

Microfilm Number

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Kim Ditzinger
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

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 (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)					
Number and Street	City	State	Zip	County	
1630 Spring Run Rd. Extension	Coraopolis	PA	15108	Allegheny	
(b) c/o:					County
Name of Commercial Registered Office Provider					

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 statute by or under which it was incorporated is: "An Act to Provide for the Incorporation and Regulation of Certain Corporations" 29 April 1874

4. The date of its incorporation is: December 15, 1884

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 Hour

6. (Check one of the following):

The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 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:

X The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

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3. (Check, if the amendment restates the Articles):

X 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 22 day of October, 1999.

WATCH TOWER BIBLE AND TRACT (Name of Corporation)
SOCIETY OF PENNSYLVANIA

L.A. SWINGLE BY: (Signature)
Secretary/Treasurer

TITLE:

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Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722

Instructions for Completion of Form:

- A. One original of this form is required. The form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$52 made payable to the Department of State. PLEASE NOTE: A separate check is required for each form submitted.
- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
 - (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).

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EXHIBIT A

RESOLVED, that Article Second of the Amended and Restated Charter be amended such that, as amended, Article Second shall read as follows:

SECOND

The purposes of the corporation are religious, educational, and charitable, including to: act as the servant and legal entity for the worldwide religious body of Christian persons known as Jehovah's Witnesses; publicly and from house to house preach and teach the gospel of God's Kingdom under Christ Jesus unto all nations as a witness to the name, word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); print, record by any means and in any medium, and otherwise produce, and distribute Bibles in any medium; disseminate Bible truths in various languages; write, record by any means and in any medium, and otherwise create, publish, and distribute literature in various languages containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17); write, record by any means and in any medium, and otherwise create, publish, and distribute music, art, and other intellectual property of a religious or educational nature in any medium; improve men, women, and children intellectually and morally by Christian missionary work; instruct and educate men, women, and children about the Bible and incidental scientific, historical, and literary subjects; establish and operate private Bible schools and ancillary facilities to house and care for the students at such schools and classes for gratuitously instructing men and women about the Bible, Bible literature, and Bible history and for preparing men and women for Christian missionary work; arrange for and hold assemblies for religious worship; maintain one or more religious orders of special ministers of Jehovah's Witnesses (2 Kings 2:3, 5; 6:1); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; acquire, own, and utilize, including by gift, voluntary contributions, inheritance, and bequest, any interest in real and personal property, including residences and other facilities for missionaries throughout the world; and do any and all other lawful things that its Board of Directors shall deem appropriate in harmony with these purposes.

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RESOLVED, that Articles Fifth through Ninth, inclusive, of the Amended and Restated Charter be amended such that, as amended, Article Fifth through Ninth shall read as follows:

FIFTH

The corporation is organized on a nonstock basis. The corporation is one that does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the bylaws.

SEVENTH

The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors. The corporation shall have the powers and authority granted by law, specifically including the power to sell, lease, encumber, and otherwise convey interests in its real and personal property and the power to borrow money.

EIGHTH

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 II hereof. The corporation is not an employer. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political party or in opposition to any candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

NINTH

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to the Watchtower Bible and Tract Society of New York, Inc. If the Watchtower Bible and Tract Society of New York, Inc., is not then in existence and a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious, educational, and/or charitable purposes and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

RESOLVED, that Articles Tenth and Eleventh of the Amended and Restated Charter be repealed in their entirety.

RESOLVED, that the Amended and Restated Charter be restated in its entirety to supersede the original Articles and all amendments thereto and that, as restated, the Amended and Restated Charter shall read as follows:

**AMENDED AND RESTATED CHARTER
WATCH TOWER BIBLE AND TRACT
SOCIETY OF PENNSYLVANIA
A Nonprofit Corporation**

Date of original incorporation December 15, 1884, under the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of certain Corporations," approved on the twenty-ninth day of April, *Anno Domini*, one thousand and eight hundred and seventy-four, and its supplements.

FIRST

The name of the corporation is Watch Tower Bible and Tract Society of Pennsylvania.

SECOND

The purposes of the corporation are religious, educational, and charitable, including to: act as the servant and legal entity for the worldwide religious body of Christian persons known as Jehovah's Witnesses; publicly and from house to house preach and teach the gospel of God's Kingdom under Christ Jesus unto all nations as a witness to the name, word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); print, record by any means and in any medium, and otherwise produce, and distribute Bibles in any medium; disseminate Bible truths in various languages; write, record by any means and in any medium, and otherwise create, publish, and distribute literature in various languages containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17); write, record by any means and in any medium, and otherwise create, publish, and distribute music, art, and other intellectual property of a religious or educational nature in any medium; improve men, women, and children intellectually and morally by Christian missionary work; instruct and educate men, women, and children about the Bible and incidental scientific, historical, and literary subjects; establish and operate private Bible schools and ancillary facilities to house and care for the students at such schools and classes for gratuitously instructing men and women about the Bible, Bible literature, and Bible history and for preparing men and women for Christian missionary work; arrange for and hold assemblies for religious worship; maintain one or more religious orders of special ministers of Jehovah's Witnesses (2 Kings 2:3, 5; 6:1); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; acquire, own, and utilize, including by gift, voluntary contributions, inheritance, and bequest, any interest in real and personal property, including residences and other facilities for missionaries throughout the world; and do any and all other lawful things that its Board of Directors shall deem appropriate in harmony with these purposes.

THIRD

The location of its registered office is 1630 Spring Run Road Extension, Corapolis, Pennsylvania 15108.

FOURTH

The corporation is to exist perpetually.

FIFTH

The corporation is organized on a nonstock basis. The corporation is one that does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the bylaws.

SEVENTH

The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors. The corporation shall have the powers and authority granted by law, specifically including the power to sell, lease, encumber, and otherwise convey interests in its real and personal property and the power to borrow money.

EIGHTH

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 II hereof. The corporation is not an employer. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political party or in opposition to any candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

NINTH

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to the Watchtower Bible and Tract Society of New York, Inc. If the Watchtower Bible and Tract Society of New York, Inc., is not then in existence and a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious, educational, and/or charitable purposes and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.