

Entity Number 2881478 9943-1017

*Kim Fitzgerald*

JUN - 8 1999

Secretary of the Commonwealth

OK

ARTICLES OF INCORPORATION - DOMESTIC NONPROFIT CORPORATION

DSCB:15-5306 (Rev 89)

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 states that:

1. The name of the corporation is: Mt. Gretna Tabernacle Association

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

(a) P. O. Box 428, Second and Otterbein Street, Mt. Gretna, PA 17064 Lebanon  
Number and Street City State Zip County

(b) \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (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 for the following purpose or purposes:  
SEE ATTACHMENT

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. ~~(Strike out if inapplicable)~~ The corporation is organized upon a non-stock basis.

6. ~~(Strike out if inapplicable)~~ The corporation shall have no members.

7. ~~(Strike out if inapplicable)~~ The incorporators constitute a majority of the members of the committee authorized to incorporate: Mt. Gretna Tabernacle Association  
by the requisite vote required by the organic law of the association for the amendment of such organic law.

8. ~~(Strike out if inapplicable)~~ These Articles of Incorporation may be amended in the manner at the time prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

9. The name(s) and address(es) of each incorporator(s) is (are):

Name(s)	Address(es)
Morris S. Albertson, Jr.	Box 552, Mt. Gretna, PA 17064
Allan T. Summerfield	Box 472, Mt. Gretna, PA 17064

PA DEPT. OF STATE

JUN 08 1999

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed these Articles of Incorporation this 3rd day of

June, 1999.

Morris S. Albertson Jr.  
(Signature)

Allen J. Sunfield  
(Signature)

\_\_\_\_\_  
(Signature)

ATTACHMENT TO  
ARTICLES OF INCORPORATION FOR  
THE MT. GRETNA TABERNACLE ASSOCIATION

3. The corporation is formed and shall be operated exclusively for "religious", "charitable" and "educational" purposes as those terms are defined within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) ("Code") and, subject to the foregoing limitations, the Corporation shall have the power to do all acts and engage in all transactions, and shall have and may exercise all the powers and privileges, which are permitted under the Pennsylvania Nonprofit Corporation Law of 1988.

10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 in, or intervene in (including the publishing or distributing statements of) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from Federal income tax under the Code or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Code.

11. Upon the dissolution of the corporation, the Board of Directors of the Corporation ("Board of Directors") shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for such religious, charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (and shall have been described in Section 170(b)(1)(A) of the Code for a period of at least 60 calendar months) exclusively for such purposes, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, are organized and operated exclusively for such purposes.

12. For any time during which the Corporation constitutes a "private foundation" within the meaning of Section 509 of the Code:

a. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

b. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

c. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

d. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**By-Laws**  
**Of**  
**The Mt. Gretna Tabernacle Association**

A Nonprofit Corporation  
Formed Under the Laws of the Commonwealth of Pennsylvania

# BY-LAWS OF THE MT. GRETNA TABERNACLE ASSOCIATION

## ARTICLE I

### Name and Organization

The name of the corporation shall be “The Mt. Gretna Tabernacle Association” (“Association”). The Association is formed pursuant to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, Act of December 31, 1988, P.L. 1444, as now or hereafter amended (“Nonprofit Corporation Law”). The Association is organized on a non-stock basis and shall have no members.

## ARTICLE II

### Registered Office and Place of Business

The registered office and the principal place of business of the Association shall be at P.O. Box 428, Second and Otterbein Street, Mt. Gretna, Pennsylvania 17064. The Association may have such other offices, mailing addresses and other places of business as its Board of Trustees (“Board”) may from time to time decide or the activities of the Association may require.

## ARTICLE III

### Seal

The corporate seal of the Association shall have inscribed thereon the name of the Association, the year of its organization and the words “Corporate Seal, Pennsylvania.”

