

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 7, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

**Germantown Life Enrichment Center**

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

- 1 STATEMENT OR CERT. OF SUMMARY OF RECORD filed on February 19, 1976
- 2 ARTICLES OF AMENDMENT-NONPROFIT filed on February 6, 1980
- 3 ARTICLES OF AMENDMENT-NONPROFIT filed on January 30, 2012

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, reading "Carol Aichele".

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Secretary of the Commonwealth

APPLICANT'S ACCT NO.

3-1-76:07 1175

DSCB: 15-7321 (Rev. 11-72)

Filing Fee: Name when accompanying any  
other filing, otherwise \$40  
SOS-71.

Certificate of Summary  
of Record—

Domestic Nonprofit Corporation

(Line for numbering)

628359

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

Filed this 19th day of February, 1976

Commonwealth of Pennsylvania  
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7321 (relating to filing of certificate of summary of record by corporations incorporated prior to 1973), the undersigned entity, desiring to file a document in the Department of State under the Nonprofit Corporation Law of 1972 (15 Pa. S. §7301 et seq.), or to secure from the Department any certificate to the effect that the corporation is a corporation duly incorporated and existing under the laws of this Commonwealth or a certified copy of the Articles of the corporation, does hereby certify that:

1. The name of the corporation is:  
The Young Men's Christian Association of Germantown
2. The location of its registered office in this Commonwealth is: (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department)

5722 Greene Street

(NL. 'SER)

(STREET)

Philadelphia,

(CITY)

Pennsylvania 19144

(ZIP CODE)

3. The statute by or under which it was incorporated is: The Act of the General Assembly of Pennsylvania in force on December 4, 1871 and entitled "An Act to Incorporate Associations of the Citizens of this Commonwealth with the Powers and Immunities of a Corporation or Body Politic in Law"
4. The corporation was originally incorporated on Dec. 4, 1871 under the following name:

The Young Men's Christian Association of Germantown

The corporation was incorporated by (check and complete one of the following)

- ☐ Special act as set forth in Paragraph 3 above.
- ☒ Decree of Court of Common Pleas of Philadelphia  
(NAME OF COURT)  
entered on Dec. 4, 1871  
(DATE)
- ☐ Letters patent duly granted on (DATE)
- ☐ Filing of (ARTICLES OF INCORPORATION, ASSOCIATION, ETC.)

in the (NAME OF DEPARTMENT OF STATE OR OTHER PUBLIC OFFICE)

3-1-76:07 1176

DSCB: 15-7321 (Rev. 11-72)-2

5. The original Articles were recorded on Feb. 20, 1872 in the following place:  
(DATE)

Miscellaneous Book J.A.H. No. 1 page 633 -- Philadelphia Recorder of Deeds

6. (Check, and if appropriate, complete one of the following):

- ☒ This certificate is being delivered to the Department of State contemporaneously with amended and restated Articles of the corporation filed under the NPCL.
- ☐ The currently effective Articles of the corporation are filed or recorded as follows and the text of such currently effective Articles is set forth in full in Exhibit A attached hereto and made a part hereof (except any of such text which appears of record in the Department of State, which text is incorporated herein by reference to the records of the Department pursuant to 19 Pa. Code §29.51(b)):

7. (Check, and if appropriate, complete one of the following):

- ☒ The corporation has never adopted any name other than its original name and its current name.
- ☐ Each name by which the corporation was known, other than its original name and its current name, and the date or dates on which each change of name of the corporation became effective, are as follows:

NAME

EFFECTIVE DATE OF ADOPTION

IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this

23rd day of October, 19 75

Young Men's Christian Association

of Germantown, Pa. (OF CORPORATION)

By:

(SIGNATURE)

Executive Director

(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Certification# T0224994-1 Page 2 of 21

Secretary

(TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)

# Young Men's Christian Association of Germantown

## THE CHARTER AND CONSTITUTION OF THE CORPORATION

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As Amended and Approved May 20, 1975

At the 104th Annual Meeting

Of The Members

### Legal Committee of the Board of Managers

Harold T. Commons, Jr., Esquire, Chairman  
Earle N. Barber, Jr., Esquire  
The Honorable Norman A. Jenkins

Dr. David A. Rothrock, Jr., President  
Robert B. Hoffman, Executive Director

YOUNG MEN'S CHRISTIAN ASSOCIATION OF GERMANTOWNCONSTITUTION AND BYLAWS

Originally Adopted May 4, 1871

Restated April 15, 1975

ARTICLE I - OFFICES

Section 1. The registered office of the Corporation shall be at 5722 Greene Street, Philadelphia, Pennsylvania 19144.

