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: Partnership for Regional Investment & Development Enterprise

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) <u>112 Market Street, P.O. Box 1295</u>	<u>Harrisburg</u>	<u>PA</u>	<u>17101</u>	<u>(Dauphin)</u>
Number and Street	City	State	Zip	County

(b) c/o: <u>N/A</u>	_____	_____
Name of Commercial Registered Office Provider	_____	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Nonprofit Corporation Law of 1972

4. The date of its incorporation is: January 4, 1989

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

6. (Check one of the following):

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

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 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:

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DEC 23 1997

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

**PARTNERSHIP FOR REGIONAL INVESTMENT & DEVELOPMENT ENTERPRISE
ARTICLES OF AMENDMENT - DOMESTIC NONPROFIT CORPORATION**

VII. EXHIBIT "A"

1. Article I of the Articles of Incorporation shall be amended as follows:

The name of the corporation shall be changed to Dauphin County Economic Development Corporation.

2. Article IV of the Articles of Incorporation shall be amended as follows:

The Corporation is organized and operated exclusively for charitable, scientific, literary and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), including, but not limited to, combatting community deterioration and blight within Dauphin County by assisting in the development of the County's economy. The Corporation shall further have the purpose to exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations and may, in furtherance of such purposes, engage in the following activities:

- (a) To undertake and/or assist in the development of the economy in the state-designated enterprise zone and federal enterprise community located in Dauphin County;
- (b) To undertake and/or assist in the development of the economy of those communities which have experienced economic deterioration within Dauphin County;
- (c) To assist and encourage the stabilization, expansion and/or retention of jobs and businesses in Dauphin County;
- (d) To assist in the facilitation and promotion of job training and development opportunities and job creation to economically disadvantaged individuals, organizations and businesses throughout Dauphin County;

(e) To assist in the elimination of slums and blight in the older communities of Dauphin County; and

(f) To disseminate information to the public on low interest loans, grants, counseling programs and other business relief programs which are available to economically distressed persons and businesses within Dauphin County.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Board of Directors, members, 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 the furtherance of the purposes set forth herein. 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 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 by a corporation exempt from Federal Income Tax under Code Section 501(c)(3).

4. In the event of dissolution and after paying or making provision for the payment of all liabilities of the Corporation, the Corporation shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes as shall at the time qualify as an organization entitled to charitable contributions under Code Section 170(c)(1) or as an exempt organization or organizations under Code Section 501(c)(3) as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by the Court with jurisdiction over the Corporation where the principal office of the Corporation is then located, exclusively for

such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

5. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Code Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended. In addition, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Code Section 170 and its regulations, as they now exist or as they may hereafter be amended.