

**TOWNSHIP OF SHENANGO
LAWRENCE COUNTY, PENNSYLVANIA
ORDINANCE NO. 3 OF 2018**

AN ORDINANCE OF THE TOWNSHIP OF SHENANGO, LAWRENCE COUNTY, PENNSYLVANIA, FOR THE PURPOSE OF CREATING THE SHENANGO TOWNSHIP DEVELOPMENT CORPORATION, INC.

BE IT ENACTED AND ORDAINED by the Board of Supervisors of the Township of Shenango, Lawrence County, Commonwealth of Pennsylvania, and it is hereby enacted and ordained as follows:

SECTION 1. Title

This Ordinance shall be known and cited as the "Shenango Township Development Corporation Ordinance" (hereinafter referred to as "Ordinance").

SECTION 2. Authority

This Ordinance is enacted pursuant to the Second Class Township Code.

SECTION 3. Intent

The Township is desirous of creating and participating in a community development corporation for the purposes set forth in the articles of incorporation of the Shenango Township Development Corporation, Inc. and in doing so has approved by Resolution 12 of 2017, the filing of certain articles of incorporation of the same. *A copy of the Resolution is attached as Exhibit 1.*

SECTION 4. Purpose

The purposes of this Ordinance to provide for the appointment of those members of the Board of Directors of the Shenango Township Development Corporation, Inc. who are to be appointed by Shenango Township as provided by the articles of incorporation and/or the bylaws of the Shenango Township Development Corporation, Inc. and to provide enabling authority for the conduct of affairs of the corporation.

SECTION 5. Incorporating Municipality

The incorporation of the Shenango Township Development Corporation, Inc. was accomplished by the filing of the corporations' Articles Non-Profit with the Commonwealth of Pennsylvania, Department of State-Corporation Bureau. *A copy of the Articles are attached as Exhibit 2.*

SECTION 6. Board of Directors

(A) The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The powers of the Corporation shall be exercised by, or under the authority of the Board of Directors except as otherwise provided by statute, the Articles of Incorporation, the Bylaws, or a resolution adopted by the Board of Directors.

(B) The Board of Directors shall consist of three (3) Directors. The Directors shall be appointed by the Board at the annual meeting of the Board. Each Director shall serve for an initial term of one (1) year. The first Board of Directors shall be appointed by the Shenango Township Board of Supervisors to serve from date of appointment to the date of the first annual meeting.

(C) At the conclusion of their initial one (1) year term, members of the Board of Directors may serve additional three (3) year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

(D) Members of the Board of Directors shall not receive any compensation for their services as Directors.

(E) Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

SECTION 7. Officers

The officers of the Board of Directors shall be the President, Vice-President, Secretary/Treasurer. All officers must have the status of active members of the Board.

SECTION 8. Powers and Duties

(A) The powers and duties of the Shenango Township Development Corporation, Inc. and its officers are to:

1. Assist in alleviating and preventing conditions of unemployment.
2. Assist in retaining and attracting local industries and commercial enterprises;
3. Assist industrial and commercial enterprises in locating, purchasing, constructing, reconstructing, modernizing, improving, maintaining, repairing, furnishing, equipping, and expanding in Shenango Township.
4. Construct, acquire by gift or purchase, reconstruct, improve, maintain, modernize, repair, furnish, equip and expand projects, and acquire the necessary lands for the site therefore;
5. Acquire by gift or purchase the necessary machinery, furnishings, and equipment for a project;
6. Borrow money and issue revenue bonds or revenue notes to finance all or part of the costs of a project, including machinery, furnishings and equipment and the necessary sites therefore;
7. Enter into, execute and carry out leases, lease purchase agreements, installment sales contracts with any person, firm or corporation for the use or sale of the project;
8. Lease, mortgage, sell, and convey the project or any part thereof for a price and at a time as the corporation determines;
9. Lend, grant, transfer, or convey funds as permitted by law;
10. Assist in alleviating blighted and deteriorating properties and neighborhoods;
11. In general to do and have such powers not prohibited by law and to this extent all powers provided by law upon corporations created and incorporated pursuant to the Non-Profit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.