## ARTICLE IV

### Purposes, Limitations

1. General Purposes. The Association is formed and shall be operated exclusively for “religious,” “charitable” and “educational” purposes within the meaning of Section 50 1(c) (3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or as may be hereafter amended (“Code”); and subject to the foregoing limitations and the further provisions of this Article IV of these By-Laws, the activities of the Association shall include the following:

(a) Sponsorship, funding and conduct of an annual festival (“Bible Festival”) for the study and dissemination of the Word of God as expressed in the Bible, including, without limitation, the following:

- (1) Conduct of services of worship;
- (2) Study of the Bible and matters related to the Christian lifestyle;
- (3) Seminars, concerts and performances which support and enhance the purposes of the Bible Festival;

(b) The raising of investments and the expenditure of funds to be held an account or accounts to be known as the “Mt. Gretna Tabernacle Fund” which shall be used to defray the expenses of major capital

improvements to the Mt. Gretna Tabernacle church building for use exclusively for charitable, religious and educational activities; and

(c) Each of the foregoing activities shall be conducted in a manner which comports with the religious tenets of the United Methodist Church. The Association may also undertake any other activities authorized for a nonprofit corporation under the Nonprofit Corporation Law.

2. No Private Inurement. No part of the net earnings of the Association shall inure, directly or indirectly, to the benefit of any private person or individual; and no director, officer or employee of the Association shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to the Association in effecting its corporate purposes. No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Association participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

3. Private Foundation Restrictions. For any period in which the Association is determined to be a private foundation within the meaning of Code Section 509;

(a) The Association may not merge or consolidate with any corporation or other entity which is not an exempt organization described in Code Section 501(c)(3) and Section 170(b)(1)(A) (other than clauses (vii) and (viii)) and which has not been in existence and so described for a continuous period of at least 60 calendar months.

(b) The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942.

(c) The Association shall not engage in any act of self-dealing as defined in Code Section 4941(d).

(d) The Association shall not retain any excess business holdings as defined in Code Section 4943(c).

(e) The Association shall not make any investments in such manner as to subject it to tax under Code Section 4944.

(f) The Association shall not make any taxable expenditures as defined in Code Section 4945(d) and shall not be controlled, directly or indirectly, by one or more "disqualified persons" (as defined in Code Section 4946) other than foundation managers.

4. In the event the Association is dissolved and liquidated, its Board of Trustees ("Board" or "Board of Trustees") shall, after paying or making provision for payment of all of the liabilities of the Association, distribute its remaining assets to one or more organizations described in Code Sections 501(c)(3)

and 170(b)(1)(A) (and who have been so described for a period of at least sixty (60) months prior thereto) exclusively for one or more exempt purposes within the meaning of Code Section 501(c)(3). Any of the property or assets not so distributed shall be distributed by the Court of Common Pleas for the County in which the principal office of the Association is located to one or more organizations so described for such purposes.

## ARTICLE V

### Management; Board of Trustees

1. The business and affairs of the Association shall be managed by its Board of Trustees which shall have no fewer than five (5) members nor more than thirteen (13) members. Subject to the limitations of the immediately preceding sentence, (i) a majority of the Board of Trustees shall be members of the Board of Managers of the Mt. Gretna Campmeeting Association (“Campmeeting Association”) and (ii) the number of Trustees may be increased or decreased by the vote of the majority of the Board of Managers of the Campmeeting Association present at any regular or special meeting of such Managers at which a quorum is present. Each Trustee shall be a natural person who is at least twenty-one (21) years of age. The Board of Trustees shall have all powers of members of a nonprofit corporation under the Nonprofit Corporation Law in addition to all powers granted to directors thereunder or to the Trustees under these By-Laws.

2. Appointment.

(a) Trustees shall be appointed by the affirmative vote of a majority of the members of the Board of Managers of the Campmeeting Association prior to the beginning of each fiscal year of the Association, provided that the initial Board of Trustees shall be those persons named in the initial meeting of the Incorporators of the Association who shall serve for the terms designated by the Board of Managers of the Campmeeting Association at such meeting.

