ARTICLES OF INCORPORATION-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5306 (Rev 90)

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 state(s) that:

1. The name of the corporation is: Pennsylvania Land Trust Association

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

   (a) 3701 Orchid Place, Emmaus PA 18049-1637 Lehigh
   Number and Street   City  State  Zip  County

   (b) c/o: 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:
   for charitable and educational purposes with the meaning of section 501(c)(3)
of the IRS code of 1986, including, but not limited to education, (cont'd)

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

5. The corporation is organized upon a nonstock 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: Pennsylvania Land Trust Association
   by the requisite vote required by the organic law of the association for the amendment of such organic law.

8. The name and address, including street and number, if any, of each incorporator is:
   (please see attached for continuation)

   Name  Address
   David C. Sweet, Brandywine Conservancy, PO Box 141, Chadds Ford, PA 19317
   D. Andrew Pitz, Natural Lands Trust, 1031 Palmers Mill Road, Media, PA 19063
   Thomas M. Schmidt, Western PA Conservancy, 316 Fourth Avenue, Pittsburgh, PA

9. The specified effective date, if any, is:  1522
   month  day  year  hour, if any

10. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.
IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed these Articles of Incorporation this 30th day of November, 1994.

Christopher
(Signature)

Dennis G. Collins
(Signature)

David L. Tochich
(Signature)

David C. Smith
(Signature)

D. Ashley Pitt

Thomas W. Schmidt
Continuation of Form DSCB: 15-5306(Rev 90)
Pennsylvania Land Trust Association

3. outreach and training to promote private land conservation.

8. DENNIS G. COLLINS..............................Wildlands Conservancy
   3701 Orchid Place
   Emmaus, PA 18049-1637

CHRIS HERRMAN.....................................Northcentral PA Conservancy
   848 West Fourth Street
   Williamsport, PA 17701

DAVID FROEHLICH.................................Wissahickon Valley Watershed
   Association
   12 Morris Road
   Ambler, PA 19002

10. Additional provisions of the articles:
   8. (a) No substantial (greater than 25%) part of the activities of the corporation
   shall be the carrying on of propaganda, or otherwise attemption to influence legislation (except
   as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, or corresponding
   provisions of any subsequent Federal tax laws), and the corporation shall not participate in or
   intervene in (including the publishing or distributing of statements) any political campaign on
   behalf of (or in opposition to) any candidate for public office.

   (b) Notwithstanding any other provision set forth herein, 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 Internal Revenue Code of 1986, as amended, or
   corresponding provisions of any subsequent federal tax laws, or (ii) by a corporation,
   contributions to which are deductible for federal income tax purposes.

   9. In the event of the entire or partial termination, dissolution or winding up of the
   corporation in any manner of for any reason whatsoever, the assets of the corporation which
   remain after payment, or making provision for payment, of all liabilities of the corporation, shall
   be distributed to, and only to, one or more organizations exempt from federal income tax under
   Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or corresponding
   provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be
   distributed by the Court of Common Pleas of the County in which the principal office of the
   corporation is then located, or as otherwise provided by law, exclusively to such exempt
   organizations as the Court shall determine.