

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**VALLEY FORGE CHAPTER OF TROUT UNLIMITED**

Valley Forge Chapter of Trout Unlimited, a Pennsylvania nonprofit corporation (the "Corporation"), hereby certifies as follows:

**FIRST:** The name of the Corporation is "Valley Forge Chapter of Trout Unlimited" The Corporation's original Articles of Incorporation were filed on August 1, 1995. The Corporation was incorporated under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

**SECOND:** These Amended and Restated Articles of Incorporation amend, restate, integrate and supersede the provisions of the Articles of Incorporation of said Corporation and have been duly adopted by majority vote of the members of the Corporation entitled to vote thereon in accordance with the provisions of Sections 5912, 5913 and 5914 and all other applicable provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

**THIRD:** The text of the Amended and Restated Articles of Incorporation of the Corporation is hereby restated to read as set forth in full as follows:

1. The name of the Corporation is: Valley Forge Chapter of Trout Unlimited
2. The location and post office address of the initial registered office of the Corporation in this Commonwealth is:

424 Vineyard Lane  
Downingtown, PA 19335

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

(a) The Corporation is formed exclusively for charitable, educational and scientific 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:

(i) to promote and assist in the preservation and reformation of public cold water resources and watersheds principally in, but not limited to, Chester County, Pennsylvania; to encourage proper land, water, fish and wildlife management and conservation; to promote and assist in the education of all citizens as to the nature of, and need for, sound preservation and conservation of the environment in as natural state as possible; and to promote the aims, philosophy, policies, objectives and activities of Trout Unlimited, a Michigan corporation, with

which it is affiliated and which qualifies as an exempt organization pursuant to Section 501(c)(3) of the Code; and

(ii) subject to the limitations set forth in paragraphs (b), (c), and (d) of this Article 3, to 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.

(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) Upon the dissolution of the Corporation, the Directors, shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the remaining assets of the Corporation of the State Council of Trout Unlimited for Pennsylvania or, if none exists, to Trout Unlimited, a Michigan Corporation, provided however, that such organization or organizations are at the time organized and operated exclusively for charitable, educational or scientific purposes, and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law). Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which 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. 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.

(e) 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 provisions 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.

4. The Corporation is to exist for a perpetual term.
5. The Corporation is organized upon a non-stock basis.
6. The Corporation shall have voting members.
7. 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 Corporation has caused these Articles to be signed by James W. Nelson, its President, on the \_\_\_ day of \_\_\_\_\_, 2009.

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By: James W. Nelson  
Its: President