

8356-734

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Secretary of State

ARTICLES OF INCORPORATION-DOMESTIC NONPROFIT CORPORATION

In compliance with the requirements of 15 Pa. C.S. §5306 (relating to Articles of Incorporation), the undersigned, desiring to incorporate a nonprofit corporation, hereby state that:

1. The name of the Corporation is Somerset County Flag Committee, Inc.

2. The address of the Corporation's (a) initial registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is:

(a) 166 East Union Street, Somerset, PA 15501 Somerset
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office, the county is (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, (the "Code"), including, without limitation the following purposes:

- (a) Construction, erection and maintenance of a site at which to display a large American flag thereby honoring this great nation and promoting patriotism, good citizenship and pride in our democratic system of government.
- (b) Teach and educate the community by fostering the desire of individuals to preserve and perpetuate this nation's ideals and principles; and further to foster within the community the desire to maintain and cherish the institutions of American freedom and to foster patriotism, love of country and service to community.

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(c) Alone or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the corporation.

4. The corporation may engage in all activities consistent with its purpose or purposes set forth in Article 3 above, subject to the following limitations:

(a) The corporation shall not lobby, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted under the Internal Revenue Code (hereinafter referred to as "Code").

(b) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(c) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of its net earnings shall inure to the benefit of its members, directors, officers or other private persons, except that the corporation may pay reasonable amounts for goods and services provided to it and may made other payments in furtherance of its purposes set forth in Article 3 above.

(d) The Corporation shall not carry on any activity not permitted to be carried on by an organization (i) exempt from Federal Income Tax under Section 501(c)(3) of the Code and (ii) contributions to which are deductible under Sections 170, 2055 and 2522 under the Code.

(e) The Corporation will distribute its income for each tax 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, or the corresponding section of any future Federal Tax Code.

(f) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

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- (g) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.
 - (h) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.
 - (i) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.
5. The Corporation is organized upon a non-stock basis.
 6. The Corporation shall have members.
 7. The term for which the Corporation is to exist is perpetual.
 8. Upon dissolution of the Corporation, its net assets shall be distributed for charitable purposes within the meaning of Section 501(c)(3) of the Code.
 9. The name and address, including street and number, if any, of each incorporator is:

Name	Address
Walter L. Barnes	601 Delbrook Avenue Somerset, PA 15501
William T. Fisher	647 East Main Street Somerset, PA 15501
Craig J. Schrock	R.D.#7 Box 149 Somerset, PA 15501
Sharon L. Kelly	P.O. Box 892 Somerset, PA 15501

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IN WITNESS WHEREOF, the undersigned, as the incorporators of the Corporation named above have signed these Articles of Incorporation on this the 15th day of September, 1993.



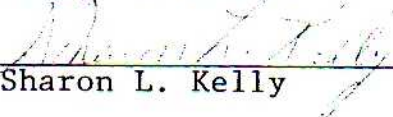
Walter L. Barnes



William T. Fisher



Craig J. Schrock



Sharon L. Kelly