(B) Such powers are hereby incorporated in this section as powers of the corporation and its officers, in addition to all other powers conferred thereupon by law. It shall be the power and the duty of the officers of the corporation to implement, carry out, and execute the powers and duties described in this section of the corporation.

SECTION 9. Body Corporate

The Shenango Township Development Corporation, Inc. shall be a body corporate with power to sue and be sued in any court of the Commonwealth of Pennsylvania. It shall possess all the powers necessary to carry out the purpose of its incorporation and those incidental thereto. The enumeration of any powers in the Corporation's Article of

Incorporation shall not be construed as a limitation upon such general powers of the Corporation.

SECTION 10. Terms of Corporate Existence

The term of existence of the Shenango Township Development Corporation, Inc. is perpetual or until dissolved in accordance with the Non-Profit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.

SECTION 11. Bylaws and Regulation of Internal Affairs

(A) The Board of Directors, by an affirmative vote of a majority of its members shall adopt bylaws for the operation of affairs of the Shenango Township Development Corporation, Inc.

(B) The regulation of the internal affairs of the corporation, including the distribution of assets or dissolution or final liquidation, is placed entirely with the Board of Directors or their successors, as provided in the bylaws of this corporation, subject, however, to the provisions of the Nonprofit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.

SECTION 12. Effective Date

This Ordinance shall take effect and be enforced from and after its approval as provided by law.

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ORDAINED AND ENACTED INTO LAW, THIS 12th day of July,
2018 by the Shenango Township Board of Supervisors.

Attest:

TOWNSHIP OF SHENANGO


Albert Burick III, Secretary


Frank Augustine, Chairman


Albert Burick III, Supervisor


Brandon Rishel, Supervisor

RESOLUTION 12 OF 2017

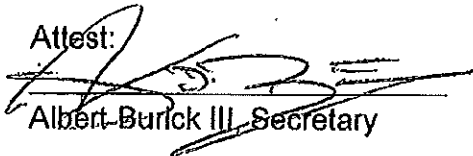
WHEREAS, the Township of Shenango (the "Township") wishes to create the Shenango Township Development Corporation, Inc., and by doing so shall file the Articles of Incorporation and Docketing Statement with the Pennsylvania Department of State Bureau of Corporations and Charitable Organizations.

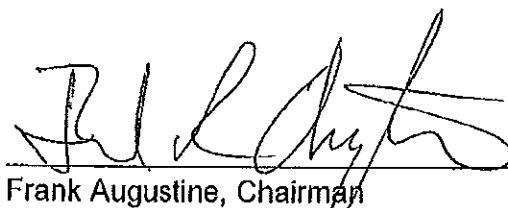
NOW, THEREFORE, BE IT RESOLVED the filings are approved as follows:

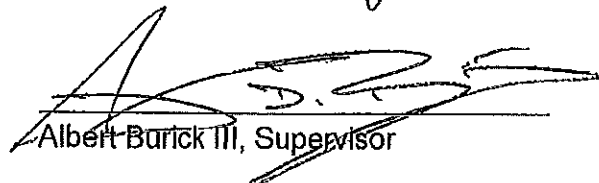
1. Articles of Incorporation for the Shenango Township Development Corporation, Inc.
2. Docketing Statement – New Entity for the Shenango Township Development Corporation, Inc.

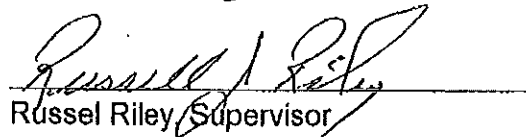
ADOPTED THIS 2 day of NOVEMBER, 2017.

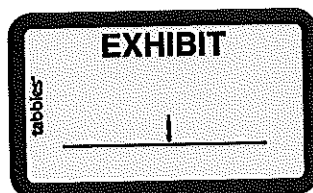
Attest:


Albert Burick III, Secretary


Frank Augustine, Chairman


Albert Burick III, Supervisor


Russel Riley, Supervisor



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS
401 NORTH STREET, ROOM 206
P.O.BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.PA.GOV

LOUIS M PERROTTA ESQ
229 S JEFFERSON ST
NEW CASTLE PA 16101

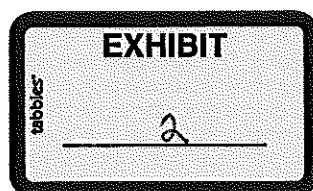
Shenango Township Development Corporation, Inc.

THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS IS HAPPY TO SEND YOUR FILED DOCUMENT. THE BUREAU IS HERE TO SERVE YOU AND WE WOULD LIKE TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.


IF YOU HAVE ANY QUESTIONS PERTAINING TO THE BUREAU, PLEASE VISIT OUR WEBSITE AT www.dos.pa.gov/BusinessCharities OR YOU MAY CONTACT US BY TELEPHONE AT (717)787-1057. INFORMATION REGARDING BUSINESS AND UCC FILINGS CAN BE FOUND ON OUR SEARCHABLE DATABASE AT www.corporations.pa.gov/Search/CorpSearch.

NONPROFIT CORPORATIONS THAT SOLICIT FUNDS FROM CITIZENS OF THE COMMONWEALTH OF PENNSYLVANIA MUST REGISTER WITH THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS OF THE DEPARTMENT OF STATE, UNLESS EXEMPT FROM REGISTRATION REQUIREMENTS. PLEASE SEE www.dos.pa.gov/BusinessCharities/Charities OR CONTACT THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS AT 207 NORTH OFFICE BUILDING, HARRISBURG, PA 17120, (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA, FOR MORE INFORMATION ON REGISTRATION.

ENTITY NUMBER : 6626030



PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input checked="" type="checkbox"/> Return document by mail to: Louis M. Perrotta Name 229 South Jefferson Street Address New Castle PA 16101 City State Zip Code <input checked="" type="checkbox"/> Return document by email to: <u>louis.law1@gmail.com</u>	Articles of Incorporation - Nonprofit DSCB:15-5306/7102 (rev. 2/2017)  TML171106MC0673
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Read all instructions prior to completing. This form may be sul

Fee: \$125 ☐ I qualify for a veteran/reservist-owned small business fee exemption (see instructions)
Check one: ☒ Domestic Nonprofit Corporation (§ 5306) ☐ Nonprofit Cooperative Corporation (§ 7102)

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperative corporation, hereby state(s) that:

1. The name of the corporation is: Shenango Township Development Corporation, Inc.				
2. Complete part (a) or (b) – not both:				
(a) The address of this corporation's current registered office in this Commonwealth is: (post office box alone is not acceptable)				
1000 Willowbrook Road	New Castle	PA	16101	Lawrence
Number and Street	City	State	Zip	County
(b) The name of this corporation's commercial registered office provider and the county of venue is:				
c/o: N/A			N/A	
Name of Commercial Registered Office Provider			County	
3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes. Charitable purposes through economic development of Shenango Township under Section 501(c)3 of the IRC				
4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.				
5. Check and complete one: <input checked="" type="checkbox"/> The corporation is organized on a nonstock basis. <input type="checkbox"/> The corporation is organized on a stock share basis and the aggregate number of shares authorized is _____.				

PA DEPT. OF STATE

NOV 06 2017

6. For unincorporated association incorporating as a nonprofit corporation only. Check if applicable:

☐ The incorporators constitute a majority of the members of the committee authorized to incorporate such association by the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Corporation Only:

Check one: ☒ The corporation shall have no members.
☐ The corporation shall have members.

8. For Nonprofit Cooperative Corporation Only:

Check and complete one:

☐ The corporation is a cooperative corporation and the common bond of membership among its members is: _____

☐ The corporation is a cooperative corporation and the common bond of membership among its shareholders is: _____

9. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):

Name(s)

Address(es)

Louis M. Perrotta

229 South Jefferson Street, New Castle, PA 16101

10. The specified effective date, if any, is:

____ month ____ day ____ year ____ hour, if any

11. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

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

3 day of November, 2017.

Signature

Signature

Signature

Addendum A

Dissolution Clause:

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.