

PASO, INC.
A Nonprofit Corporation

ARTICLES OF INCORPORATION

Law Offices
Litke, Lee, Martin, Grine & Green

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In the Matter of the Incorporation)	
)	DEPARTMENT
of)	OF
)	STATE
PASO, INC.,)	
)	
A nonprofit corporation)	

ARTICLES OF INCORPORATION

In compliance with the requirements of 15 Pa. S. 7316, the undersigned, desiring to be incorporated as a nonprofit corporation, hereby certifies that:

1. The name of the corporation is: PASO, INC.

2. The location and post office address of the initial office of the corporation in this Commonwealth is: Upper Merion Area School District, King of Prussia, Pennsylvania 19406.

3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania exclusively for health and education purposes. Without limiting the generality of the foregoing, the purposes of the corporation are:

 To carry on all activities without compensation or profit, including but not limited to promoting and conducting athletic instruction and competition for mentally retarded citizen of Pennsylvania and participating in such other activities which will be of benefit to mentally retarded citizens of Pennsylvania as the Board of Directors may decide upon by means of education, demonstration and other approved methods.

 The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

4. The term for which the corporation is to exist: perpetual.

5. The corporation is organized upon a nonstock basis, and shall have no authority to issue shares of capital stock.

6. The names and post office addresses of each of the incorporators are:

Frank W. Dean, Jr.

Upper Merion Area School District
King of Prussia, Penna. 19406

Dr. Edward Norris

West Chester State College

West Chester, Penna. 19380

David E. Grine, Esquire

P.O. Box 677-106 West Beaver Avenue
State College, Penna. 16801

7. The Corporation is organized exclusively for health and educational purposes as such purposes are defined by § 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). No part of the net earnings of the corporation shall inure to the benefit of any individual and no member, director, officer or employee of the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propoganda or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Any provision of law to the contrary notwithstanding, the Corporation may not merge or consolidate with any corporation which is not an exempt organization as defined in § 501 (c) (3) and § 170 (b) (1) (A) other than in clauses (vii) and (viii) of the Internal Revenue Code or their successor provisions, and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

In the event the Corporation is dissolved and liquidated the Board of Directors, shall after paying or making provisions for payment of all liabilities of the Corporation, distribute the corporate property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this Corporation, provided, however, that the transferee organization or organizations shall then be a qualified tax-exempt charitable organization within the meaning of S 501 (c) (3) and S 170 (b) (1) (A) other than in clauses (vii) and (viii) of the Internal Revenue Code or their successor provisions, shall have been in existence and so described for a continuous period of at least sixty (60) calendar months, and shall also be an organization contributions to which are deductible

under Section 170, 2055 and 2522 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the Court having jurisdiction of the dissolution and liquidation of a Pennsylvania nonprofit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

8. The corporation shall distribute its 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

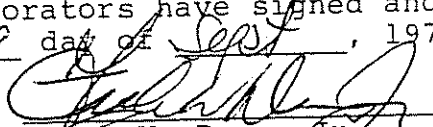
The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

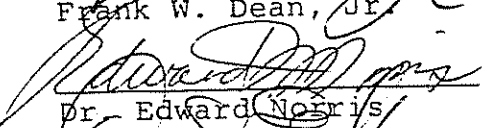
The corporation shall not make any investments in such manner as subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

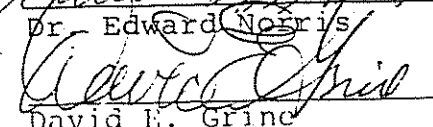
The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

9. All conditions, qualifications, requirements, privileges and regulations as to membership in the Corporation, including voting rights, shall be fixed and governed by the By-Laws of the Corporation.

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation, this 19 day of Sept, 1978.

 (SEAL)
Frank W. Dean, Jr.

 (SEAL)
Dr. Edward Norris

 (SEAL)
David E. Grine