Section 2. The Corporation may also have offices at such other places as the Board of Managers may from time to time appoint or the activities of the Corporation may require.

ARTICLE II - SEAL

Section 1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE III - PURPOSE

Section 1. The purpose of the Corporation is as stated in the charter of the Corporation:

"the moral, physical and intellectual improvement of the people of Germantown and its vicinity."

Section 2. More specifically and consistent with the declaration of purpose of the National Council of the YMCAs and the requirements of the Internal Revenue Code and its regulations, the purpose of the Corporation is:

Exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to establish and maintain a fellowship united by a common loyalty to Jesus Christ and including persons of other faiths who wish to join in developing the moral, physical and intellectual improvement of the people of Germantown and its vicinity.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers or other private persons except that the Corporation may pay reasonable compensations for services rendered and may make payments and distributions in furtherance of the purposes herein stated. Upon dissolution or termination of the assets of the Corporation shall be distributed to one or more charitable or educational organizations meeting the requirements of Section 501(c)(3) and

described in Section 170(b)(1)(I)-(vi) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) which will best accomplish the general purposes of this Corporation, as shall be designated by the Board of Managers, or if they fail to agree, by an appropriate court of the Commonwealth of Pennsylvania.

No substantial part of the activities at the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IV - MEMBERS

Section 1. Any person may be admitted by the officers of the Corporation to active membership on satisfactory evidence that he is of good moral character and on meeting such other requirements as to fees, etc. as may be determined from time to time by the Board of Managers. Sustaining, honorary and life members may be admitted under such criteria as are established by the Board of Managers.

Section 2. To qualify as a voting member of the Corporation, a person must be an active, sustaining, honorary or life member in good standing and be at least eighteen years old.

Section 3. Meetings of the members shall be held at 5722 Greene Street, Philadelphia, Pennsylvania, or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be selected by the Board of Managers.

Section 4. The annual meeting of the members shall be held on the third Tuesday of May in each year if not a legal holiday, (and if a legal holiday, then on the next full business day following) at 7:30 o'clock P.M. or at such other time as may be determined by the Board of Managers. At the annual meeting the members shall elect a Board of Managers and transact such other business as may properly be brought before

the meeting. If the annual meeting shall not be called and held by Nov. 15, any ten members may call such meeting.

Section 5. Special meetings of the members may be called at any time by the President, or the Board of Managers, or by any ten members of the Corporation. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the Secretary to call a special meeting of the members to be held at such time as the secretary may fix, not less than ten nor more than sixty days after the receipt of the request. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

Section 6. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by or at the direction of the person authorized to call the meeting, to each member of record entitled to vote at the meeting, at least ten days prior to the day named for the meeting.

Section 7. A members' meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of fifteen of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine, and give written notice thereof as provided above, but in the case of any meeting called for the election of Managers, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Managers.

Section 8. Every member of the Corporation shall be entitled to one vote. No member may transfer his or her membership or any right arising therefrom, including the right to vote. The right of a member to vote and his or her right, title and interest in the Corporation shall cease on the termination of his or her membership.

#### ARTICLE V - BOARD OF MANAGERS

Section 1. The business of the Corporation shall be managed by a Board of Managers, not less than twenty-one nor more than thirty in number, who shall be persons at least eighteen years old and who need not be residents of this

Commonwealth, but who shall be members of this Corporation. One third of the Managers shall be elected by the members at each annual meeting of members of the Corporation, and each Manager shall be elected for the term of three years and until his successor shall be elected and shall qualify. After serving two terms, a Manager may not be re-elected until a year or more has passed.