(b) Except with respect to the initial Board of Trustees, each Trustee shall serve for a term of three (3) years commencing on the first day of the next fiscal year immediately following the meeting of the Board of Trustees at which the Trustee is appointed and ending on the last day of the third year following such appointment or, if later, the date his or her successor is appointed and qualifies. With respect to the initial Board of Trustees, each Trustee shall be appointed to a term of one (1), two (2) or three (3) years (as determined by the Board of Managers of the Mt. Gretna Campmeeting Association) commencing on the day of the first meeting of the Board of Trustees following appointment and terminating with the first regular meeting of the Board of Trustees after the date which is one, two or three years following the date of appointment or, if earlier, and subject to paragraphs 1 and 3 of this Article V, the date such Trustee’s successor is appointed and qualifies. Trustees may be appointed to any number of successive terms.

(c) A Nominations Committee of this Association approved by the Board of Trustees shall recommend to the Board of Managers of the Campmeeting Association no later than its regular September meeting each year suggested nominations for Trustees of this Association.

3. Vacancies. Each vacancy created by the expiration of a term or otherwise in the Board of Trustees of this Association shall be filled by the vote of the majority of the Board of Managers of the Campmeeting Association present at the next regular or special meeting of such Board or otherwise in accordance with its charter; provided however that if the Board of Managers of the Campmeeting Association shall vote not to fill such vacancy; such vacancy need not be filled, and the number of Members of the Board shall be thereby reduced in number. Any Trustee so elected shall serve for the unexpired term of the Trustee for whom the vacancy is filled or a designated other appropriate term.

## ARTICLE VI

### Meetings of the Board of Trustees/Trustee and Committee Matters

1. Annual and Regular Meetings. The annual meeting of the Board of Trustees of this Association shall be held in the last week of February each year at such place, time or date as shall be determined by the Board of Trustees. Regular meetings of the Board shall be held at such dates, time and place as the Board shall determine from time to time.

2. Notice of Annual and Regular Meetings. Written or personal notice of every regular and special meeting of the Board shall be sent to each Trustee at least five (5) business days prior to the day named for the meeting.

3. Special Meetings. Special meetings of the Board may be called by the President or by at least three (3) members of the Board on at least three (3) business days prior notice to each Trustee.

4. Special Meeting Notice Contents. Notice of special meetings shall contain a brief statement of the general nature of the business to be transacted. Except as provided in Article XVI (relating to amendments of these By-Laws) or as required by the Nonprofit Corporation Law, notice of a regular or annual meeting need not specify the purpose of the meeting.

5. Quorum. Except where the Nonprofit Corporation Law or these By-Laws require otherwise, the vote of a majority of the Trustees present at a meeting where a quorum is present shall constitute action by the Board of Trustees of the Association. A quorum of the Board of Trustees shall consist of a majority of the members of the Board of Trustees then in office.

6. Executive Committee.

(a) There shall be an Executive Committee of the Board which shall have full power and authority to act on behalf of the Board between regular and special meetings of the Board provided, however, that the Executive Committee may not

- (i) dissolve, liquidate, or merge the Association,
- (ii) purchase or sell any corporate property having a value in excess of \$5,000,
- (iii) borrow funds on behalf of the Association in excess of \$5,000, or
- (iv) amend these By-Laws.

(b) The Executive Committee shall consist of all elected officers of this Association and the Chair of each Committee authorized by the Board, unless the Board shall vote not to include a Chair of a particular Committee in the Executive Committee.

(c) The affirmative vote of a majority of all members of the Executive Committee shall constitute the act of the Executive Committee. A quorum of the Executive Committee shall consist of a majority of its members.

(d) The Executive Committee shall meet on such dates as it shall determine appropriate from time to time or upon the call of any officer.

(e) The Executive Committee may be constituted upon any date scheduled for a meeting of the Board of Trustees at which a quorum of that Board has not appeared within twenty (20) minutes after the appointed time of such meeting.

(f) All acts of the Executive Committee shall be reported to and ratified by the Board at its next meeting.

#### 7. Other Committees.

(a) The Board may, by resolution adopted by a majority of the Trustees present at any duly called and noticed meeting at which a quorum is present, establish one or more other committees consisting of one or more Trustees of the Association or other persons.

