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ARTICLES OF INCORPORATION
OF
GREATER MORGANTOWN COMMUNITY TRUST, INC.

IN THE OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

I. The undersigned agrees to incorporate a nonprofit organization under Section 27, Article 1, Chapter 31 of the Code of West Virginia, as amended, by the name of the **Greater Morgantown Community Trust, Inc.**

II. The address of the principal office of said corporation is P.O. Box 409, Morgantown, Monongalia County, West Virginia 26507.

III. The existence of this corporation will be perpetual.

IV. The corporation is organized as a non-stock, non-profit corporation.

V. The corporation shall have no members.

VI. The purposes for which the corporation are to be formed are for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and in furtherance of said purposes:

A. To permanently serve the educational and charitable needs of the Greater Morgantown, West Virginia community by providing a means by which the public may establish trusts or funds or make gifts of various amounts to established trusts or funds (component trusts or component funds), which are received and maintained by the corporation in the form of separate trusts or funds, are subject to varying degrees of control by the board of directors of the Corporation, and provide for distribution of income and, in certain cases,

principal for the educational and charitable needs of the Greater Morgantown, West Virginia community:

B. To seek and accept gifts, grants and other support from individuals, corporations, organizations and others; and

C. To undertake any activity not denied a Section 501(c)(3) organization under the Internal Revenue Code.

VII. The provisions for the regulation of the internal affairs of the corporation are as follows:

(A) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501 of the Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(B) Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code;

(C) No part of the net earnings, properties or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors,

officers or other private persons or individuals, 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 Section VI hereof.

(D) Upon liquidation or dissolution, all properties and assets of the corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation, organized and operated for charitable or educational purposes, as the board of directors shall determine, and as shall at the time qualify as a tax exempt organization under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws. Any properties or assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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, which are organized and operated exclusively for such purposes;

(E) The corporation shall conduct its activities as will enable it to qualify as an organization other than a private foundation as defined in Section 509 of the Code. In the event that the corporation qualifies as tax exempt under Section 501(c)(3) of the Code and is deemed a private foundation by the Internal Revenue Service, then the following provisions shall apply:

(1) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any

future federal tax code:

(2) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code:

(3) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code:

(4) The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code:

(5) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

(F) All other provisions for the regulation of the internal affairs of the corporation are as set forth in the bylaws of the corporation.

VIII. The method of selection, election or appointment of the Board of Directors shall be established by the By-Laws.

IX. The number of Directors constituting the initial Board of Directors is fifteen (15), and the names and addresses of the persons who are to serve as Directors until the first meeting of the corporation or until their successors are elected and qualified are:

C. Andrew Heiskell
4000 Hampton Center
Morgantown, WV 26505

William J. Maloney
3959 East Lake Drive
Morgantown, WV 26508

Samuel S. Stone
221 Willey Street
Morgantown, WV 26505

James R. McCartney
1313 Parkview Drive
Morgantown, WV 26505

Debra A. Bowers
P.O. Box 619
Morgantown, WV 26507

David Z. Morgan
129 Heritage Point
Morgantown, WV 26505

Terry T. Jones
P.O. Box 658
Morgantown, WV 26507

John W. Pyles
31 Bates Road
Morgantown, WV 26505

Thomas P. Rogers
245 Lakeview Drive
Morgantown, WV 26505

Frank A. Scafella
346 Virginia Avenue
Morgantown, WV 26505

Vaughn L. Kiger
312 Kenmore Street
Morgantown, WV 26505

Stephen D. Tanner
P. O. Box 1556
Morgantown, WV 26507

Douglas J. Leech
P.O. Box 656
Morgantown, WV 26507

Hu S. Vandervort
P. O. Box 842
Morgantown, WV 26505

C. Barton Loar
925 Riverview Drive
Morgantown, WV 26505

Edward Skriner
638 Villa Place
Morgantown, WV 26505

X. The name and address of the incorporator is:

C. Andrew Heiskell
4000 Hampton Center
Morgantown, WV 26505

XI. The name and address of the appointed person to whom notice or process may be sent is:

President
P. O. Box 409
Morgantown, WV 26507

The undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, does make and file these Articles of Incorporation and has accordingly hereunto set his hand this 27 day of August, 2000.


C. ANDREW HEISKELL

STATE OF WEST VIRGINIA.

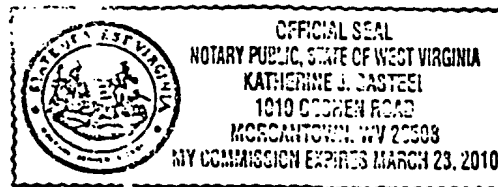
COUNTY OF MONONGALIA, TO-WIT:

I, Katherine J. Casteel, a notary public of said county, do certify that
C. Andrew Heiskell, whose name is signed to the writing hereto annexed, bearing date as of the
29th day of August, 2000, has this day acknowledged the same before me in my said county.

Given under my hand this 29th day of August, 2000.

My commission expires: 3-28-2010

Katherine J. Casteel
Notary Public



The Articles of Incorporation Prepared by:
Thomas A. Vorbach
Steptoe & Johnson
P.O. Box 1616
Morgantown, WV, 26507-1616.