Section 2. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Managers may exercise all such powers of the Corporation and do all such lawful acts and things as are not by Statute or by the Articles or by these Bylaws directed or required to be exercised or done by the members.

Section 3. The meetings of the Board of Managers may be held at such times and at such places within this Commonwealth, or elsewhere, as a majority of the Managers or the President or the Executive Committee may from time to time appoint. The annual meeting shall take place at 5722 Greene Street, Philadelphia, Pennsylvania, or at such other place within or without the Commonwealth of Pennsylvania as shall be determined by the Board, immediately after the annual meeting of the members and there shall be at least three other meetings of the Board of Managers during each year. Failure to hold the annual meeting at the designated time or the requisite number of yearly meetings shall not work any forfeiture or dissolution of the Corporation, but thereafter such meeting or meetings may be called by any Manager.

Section 4. Written notice of every meeting of the Board of Managers stating the time, place and object thereof, shall be given to each Manager at least seven days prior to the day named for the meeting.

Section 5. Seven of the Managers in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Managers present at a meeting at which a quorum is present, shall be the acts of the Board of Managers. If all the Managers shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Managers. There shall be no voting by proxy.

Section 6. Vacancies in the Board of Managers that occur between annual meetings of the membership may be filled by a majority of the remaining members of the Board of Managers attending a duly called meeting of the Board, though less than a quorum, and each person so elected shall be a Manager to serve for the balance of the unexpired term.



Section 7. Unless expressly requested to absent themselves, all officers of the Corporation, whether or not they are members of the Board of Managers, shall be given notice of and may attend Board of Managers' meetings. All officers who are not members of the Board of Managers shall be deemed ex-officio members thereof and shall have the right to participate in discussion but shall have no vote.

## ARTICLE VI - OFFICERS

Section 1. The officers of the Corporation shall be elected by the Managers and shall be a President, one or more Vice Presidents, Secretary, Treasurer, Executive Director and such other officers and assistant officers as the needs of the corporation may require. They shall hold their offices for such terms and shall have such authority and shall perform such duties as shall from time to time be prescribed by the Managers. Any two or more offices may be held by the same person, except for the offices of President and Secretary. The Board of Managers may secure the fidelity of any or all such officers by bond or otherwise.

Section 2. Any officer elected or appointed by the Board of Managers may be removed by the Board whenever in their judgment the best interests of the Corporation will be served thereby.

Section 3. The President shall preside at all meetings of the membership, the Board of Managers, and the Executive Committee. He shall make to the annual meeting of the membership a report of the Year's work. He shall appoint all committees of the Board of Managers and of the membership subject to the approval of the Managers. He shall be an ex-officio member with vote on all committees.

Section 4. The Vice Presidents, in the order of their election, shall have the power to perform all the duties of the President in the absence or disability of the President. Should the President's absence be of prolonged or permanent nature, his successor may be chosen by the Board of Managers.

Section 5. The Treasurer shall be a member of the Finance Committee, and shall periodically review all financial operations of the Corporation. He and his committee shall study the financial aspects of all plans and programs of the Corporation which may be presented by staff or committee, and report their findings to the Board of Managers. In conjunction with the Executive Director he shall plan and submit the necessary budgets as shall be required for efficient operation. It shall further be his responsibility to review monthly the financial status of the Corporation and so report to the Board of Managers. Once a year he shall report to the membership concerning the assets and liabilities of the Corporation and shall perform such other duties as may be prescribed by the Board of Managers.

Section 6. The Secretary shall keep the minutes of all the business meetings of the membership, the Board of Managers and the Executive Committee and shall attest the same with his signature. He shall require minutes of such meetings to be on file and make such minutes available to all of the Board of Managers as soon as possible. He shall give, or cause to be given, notice of all meetings of the membership, the Board of Managers and the Executive Committee, shall be custodian of the corporate seal, and shall perform such other duties as may be prescribed by the Board of Managers.

Section 7. The Executive Director shall be the Executive Officer of the Corporation, shall have general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board of Managers and of the President are carried into effect (subject to the right of the Board of Managers to delegate any specific powers to any other officer or officers of the Corporation), and shall make a report at all meetings of the Board of Managers. He shall be an ex-officio member of all committees and shall be responsible for the employment and supervision of all employees subject to the approval of the appropriate committee.