(b) Subject to the provisions of the Nonprofit Corporation Law, such committee shall have and may exercise all of the powers and authority granted to it by the Board.

(c) Each committee of the Board shall serve at the pleasure of the Board.

(d) The initial Committees, beside the Executive Committee, shall be the Bible Festival Committee and the Tabernacle Fund Committee.

(e) The Bible Festival Committee shall plan and supervise the annual Bible Festival sponsored by the Association, and shall (i) establish the Bible Festival account, and (ii) recommend and administer methods and means of financing the Bible Festival.

(f) The Tabernacle Fund Committee, which shall be composed of all members of the Board acting as a committee of the whole, shall (i) establish the Tabernacle Fund which shall contain funds to be used for any authorized Association

activity, (ii) recommend methods and means of financing Tabernacle projects, and (iii) perform related financial functions as designated by the Board.

8. No Salaries. Trustees shall receive no salary for their services as such. However, a Trustee may also be a salaried officer or employee of this Association.

9. Removal.

(a) Any individual Trustee may be removed from office without assigning any cause by the vote of two-thirds (2/3) of the Trustees then in office taken at any meeting of the Board for which at least five (5) business days' notice has been given to all Board members notifying them that the removal of such Trustee will be discussed and possibly acted upon at such meeting. Fractions shall be rounded to the nearest number.

(b) Any Trustee who shall have been absent without excuse for three (3) consecutive meetings shall automatically be presumed to have voluntarily resigned as of the close of the third such meeting, and notice thereof shall be entered in the minutes of that meeting.

10. Committee Chairs. The President shall appoint a chair for each committee, subject to approval of the Board if such chair will serve as a member of the Executive Committee.

11. Temporary Chairs. The Board may appoint a temporary chair to act as such at any of its meetings when all officers are absent and may appoint such other officers as the Board shall from time to time authorize and designate.

12. Telephonic Conferencing. One or more persons may participate in a meeting of the Board or any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

13. Ex-Officio Trustees. Any person may be designated by the Board of this Association as an ex-officio member of the Board. Any such member shall be entitled to attend and receive notice of meetings in the same manner as a regular Trustee but shall not be entitled to vote or be counted for purposes of determining a quorum or the number of votes necessary for any measure.

14. Unanimous Consents. Any action which may be taken at a meeting of the Board or any committee may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Trustees or committee members. The consent or consents shall be filed with the Secretary of the Association.

15. Rules of Order. The latest edition of "Roberts Rules of Order Revised" shall govern the organization and conduct of all meetings of the Board unless the same are inconsistent with these By-Laws in which case the provisions of these By-Laws shall govern.

## ARTICLE VII

### Officers

1. Enumeration. The Association shall have a President, Vice-President, Secretary and Treasurer and may have such other officers as the Board shall from time to time authorize and designate.
2. Election.
  - (a) Officers of this Association shall be elected by the Board of Trustees at its November meeting after nomination by the Nominations Committee of this Association at the August meeting.
  - (b) Officers shall take office on the first day of January of the following year.
  - (c) All officers shall be natural persons of full age and shall hold their offices for a term of one (1) year or (unless the officer is removed or office is eliminated in accordance with these By-Laws) until their successor shall be elected and shall qualify.
  - (d) The officers shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board.
  - (e) The initial officers shall be appointed at the initial meeting of the Board of Trustees and shall serve for the terms designated thereat.
3. Removal. Any officer or agent may be removed without notice by the Board whenever in the Board's judgment the best interests of the Association will be served thereby.
4. President. The President shall be the chief executive officer of the Association; shall have general and active management of the affairs of the Association; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Association; shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Association and where properly approved by the Board or the Executive Committee in accordance with these By-Laws; and shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.
5. Vice-President. The Vice-President shall, in the absence or incapacity of the President, have and exercise all power and authority of the President and shall perform all duties of the President.
6. Secretary.
  - (a) The Secretary shall attend all sessions of the Board and act as clerk thereof; record all the votes of the Association and the minutes of all its transactions in a book to be kept for that purpose; shall perform like duties for all committees of the Board, when required; shall give, or cause to be given, notice of all meetings of the Board; shall perform such other duties as may be prescribed by the Board or the President,

under whose supervision he or she shall be; and shall keep in safe custody the corporate seal of the Association, and, when authorized by the Board, affix the same to any instrument requiring it.

