

COMMONWEALTH OF PENNSYLVANIA
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POLISH FALCONS HERITAGE FOUNDATION

FIRST: That the name of the corporation is:

“POLISH FALCONS HERITAGE FOUNDATION”

SECOND: This corporation is organized and shall be operated exclusively for charitable, educational, scientific or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"). The corporation shall serve as a resource for the Polish American Community to educate and promote the traditions, history and culture of Poland and Poles in the United States. In keeping with the tradition of the Polish Falcons of America (the "Society"), the focus of the programs and activities of said corporation shall focus on the development of the physical, mental and spiritual well-being of young people. The corporation shall promote education in the forms of scholarships, workshops, and cultural activities and shall emphasize physical fitness through healthy lifestyle choices. The corporation shall strive to build leaders for the future who hold the core values that are important to their Polish Heritage, including ethnic tolerance and integration.

To the extent consistent with the above general purposes, the specific purposes of the corporation shall be to:

1. Award scholarships. Provide financial support toward the continued education of qualified students, without discrimination on the basis of race, color, sex or religious preference.
2. Support the work of other organizations that share a similar purpose, including the Society, and make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.
3. Exercise any, all and every power that a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania can be authorized, provided that such powers be limited to charitable, educational, religious and scientific purposes, all for the public welfare, and not any other purpose.

None of the activities, funds, property or income of the corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the corporation nor its officers or directors shall, in their capacity as officers or directors of corporation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other rewards made by the corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501(c)(3).

THIRD: The business of this corporation is to be transacted in the several counties of the Commonwealth of Pennsylvania, and outside of said Commonwealth, within the various states of the United States, and the Provinces of Canada. The principal office or headquarters of the corporation shall be located in the City of Pittsburgh, County of Allegheny, and State of Pennsylvania at 381 Mansfield Avenue, Pittsburgh, Pennsylvania 15220.

FOURTH: This corporation is to exist perpetually.

FIFTH: The names and addresses of the subscribers of this corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
R.S. Abczynski	138 Avenue, Bellevue, PA
Stanislaw J. Kalinowski	3415 Butler Street, Pittsburgh, PA
Stanislaw J. Michaleski	1712 Sarah Street, Pittsburgh, PA
Anthony Cebula	1001 Bingham Street, Pittsburgh, PA
W.A. Pawlak	3047 Brereton Avenue, Pittsburgh, PA
Francis Openchowski	1001 Bingham Street, Pittsburgh, PA

SIXTH: The number of directors of this corporation shall be as stated in the by-laws and shall be no less than seven (7) and no more than fifteen (15) and the names and residences of those chosen for the first, or until others are elected are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Timothy L. Kuzma	913 Mifflin Ave., Pittsburgh, PA
John Kuzmirek	4114 James Dr., Lower Burrell, PA

Patricia Del Busse	35 Ginger Hill Rd., Finleyville, PA
Mary Rand	118 Capitol St. Ext., Auburn, NY
Tom Washington	22 Broad St., Pringle, PA
Ed Ciesla	1090 Troon Ct., Easton, PA
Mark McPherson	3612 Sleepy Fox Dr., Rochester Hills, MI
Anthony A. Lorenc	3169 Pine Valley Way, East Stroudsburg, PA
Dr. Barbara Rudiak	1908 Jane Street, Pittsburgh, PA

Thereafter, the number and manner of election or appointment of directors and their terms of office shall be as provided in the by-laws.

SEVENTH: This corporation has no capital stock, and is to be supported by contributions, gifts, donations, devises and bequests.

EIGHTH: This corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

NINTH: This corporation shall have no members.

TENTH: The by-laws of this corporation shall be deemed and taken to be its law, subordinate to the constitution of the United States and the constitution and statutes of the Commonwealth of Pennsylvania, and shall prescribe the powers and duties of its officers, and all other matters and things necessary for the carrying out successfully the purposes and intention of this corporation.

ELEVENTH: If this corporation proves unable to carry out the purpose for which it was created, the corporation shall be dissolved in accordance with law. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations, as the board of directors shall select, which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code. If the board of directors proves unable to agree upon the disposition of this corporation's assets, all residual assets shall be surrendered to the Circuit Court located in the county in which the corporation's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under section 501(c)(3) of the Code.

TWELVETH: These Articles of Incorporation may be amended, altered, changed or repealed by a two-thirds majority vote of the board of directors of this corporation, which has been approved by resolution of the Society.

THIRTEENTH: This corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in this document or would be inconsistent with the with the provisions of section 501(c)(3) or section 170(c)(2) XVIII of the Code.

FOURTEENTH: This document becomes effective upon filing with the Department of State of the Commonwealth of Pennsylvania.