


**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <b>M. BURR KEIM COMPANY</b> Name Address City State Zip Code <input type="checkbox"/> Return document by email to: <u>info@mburrkeim.com</u>	<p align="center"><b>Articles of Amendment</b> <b>Domestic Corporation</b> DSCB:15-1915/5915 (rev. 7/2015)</p>  <p align="center">TCO200706LP1703</p>
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Read all instructions prior to completing. This form may be

Fee: \$70

Check one:  Business Corporation (§ 1915)  Nonprofit Corporation (§ 5915)

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:  
Philadelphia Activities Fund, Inc.

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:  
*(Complete only (a) or (b), not both)*

(a) Number and Street	City	State	Zip	County
1650 Arch Street, 18th Floor	Philadelphia	PA	19107	Philadelphia

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
c/o: \_\_\_\_\_

3. The statute by or under which it was incorporated: Pennsylvania Nonprofit Corporation Law of 1988

4. The date of its incorporation: 06/27/1994  
(MM/DD/YYYY)

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 (MM/DD/YYYY) Hour (if any)

PA DEPT OF STATE  
JUL 02 2020

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

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

30 day of June 2020

Philadelphia Activities Fund, Inc.

Name of Corporation



Signature

Board President, Philadelphia Activities Fund, Inc.

Title

**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**PHILADELPHIA ACTIVITIES FUND, INC.**

**ARTICLE I.** The name of the corporation is Philadelphia Activities Fund, Inc. (the "Corporation").

**ARTICLE II.** The address of the Corporation's registered office in this Commonwealth is **1515 Arch Street, Floor 10, Philadelphia, Pennsylvania 19102, Philadelphia County.**

**ARTICLE III.** The Corporation was originally incorporated on June 27, 1994, under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act"). The Corporation is a nonprofit corporation organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), specifically for the purpose of providing funds to support, enhance and serve community and recreation organizations and activities within the City of Philadelphia (including, without limitation, sports, dance, arts and health) and encouraging and increasing opportunities for involvement, instruction and participation in activities by diverse constituencies.

The Corporation will take any and all actions necessary, proper, advisable, or convenient for the accomplishment of these purposes consistent with the limitations set forth in this Article III and the provisions of Articles VIII and IX below. In furtherance of the foregoing, the Corporation shall have the power to do any acts and carry on any business and affairs that are not prohibited by the Act, by the Code, or by any other law.

**ARTICLE IV.** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors or officers or any other individual or entity.

**ARTICLE V.** The Corporation is organized on a non-stock basis.

**ARTICLE VI.** The Corporation shall have no members.

**ARTICLE VII.** The term for which the Corporation is to exist is perpetual.

**ARTICLE VIII.** Notwithstanding any other provision of these Articles, the powers and activities of the Corporation shall be subject to the following restrictions and limitations:

- A) The Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(a) of the Code and described in Section 501(c)(3) of the Code, or by an organization described under Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(a), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage in any year in which it may be a "private foundation," as defined in Section 509 of the Code, in any act prohibited by Section 4941(d) or 4943(c) of the Code, or do any act, or fail to do any acts, that will result in the imposition of tax on the Corporation under Sections 4942, 4944, or 4945 of the Code.

- B) The Corporation is not authorized, and no amendment, alteration, change, or repeal of any provisions of the Articles shall authorize the Corporation or its directors or officers, to conduct the affairs of the Corporation in any manner or for any purpose that would cause the Corporation to lose its tax-exempt status under the provisions of the Code.
- C) No part of the net earnings of this Corporation shall ever inure to the benefit of, or be distributable to, any of its directors or officers or any other private person, except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out its purposes.
- D) Except as authorized by Section 501(h) of the Code and a proper election filed thereunder, 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 or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office (i.e., federal, state, or local), whether by the publication or distribution of statements or otherwise.

**ARTICLE IX.** In the event of the liquidation, dissolution, or winding up of this Corporation, the assets or property of the Corporation shall be distributed by the Board of Directors to another organization described under Section 501(c)(3) of the Code with a similar mission, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code, or any successor provisions thereto, and in accordance with the Act. Any assets not so distributed shall be distributed by the Court of Common Pleas of Philadelphia County exclusively for such purposes, and in accordance with the Act. No director or officer of the Corporation or any other private person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.