(b) An Assistant-Secretary may be appointed by the Board to serve in the absence or incapacity of the Secretary who shall have and exercise all power and authority of the Secretary and shall perform all duties of the Secretary.

(c) The Secretary shall preside at all Board meetings, when the President and Vice-President are not present.

7. Treasurer.

(a) The Treasurer shall be the Chairman of the Tabernacle Fund Committee and shall have custody of the Association funds and securities and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association; shall keep the moneys of the Association in separate accounts to the credit of the Association; shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers and receipts for such disbursements; and shall render to the President and the Board at the regular meetings of the Board, or whenever they may require it and unless waived, an account of all his or her transactions as Treasurer and of the financial conditions of the Association.

(b) The Treasurer shall preside at all Board meetings when the President, Vice-President and secretary are not present.

ARTICLE VIII

Vacancies

1. Vacancies - Officers. If the office of any officer or agent becomes vacant for any reason, the Board may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies - Board of Trustees. Vacancies in the Board, including vacancies resulting from an increase in the number of Trustees, shall be filled in accordance with Article V.

ARTICLE IX

Books and Records

The Association shall keep an original or duplicate record of the proceedings of the Board, either at its registered office or at its principal place of business, and the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Association. The Association shall also keep appropriate, complete and accurate books or records of account.

## ARTICLE X

### Transaction of Business

1. In General.

(a) Subject to the other provisions of these By-Laws, whenever the lawful activities of the Association involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may, subject to the Articles of Incorporation of this Association, make an incidental profit.

(b) All such excess income shall be applied to the maintenance and operation of the lawful activities of the Association including payment for capital projects, and in no event shall be divided or distributed in any manner whatsoever among the Trustees or officers of the Association.

2. Checks. All checks or demands for money, notes, and other documents of the Association shall be signed by such officer or officers as the Board may from time to time designate.

## ARTICLE XI

### Annual Report

1. Presentation. The President shall present annually to the Board a report, verified as to financial matters by the Treasurer, showing in appropriate detail the following:

(a) The assets and liabilities as of the end of the fiscal year immediately preceding the date of the report;

(b) The principal changes in assets and liabilities during the year immediately preceding the date of the report;

(c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association;

(d) The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report; and

(e) Program results.

2. Filing. The report shall be filed with the minutes of the meeting of the Board at which presented and shall include separate data with respect to each trust fund held by or for the Association. A copy shall also be transmitted promptly to the Board of Managers of the Campmeeting Association.

## ARTICLE XII

### Notices

1. In General. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, charges prepaid,

or by facsimile transmission to a number provided by such person, to such person's address or facsimile number appearing on the books of the Association, or supplied by such person to the Association for the purpose of notice.

2. When Notice Given. If the notice is sent by mail, 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. If by facsimile transmission, it shall be deemed to have been given as of the hour of transmission.

3. Contents. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Nonprofit Corporation Law or these By-Laws.

4. Adjournment. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at any adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

5. Waivers. Whenever any written notice is required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation or these By-Laws a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

6. Miscellaneous. Except as otherwise required by the Nonprofit Corporation Law or these By-laws, neither the business to be transacted at nor the purpose of a 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 a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

### ARTICLE XIII

#### Protection from Liability

1. Trustee's Limitation of Personal Liability. A Trustee of the Association shall not be personally liable for monetary damages for any action taken, or for any failure to take any action, in his or her capacity as Trustee; provided, however, that this provision shall not eliminate or limit the liability of a Trustee to the extent that such elimination or limitation of liability is expressly prohibited by the Pennsylvania Directors' Liability Act as in effect at the time of the alleged action or failure to take action by such Trustee. This Article is intended to and shall constitute adoption by the Trustees of the fullest protection from liability for the Trustees under the Directors' Liability Act.