AND DEPARTMENTAL ORGANIZATION

ARTICLE VII - COMMITTEES OF THE BOARD OF MANAGERS

Section 1. The Board of Managers, on the recommendation of the Executive Director shall designate various departments into which the program and administrative work of the Corporation shall be divided; shall determine the division of responsibility and the relationship between such departments and the volunteer and employed staff required by each; and shall authorize the appointment of committees and employees.

Section 2. The Board of Managers may appoint such committees as they from time to time deem necessary and define their duties. All committees shall report their acts and proceedings to the Board of Managers. The chairman of each standing committee shall be a member of the Board of Managers and shall be appointed by the President, and approved by the Board of Managers.

Section 3. The permanent standing committees of the Board of Managers shall include the Executive Committee, the Finance Committee, the Property Committee and the Nominating Committee.

Section 4. The Executive Committee shall be made up of all of the officers of the Corporation and up to five other Managers as the President shall select. It shall act for the Board of Managers in the interim between Board of Managers' meetings, but shall not have power to reconsider or reverse any action or policy of the Board of Managers. Verbal or written notice of all meetings of the Executive Committee shall be given at least three days in advance of the day named for the meeting. Four

members shall constitute a quorum. The immediate past President of the Board of Managers shall serve on the Executive Committee as a member at large for one year following his term of office. The Committee shall report all its actions to the regular meetings of the Board of Managers, which when approved, shall become the actions of the Board of Managers.

Section 5. The Finance Committee shall consist of not less than five members, at least three of whom shall be members of the Board of Managers. It shall prepare for presentation to the Board of Managers at its annual meeting or at such other time as may be designated by the Board of Managers, a budget of proposed expenditures and anticipated receipts for the coming year. When a budget has been adopted by the Board of Managers this committee shall keep an account of all appropriations, and shall approve only such bills as are within the limits thereof, and during the year shall bring to the Board of Managers any modification of the budget which it deems necessary and any extraordinary expenditures proposed, but not otherwise provided for. The Committee shall see that an adequate accounting system is maintained, shall recommend the employment of such persons as may be necessary for the proper handling of the business and financial interests of the Corporation, and shall make monthly itemized financial reports covering assets and liabilities, income and expenditures in relation to the budget estimates. The Committee shall prescribe adequate regulations regarding the approval of bills incurred within the budgets as adopted by the Board of Managers and shall exercise supervision over the business and financial operations of all branches and departments of the Corporation. It shall provide for an audit of the Corporation's accounts by an independent accountant at least once a year, and for the adequate bonding of employees of the Corporation.

The Finance Committee shall also act as a Committee on ways and means for obtaining the necessary funds for current expenses, with the cooperation of the Board of Managers, and for the securing of Building and Equipment and Endowment Funds. No solicitation of funds for the use of the Corporation for any purpose shall be permitted without the approval of the Committee.

Section 6. The Property Committee shall have general supervision of the building and equipment of the Corporation. Subject to the approval of the Board of Managers, this Committee shall, where not otherwise provided for, in cooperation with the Executive Director, provide for such alterations and repairs as may be necessary.

Section 7. The Nominating Committee shall consist of three Board Members whose duty it shall be to prepare a slate of officers for election by members of the Board at its organization meeting following the Annual Meeting of the Association. This Nominating Committee shall be expanded to five persons, two of whom are members of the Association but

not members of the Board, whose duty it shall be to prepare a slate of candidates for election to the Board of Managers and to the Board of Trustees by members 18 years of age and older at the Annual Meeting of the Association.

Any voting member of the Corporation may present in writing the nomination of any qualified member for consideration by the Nominating Committee. At least fifteen days prior to the election all eligible voting members shall be duly notified of the election and of procedures for making nominations.

The Nominating Committee shall also propose the election of all persons to fill vacancies on the Board of Managers or in a given office.

