

## **EXHIBIT A**

### **ARTICLES OF INCORPORATION**

#### **WEST CENTRAL GERMANTOWN NEIGHBORS**

In compliance with the requirements of Section 9111 of Pennsylvania's Association Law and the applicable provisions of Chapter 53 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act"), specifically relating to the incorporation of unincorporated associations, the individual incorporators signing below (the "Incorporators") – who constitute the majority of the Incorporation Committee of the West Central Germantown Neighbors (the "Association") – desire to incorporate the Association, and pursuant to Section 5331 of the Act (relating to the incorporation of unincorporated associations), hereby state that:

ARTICLE I. The name of the corporation (i.e., the incorporated Association) shall be West Central Germantown Neighbors (the "Corporation").

ARTICLE II. The Corporation shall have a commercial registered office provider ("CROP"), and the name of the Corporation's CROP in this Commonwealth is Northwest Registered Agent LLC and the county of venue is Philadelphia County.

ARTICLE III. The Corporation is incorporated under Section 5331 of the Act (relating to the incorporation of unincorporated associations).

ARTICLE IV. The Corporation is a nonprofit corporation organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), specifically for the following purposes: to maintain the residential character of the neighborhood, which is defined by the area within the north side of Cheltenham Avenue, the west side of Germantown Avenue, the south side of Washington Lane, and the east side of the SEPTA Chestnut Hill West railroad line, the exception being to include Four Freedoms House on Morris Street on the west side of the railroad line (the "Neighborhood"); and to promote a spirit of community among the Neighborhood's residents. The Corporation shall at all times be operated exclusively for these charitable purposes and may take any and all actions necessary, proper, advisable, or convenient for the accomplishment of these purposes consistent with the limitations set forth in this Article IV and the provisions of Articles XI and XII below. In furtherance of the foregoing, the Corporation shall have the power to do any acts and carry on any business and affairs that are not prohibited by the Act, as amended, by the Code, or by any other law.

ARTICLE V. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE VI. The Corporation is organized on a non-stock basis.

ARTICLE VII. The Corporation shall have voting Members, as that term is defined by the Act and as further provided in the Bylaws. An individual is eligible to register to become a Member of the Organization if they are at least eighteen (18) years old and have a residential and/or business address and/or own property within the Neighborhood.

ARTICLE VIII. The name of the Incorporators are: Julie Stapleton Carroll, Johannes de Jong, Suzanne Ponsen, and Michael Ramos. The Incorporators constitute a majority of the members of the committee authorized to incorporate the Association (i.e., the Incorporation Committee) by the requisite vote required by the Association for the amendment of the Association's private organic rules (i.e., its Bylaws).

ARTICLE IX. The term for which the Corporation is to exist is perpetual.

ARTICLE X. These Articles of Incorporation ("Articles") shall be effective upon filing.

ARTICLE XI. Notwithstanding any other provision of these Articles, the powers and activities of the Corporation shall be subject to the following restrictions and limitations:

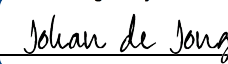
- a. The Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(a) of the Code and described in Section 501(c)(3) of the Code, or by an organization described under Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(a), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage in any year in which it may be a "private foundation," as defined in Section 509 of the Code, in any act prohibited by Section 4941(d) or 4943(c) of the Code, or do any act, or fail to do any acts, that will result in the imposition of tax on the Corporation under Sections 4942, 4944, or 4945 of the Code, specifically:
  1. The Corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future tax code, or, as a private operating foundation, will make qualifying distributions directly for the active conduct of activities constituting its charitable and educational purposes in accordance with Section 4942(j)(3) of the Code, or the corresponding section of any future tax code;
  2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code;
  3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code;
  4. The Corporation will not make any investments that would jeopardize the carrying out of any of its exempt purposes so as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code; and
  5. The Corporation will not make any taxable expenditures as defined in Section 4945 of the Code, or the corresponding section of any future federal tax code.
- b. The Corporation is not authorized, and no amendment, alteration, change, or repeal of any provisions of the Articles shall authorize the Corporation or its directors or officers, to conduct the affairs of the Corporation in any manner or for any purpose that would cause the Corporation to lose its tax-exempt status under the provisions of the Code.

- c. No part of the net earnings of this Corporation shall ever inure to the benefit of, or be distributable to, any of its directors or officers or any other private person under Pennsylvania law or under these Articles, except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out its purposes.
- d. Except as authorized by Section 501(h) of the Code and a proper election filed thereunder, no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office (i.e., federal, state, or local), whether by the publication or distribution of statements or otherwise.


ARTICLE XII. In the event of the liquidation, dissolution, or winding up of this Corporation, the assets or property of the Corporation shall be distributed by the Board of Directors, as directed and approved by the Members, in accordance with the Act to one or more organizations that are organized and operated for the purposes aligned with the Corporation and exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code, or any successor provisions thereto. Any assets not so distributed shall be distributed by the Court of Common Pleas of Philadelphia exclusively for such purposes, and in accordance with the Act. No Member, director, or officer of the Corporation or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.


ARTICLE XIII. These Articles may be amended only by the Members. Any amendments to these Articles must be proposed by motion at two successive general Membership meetings. Any such proposed amendments shall be adopted by an affirmative vote of two-thirds (2/3) of the Members in attendance at the second of these successive meetings. Notice of any amendments to these Articles shall be provided to the Members in writing thirty (30) days before any meeting to consider amendments to these Articles.

Signed by the Incorporators:

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Johannes de Jong

DocuSigned by:  
  
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Suzanne Ponsen

DocuSigned by:  
  
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Michael Ramos

DocuSigned by:  
  
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Julie Stapleton Carroll