2. Preservation of Rights. Any repeal or modification of this Article by the Board of Trustees of the Association shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Trustee or former Trustee may be entitled under this Article. The rights conferred by this Article

shall continue as to any person who has ceased to be a Trustee of the Association and shall inure to the benefit of such person's successors and assigns.

#### ARTICLE XIV

##### Indemnification

1. Mandatory Indemnification. The Association shall indemnify, to the fullest extent now or hereafter permitted by law, each authorized representative (including each former authorized representative) of the Association who was or is made a party to or a witness in (or who is threatened to be made a party to or a witness in) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Association, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

2. Mandatory Advancement of Expenses. The Association shall pay expenses (including attorneys' fees and disbursements) incurred by an authorized representative of the Association in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in paragraph 1 of this Article in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such authorized representative shall be paid by the Association in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such authorized representative to repay all amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

3. Permissive Indemnification and Advancement of Expenses. The Association may, as determined by the Board of Trustees from time to time and in addition to any indemnity provided under these By-Laws or otherwise, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an authorized representative of the Association, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The Association may, as determined by the Board of Trustees from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this paragraph 3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

4. Scope of Indemnification. Indemnification under this Article is provided pursuant to Section 8365 of the Pennsylvania Directors' Liability Act (or any successor provision or statute) and the Nonprofit Corporation Law, and this Article is intended to provide indemnification in accordance therewith whether the Association would have the power to so indemnify under any other provisions of other law and whether the indemnified liability arises or arose from any threatened pending or completed action by or in the right of the Association. It is intended that the Association shall indemnify each authorized representative to the maximum extent permitted by law. Consistent with such intent, this Article shall be interpreted as creating an irrevocable contractual obligation of the Association, which shall be for the benefit of each authorized representative, to indemnify each authorized representative to the maximum extent permitted by law. Indemnification under this Article shall not be made by the Association in any case where indemnification for the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the Pennsylvania Directors' Liability Act or any successor statute as in effect at the time of such alleged action or failure to take action.

5. Insurance: Funding to Meet Indemnification Obligations. The Association shall have the power to purchase and maintain insurance on behalf of any authorized representative of the Association against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability. The Board of Trustees shall have the power to borrow money on behalf of the Association, including the power to pledge the assets of the Association, from time to time to discharge the Association's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance on behalf of each authorized representative.

6. Miscellaneous. Each authorized representative of the Association shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Trustees, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this article by the Board of Trustees of the Association shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

7. Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a Trustee, officer, employee or agent of the Association or of any subsidiary of the

Association, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Association or by any subsidiary of the Association, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Association.

#### ARTICLE XV-

##### Miscellaneous Provisions

1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January each year.
2. Advisors. The Association shall be authorized to hire and pay for the services of such advisors and other persons, including, without limitation, accountants, lawyers, investment advisors, architects contractors and fund-raising experts as the Board shall deem necessary or appropriate in order to carry out the purposes of the Association.

#### ARTICLE XVI

##### Amendments

These By-Laws may be amended by the majority vote of all the existing members of the Board at any annual, regular or special meeting of the Board provided that notice of such meeting is given setting forth the wording of all such amendments and provided further that such amendments are approved or ratified in writing by the Board of Managers of the Campmeeting Association either before or after the adoption of such amendments by this Association.

# Campmeeting Association

## Board of Managers

5 church members, 3 of whom are property owners

5 non-church members who are property owners

1 member from Program Committee (clergy or lay, church or non-church)

### Standing Committees

Finance

Buildings and Grounds

Community Activities

Communication

Property Ownership & Permits

Tabernacle Committee

Nominating

Tabernacle Assn Bd of Trustees

## Tabernacle Association

Board of Trustees (5 to 13 members)

Executive Committee

### Bible Festival Program Committee

Conduct services of worship

Bible study programs, others related to  
Christian life style

Seminars, concerts, performances in support of  
Bible Festival

### Tabernacle Fund Committee

Establish Tabernacle Fund

Recommend financing measures