### ARTICLE VIII - TRUSTEES

Section 1. The Board of Trustees shall be comprised of six members of the Corporation, one each to be elected for a six-year term at the annual meeting of the membership. The President of the Board of Managers shall serve in addition to the regular six members as an ex-officio member of the Board of Trustees with vote. Vacancies on the Board of Trustees shall be filled by the Board of Managers subject to approval of the membership at the next annual meeting.

Section 2. The Board of Trustees shall own and manage the endowment funds of the Corporation and may receive gifts of cash, securities and other property by deed, will or otherwise. It shall determine the manner of investment of the endowment funds. It shall pay over such amounts of the net income therefrom at least annually to the corporation as shall be determined by the Board of Managers.

Section 3. The Board of Trustees shall elect a Chairman and Vice Chairmen from their own number to serve one year terms.

Section 4. The Executive Director shall serve as the Secretary of the Board of Trustees.

### ARTICLE IX - BOOKS AND RECORDS

Section 1. The Corporation shall keep at its registered office records of the proceedings of the Members, Managers, Trustees and Committees, and appropriate and complete records of its finances.

Section 2. Every member shall have the right to examine in person, or by agent or attorney, at any reasonable time or for any reasonable purpose, the books of account and the records of the Corporation.

## ARTICLE X - TRANSACTION OF BUSINESS

Section 1. The Corporation shall not borrow money, or purchase, sell, lease away, or otherwise dispose of any real estate unless, and until a resolution authorizing the same shall have been approved by a majority of the Managers attending a regular or special meeting, duly convened upon proper notice of this purpose. All proceeds derived from any loan, sale, lease, ground rent or mortgage, shall be faithfully and specifically used for or applied to the lawful activities of the Corporation.

Section 2. The Corporation shall have the right and power to receive and collect monies to the extent necessary for the accomplishment of the purpose for which it is organized, and in so doing, may make an incidental profit. All monies so received or collected shall be applied to the maintenance and operation or the furtherance of the lawful activities of the Corporation, and in no case shall such monies be divided or distributed in any manner whatsoever among the members of the Corporation.

Section 3. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Managers may from time to time designate.

## ARTICLE IX - NOTICES

Section 1. Whenever written notice is required to be given to any person, it may be given to such person either by sending a copy thereof through the mail or by telegram, charges prepaid, to his or her address appearing on the books of the Corporation or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and the general nature of the business to be transacted.

Section 2. Whenever any written notice is required by statute or by the Articles or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time states therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, either the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where he or she attends a meeting for the express purpose of objecting to the transaction being considered. If the meeting was not lawfully called or convened.

Section 3. At any time upon written request of any person or persons authorized to call a meeting of the Board of Managers or the Executive Committee, it shall be the duty of the Secretary to fix the date of the meeting to be held not more than sixty days after the receipt of the request and to give due notice thereof; but if the Secretary shall neglect or refuse to do so, the person or persons calling the meeting may do so.

### ARTICLE XII - NONDISCRIMINATION

Section 1. The Corporation shall not discriminate on the basis of sex, race, national origin or religious affiliation in the admission of members, the administration of the programs, the use of its facilities, the transaction of business, or in any other activity.

### ARTICLE XIII - AMENDMENTS


Section 1. The Constitution and Bylaws herein may be altered, amended or repealed by a vote of two-thirds of the voting members present at any regularly constituted meeting of the membership at which a quorum is present, provided written notice of that meeting and a summary of the proposed alteration or amendment shall have been given to all voting members at least one month in advance of the meeting.

Adopted by the Board of Managers  
April 15, 1975

Ratified by the Membership  
May 20, 1975

  
Secretary

Filed this 19th day of February, 1976.  
Commonwealth of Pennsylvania  
Department of State

  
Secretary of the Commonwealth

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

3-1-76:07 1188

YOUNG MEN'S CHRISTIAN ASSOCIATION OF GERMANTOWN

Articles of Amendment

In compliance with 15 P.S. §7905 the undersigned corporation certifies

1. The name of the Corporation and the address of the registered office are :

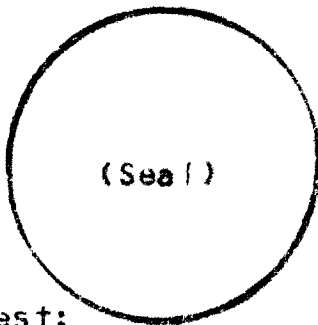
The Young Men's Christian Association of Germantown  
5722 Greene Street  
Philadelphia, Pennsylvania 19144

2. The Corporation was incorporated on December 4, 1871, under the Act of General Assembly of Pennsylvania in force at that time and entitled: "An act to incorporate associations of the citizens of this Commonwealth with the powers and immunities of a corporation or body politic in law."

