

The Board can change
These by Board vote

Entity #: 855819
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Pedro A. Cortés
Secretary of the Commonwealth

PEPOA Amended and Restated Articles of Incorporation final draft

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 5 Page(s)



Filed with the Department of State

on _____

Secretary of the Commonwealth

**Amended and Restated
ARTICLES OF INCORPORATION
of
Penn Estates Property Owners Association, Inc.**

Article 1. Name. The Corporation's name is Penn Estates Property Owners Association, Inc., this amendment adds an "Inc." to the end of the corporate name. The existing company name does not have it.

Article 2. Duration. The Corporation shall exist in perpetuity.

Article 3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The corporation was incorporated on February 25, 1985.

Article 4. Purposes. The Corporation is intended to be the community association in the planned community known as Penn Estates, with offices located at Penn Estates Drive, 3445 Penn Estates, E. Stroudsburg, Stroud Township, Monroe County, Pennsylvania 18301 (Penn Estates). The Corporation is the successor in interest to Cranberry Hill Corporation as the developer/declarant of Penn Estates, a multi-phase planned community. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(a) to be and constitute the Association to which reference is made in any Declarations of Covenants, Conditions and Restrictions, as amended, for Penn Estates (the Declaration), as recorded in the Office for the Recording of Deeds in Stroudsburg, Monroe County, Pennsylvania, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association as created by the Declaration, created by the Bylaws, and as provided by law;

(b) to provide an entity for the furtherance of the mutual interests of the Owners in Penn Estates; and

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(c) to promote a dynamic, healthy, safe, neighborly and attractive community.

Article 5. Powers. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or the Bylaws, may be exercised by the Board of Directors:

(a) all the powers conferred upon nonprofit corporations that are associations in planned communities, both under common law and under the statutes of the Commonwealth of Pennsylvania in effect from time to time;

(b) all the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

(i) to fix and to collect assessments and other charges;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Corporation by rule, regulation, Declaration, or contract has a right or duty to provide these services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under any declaration of covenants, conditions, and restrictions or bylaws;

(iv) to engage in activities that will actively foster, promote, and advance the common interests of all Owners;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use operate and otherwise deal in and with real personal and mixed property of all kinds and any right or interest in that property for any purpose of the Corporation.

(vi) to borrow money for any purpose, as may be limited in the Bylaws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and, as such to advance the business or ownership

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interests of those corporations, firms or individuals;

(ix) to adopt, alter and amend or repeal any Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, the Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental services as may be necessary or proper.

(xi) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or later be allowed by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or subject to inference from the terms of any other provision of Article 5.

Article 6. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. The Corporation shall have a class or classes of membership as defined in its Bylaws. Members shall be all Owners of Units in Penn Estates, as defined in the Declaration. Subject to any conditions stated in the Bylaws, Members in good standing shall be entitled to one (1) vote for each Lot or unit in which they hold the interest required for membership.

Article 7. Board of Directors. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of not less than five (5) and not more than (11) members, as determined in the Bylaws. The method of elections and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board may delegate any operating authority to any companies, individuals, or committees as it, in its discretion may determine.

Article 8. Dissolution. The Corporation may be dissolved only as provided in the Declaration, Bylaws, and by the laws of the Commonwealth of Pennsylvania.

Article 9. Amendments. These Articles may be amended in compliance with the Pennsylvania Nonprofit Corporation Law, provided that no amendment shall be in conflict with the Declaration and provided further that no amendment shall be effective to impair or dilute materially and adversely any easement rights of members.

Article 10. Registered Office. The registered office of the Corporation is Penn Estates Drive, 3445 Penn Estates, E. Stroudsburg, Pennsylvania 18301.

Article 11. Restated Articles. These amended and restated Articles of Incorporation supersede the original Articles and all amendments to the Articles.

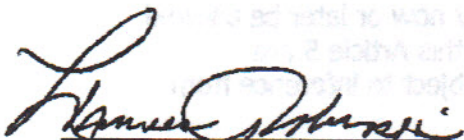
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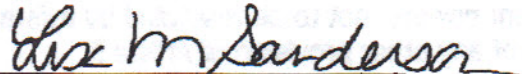
Article 12. Adoption. The members of the corporation adopted these amended and restated Articles of Incorporation pursuant to 15 Pa. C.S.A. § 5914(a).

IN WITNESS WHEREOF, the duly authorized officers of the corporation have executed these Amended and Restated Articles of Incorporation, which shall be effective on May 16, 2008.

Attest:

Penn Estates Property Owners Association


Secretary

By: 
President

[Corporate Seal]