

PENNSYLVANIA BAR FOUNDATION

ARTICLES OF INCORPORATION

In compliance with the requirements of 15 Pa.C.S. § 7316 (relating to articles of incorporation), the undersigned, desiring to be incorporated as a nonprofit corporation, hereby certify that:

ARTICLE I

NAME AND REGISTERED OFFICE

1.1 Name. The name of the corporation is:

PENNSYLVANIA BAR FOUNDATION

1.2 Registered Office. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

100 South Street
Harrisburg, Pennsylvania 17108

ARTICLE II

PURPOSES AND TERM

2.1 General Purposes and Term. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the purposes set forth in this article. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The term for which the corporation is to exist is

perpetual. The corporation is organized on a nonstock basis.

2.2 Purposes. The Foundation shall be operated exclusively for charitable, scientific, literary or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954 ("Code"), or corresponding provisions of any subsequent federal tax law.

2.3 Restrictions. The Foundation shall not carry on propaganda, or otherwise attempt, to influence legislation and 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.

2.4 Private Foundation Clause. In such fiscal years (if any) as the Foundation shall be a "private foundation" as described in Section 509(a) of the Code and/or subject to the taxes imposed by Sections 4940 et seq. of the Code:

(a) The Foundation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(b) The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax law.

(c) The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(d) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Foundation shall not make any taxable expenditures as defined in Section 4945(d).

2.5 Dissolution. In the event of a dissolution of the Foundation, its assets, after payment of all its debts and charges and expenses of dissolution, shall be distributed to the Pennsylvania Bar Trust if it then exists, otherwise to the Pennsylvania Bar Institute if it then exists; each of which must then be operated exclusively for charitable, scientific, literary or educational purposes as provided in Section 501(C)(3) of the Internal Revenue Code, or comparable provisions of any subsequent Federal tax laws; but if neither exists, then said net assets shall be distributed equally among all schools of law within the Commonwealth of Pennsylvania, accredited by the American Association of Law Schools and the American Bar Association and recognized by the Supreme Court of Pennsylvania as a Pennsylvania Law School and organized and operating exclusively for charitable and/or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder, or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III

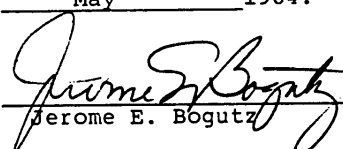
3.1 Incorporation. The name and post office address of each of the incorporators are:

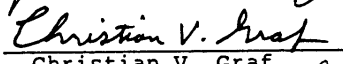
<u>Name</u>	<u>Address</u>
Jerome E. Bogutz	10th Floor 2000 Market Street Philadelphia, PA 19103
Frank B. Boyle	256 East Market Street York, PA 17403
Christian V. Graf	407 North Front Street Harrisburg, PA 17101
Benjamin B. Levin	4th Floor Lewis Tower Building Philadelphia, PA 19102
Marvin S. Lieber	20th Floor Frick Building Pittsburgh, PA 15219
John M. Feeney	Frick Building Tenth Floor Pittsburgh, PA 15219
Sidney L. Krawitz	104 West High Street Milford, PA 18337
Paul H. Titus	Titus, Marcus & Shapira 624 Oliver Building Pittsburgh, PA 15222
Bernard G. Segal	1719 Packard Building Philadelphia, PA 19102
John H. Morgan	600 Grant Street 42nd Floor Pittsburgh, PA 15219
John A. Maher	Dickinson School of Law 150 S. College Street Carlisle, PA 17013
Ralph S. Snyder	1719 Packard Building Philadelphia, PA 19102

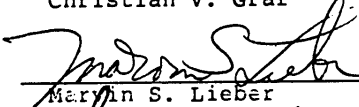
<u>Name</u>	<u>Address</u>
John R. Lenahan, Sr.	Scranton Electric Building 507 Linden Street Scranton, PA 18503
Joseph P. Flanagan, Jr.	20th Floor 30 S. 17th Street Philadelphia, PA 19103
H. Reginald Belden, Jr.	100 North Main Street Greensburg, PA 15601
Francis J. Leahey, Jr.	107 E. Lloyd Street Ebensburg, PA 15931
John D. Houston, II	Houston, Cohen, Etal 12th Floor Two Chatham Center Pittsburgh, PA 15219
James H. Beal	747 Union Trust Building P. O. Box 2009 Pittsburgh, PA 15230
Ned J. Nakles	1714 Lincoln Avenue Lincoln Professional Bldg. Latrobe, PA 15650
William R. Newlin	Buchanan & Ingersoll 600 Grant Street 57th Floor U.S. Steel Building Pittsburgh, PA 15219
Alvin L. Snowiss	333 N. Vesper Street Lock Haven, PA 17745
M. Fletcher Gornall	120 W. 10th Street Erie, PA 16501


IN TESTIMONY WHEREOF, the incorporators have signed
and sealed these Articles of Incorporation this 15th day of

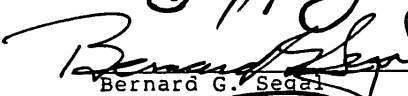
May 1984.

 (SEAL)
Jerome E. Bogutz

 (SEAL)
Christian V. Graf

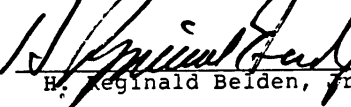
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John A. Maher

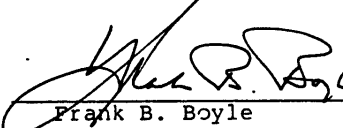
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John R. Lenahan, Jr.

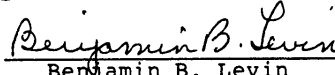
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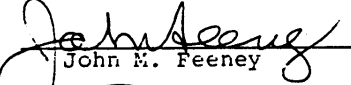
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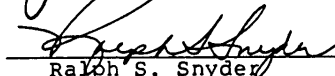
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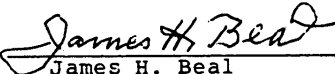
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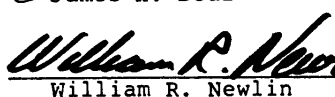
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