3. The amendment is to be effective on the date of this filing, it having been adopted by the Board of Managers by resolution on April 15, 1975 and by approval of the membership on May 20, 1975.

4. The amendment is comprised of a number of changes to the original Articles of Incorporation known as the "Charter" and is attached hereto as Exhibit A.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed this 20th day of May, 1975.



YOUNG MEN'S CHRISTIAN ASSOCIATION  
OF GERMANTOWN

By: David G. Rothrock Jr.  
President

Attest:

Shawn M. Curren  
Secretary

Filed in The Department of State  
on the \_\_\_\_ day of \_\_\_\_, 1975.

"EXHIBIT A"

YOUNG MEN'S CHRISTIAN ASSOCIATION OF GERMANTOWN

Amendment to Charter

1. Deletion of the last sentence of Item THIRD, which refers to the real estate held by the Corporation and is as follows:

"Provided however that the clear yearly income from said real estate shall not exceed the sum of five thousand dollars."

2. Revision of Item FOURTH to eliminate the election of members by ballot, to eliminate the prohibition against any "active member who is not a member in good standing of an Evangelical Christian Church," to permit only Active Members to vote on corporate matters, and to eliminate restrictions upon membership on The Board of Managers.

3. Restatement of Item FIFTH in the entirety as follows:

"FIFTH: The business and affairs of the Corporation shall be conducted by a Board of Managers to be elected by the members as set forth in the Bylaws. The Bylaws shall also set forth the titles and qualifications of the officers and their powers and duties."

4. Revision of Item SIXTH to limit the bases of expulsion of members to nonpayment of dues and/or behavior which is not consistent with the purpose of the YMCA and to nondiscriminatorily determine the criteria for and manner of such expulsion.

5. Pursuant to these changes, the Charter as revised shall be as follows:



Young Men's Christian Association of Germantown  
5722 Greene Street, Philadelphia, Penna. 19144

### CHARTER

Originally Incorporated December 4, 1871  
Amended May 20, 1975

The subscribers citizens of the Commonwealth of Pennsylvania have agreed to associate themselves for the purposes set forth in the following articles and are desirous of acquiring and enjoying the powers and immunities of a corporation or body politic in law for the furtherance of such purposes agreeable to and in pursuance of the act of General Assembly of Pennsylvania entitled "An act to incorporate associations of the citizens of this commonwealth with the powers and immunities of a corporation or body politic in law." We therefore do hereby associate ourselves together for the objects and under the conditions and name specified in the following articles.

### ARTICLES

#### NAME

First (1) The name of this Association shall be "The Young Men's Christian Association of Germantown."

#### OBJECT

Second (2) The object of said Association is and shall be the moral, physical and intellectual improvement of the people of Germantown and its vicinity.

#### CORPORATE RIGHTS

Third (3) That said Association shall be known by the aforesaid name viz: "The Young Men's Christian Association of Germantown" and shall have full authority and power to make and use a common seal with such a device and inscription as they may deem proper and the same to break alter and renew at their pleasure and by the name title and style aforesaid shall have succession be able and be capable to sue and be sued plead and be impleaded in any Court or Courts before any Judge or Judges Justice or Justices in all manner of suits, complaints pleas causes demands and matters whatsoever, and all and any matter or thing therein to do in as full and effectual a manner as any other person or persons bodies politic and corporate whithin this commonwealth

may or can do. Said Corporation shall have power to receive and hold real and personal estate. And also/in order that said Association may erect and construct a suitable building or buildings or future extensions thereof for the purposes of the Association and in order to provide a fund for the payment of the expenses thereof power and authority is hereby given to said Association to make and issue certificates of indebtedness to an amount which shall be equal to the value of the real estate which may be held by said Association.

