

# ARTICLES OF INCORPORATION

Commonwealth of Pennsylvania Department of State Corporation Bureau  
Second Restated Articles of Incorporation

Pursuant to the provisions of Section 7901(a) 4 of the Pennsylvania Not-for-Profit Code (15 Pa.C.S. 7901 (a) 4), the undersigned nonprofit corporation, desiring to amend its Articles by restating them in their entirety, does hereby certify that:

1. The name of the corporation is the Penn State Alumni Association.
2. The location and post office address of the registered office of the corporation in the Commonwealth is 105 Old Main Building, University Park, Centre County, Pennsylvania, 16802.
3. (a) The corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954 and its regulations, as they now exist or as they may hereafter be amended, for the specific purpose of promoting and enhancing the general welfare of The Pennsylvania State University as an agency for education, research, and public service and to encourage and stimulate interest among students, former students, and others in the programs, progress and welfare of The Pennsylvania State University.  
  
(b) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.  
  
(c) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.  
  
(d) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.  
  
(e) The corporation shall not merge or consolidate with any corporation unless the successor corporation is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as an organization described in Section 501(c)3 of the Code.  
  
(f) In the event the corporation is dissolved and liquidated, its governing body, after paying or making provision for payment of all the liabilities of the corporation, shall distribute the property and assets of the corporation to The Pennsylvania State University or its successor, provided, however, that if neither The Pennsylvania State University nor its successor, (if any) is then in existence or is unwilling or unable to accept the distribution, then in that event the property and assets of the corporation shall be distributed to one or more funds, foundations, or corporations organized and operated exclusively for the purposes specified in Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) which, in the sole judgment of the corporation's governing body, have purposes most closely allied to those of the corporation.

(g) Notwithstanding any of the provisions of these Restated Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)3 of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended.

4. The term of the corporation's existence shall be perpetual.

5. The corporation is organized upon a non-stock basis.

6. The governing body of the corporation shall be established by the bylaws of the corporation.

7. Fees for membership and annual dues from the members shall be assessed as the corporation's bylaws may determine which fees and dues and any other income of the corporation shall be applied to promote the purposes for which the corporation was formed.

8. All conditions, qualifications, requirements, privileges and regulations as to the membership in the corporation, including voting rights, shall be fixed and governed by the bylaws of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate of Restated Articles of Incorporation to be signed by a duly authorized officer and its Corporate Seal, duly attested by another such officer, to be hereunto affixed this 26th day of April, 1986.

Penn State Alumni Association  
By William C. Forrey, President

Attest:  
William J. Rothwell, Secretary

Corporate Seal

Filed this 30th day of July 1986, in the Department of State, Commonwealth of Pennsylvania.  
Robert A. Gleason, Jr. Secretary of the Commonwealth