#### MEMBERS

- Fourth (4) The members of this Association shall be of the following kinds viz: Active, Sustaining, Life, Honorary and such other types as shall be created by the Board of Managers. Such members shall have such privileges and be subject to such restrictions and to the payment of such dues and assessment as the constitution and by laws of the Association may provide. Active, Sustaining, Life and Honorary members alone shall be entitled to vote, and said members only may be elected officers of the Association.

#### OFFICERS

- Fifth (5) The business and affairs of the Corporation shall be conducted by a Board of Managers to be elected by the members as set forth in the Bylaws. The Bylaws shall also set forth the titles and qualifications of the officers and their powers and duties.

#### EXPULSION

- Sixth (6) Any member of the Association may be expelled therefrom for nonpayment of dues and/or behavior which is not consistent with the purposes of the YMCA and the Board of Managers shall nondiscriminately determine the criteria and manner of such expulsion.

#### CONSTITUTION BY-LAWS

- Seventh (7) Said Corporation shall have power and authority to make a constitution, rules, by-laws and ordinances and anything needed for the good government and support of the affairs of the Corporation: Provided ~~that~~ ways that the said by-laws, rules, ordinances or any of them be not repugnant to the Constitution and Laws of the United States, to the Constitution and Laws of this Commonwealth or to this Charter.

Filed this 19th day of February, 1976.  
Commonwealth of Pennsylvania  
Department of State

*C. McLean Tucker*  
Secretary of the Commonwealth

as

APPLICANT'S ACCT NO.

DSCB: 54-503 (Rev. 11-72)

Filing Fee: \$40  
MS-45

Decennial Report of  
Continued Existence.

80-27 1553

(Line for numbering)  
628359

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

Filed this 6th day of February, 19 80  
Commonwealth of Pennsylvania  
Department of State

*William R. Davis*  
Secretary of the Commonwealth

fmk

(Box for Certification)

In compliance with the requirements of 54 Pa.C.S. §503 (relating to decennial filings required) the undersigned corporation or association does hereby certify that:

1. The name of the corporation or association to which this report relates is:  
Young Men's Christian Association of Germantown

2. The address of the registered or other office of the corporation or association is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

5722 Greene Street

(NUMBER)

(STREET)

Philadelphia,

(CITY)

Pennsylvania

19144

(ZIP CODE)

3. (Check one of the following):

☒ The corporation continues to exist.

☐ The association continues to exist.

IN TESTIMONY WHEREOF, the undersigned corporation or association has caused this report to be signed by a duly authorized officer and its corporate or other seal, if any, duly attested by another such officer, to be hereunto affixed this 29th day of January, 1980.

Young Men's Christian Association  
of Germantown

(NAME OF CORPORATION OR ASSOCIATION)

By:

*Lauren H. Morgan*  
(SIGNATURE)  
President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

*Robert Wray Corner*  
(SIGNATURE)  
Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE OR OTHER SEAL IF ANY)

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation  
(15 Pa.C.S.)

☐ Business Corporation (§ 1915)  
☒ Nonprofit Corporation (§ 5915)

Name	YMCA of Germantown		
Address	5722 Greene Street		
City	State	Zip Code	
Philadelphia, PA		19144	

Document will be returned to the name and address you enter to the left.



Commonwealth of Pennsylvania  
ARTICLES OF AMENDMENT-NONPROFIT 4 Page(s)



T1203464183

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:  
Young Men's Christian Association of Germantown

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
5722 Greene Street	Philadelphia	Pennsylvania	19144	Philadelphia
(b) Name of Commercial Registered Office Provider				County
c/o				

3. The statute by or under which it was incorporated: 501(c)(3)

4. The date of its incorporation: December 4, 1871

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

Dept. of State

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- ☒ The amendment adopted by the corporation, set forth in full, is as follows

Amendment to Articles of Incorporation: Name changed  
to Germantown Life Enrichment Center

- ☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

24<sup>th</sup> day of January  
2012.

YMCA of Germantown

Name of Corporation

Maureen Wall

Signature

CEO

Title