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Filed in the Department of State on
the MAR 24 day of 1988

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James J. [Signature]
Secretary of State

ARTICLES OF INCORPORATION
DOMESTIC NON-PROFIT CORPORATION
ARC FOUNDATION OF THE UNITED STATES

In compliance with the requirements of Section 7316 of the Nonprofit Corporation Law of 1972, the undersigned, desiring to incorporate a not-for-profit corporation, hereby certify that:

FIRST: The name of the Corporation is ARC Foundation of the United States.

SECOND: The location and post office address of the registered office of the Corporation are c/o Association for Retarded Citizens, Allegheny County Chapter, 1001 Brighton Road, Pittsburgh, PA 15233. (02)

THIRD: The Corporation is organized exclusively for the following charitable, scientific and educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"):

(1) To promote, support and further the interests and purposes of the Association for Retarded Citizens of the United States ("the Association"), a non-profit corporation recognized as tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code ("IRC") and as a public charity pursuant to Sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code.

(2) To do all things incidental to achievement of the foregoing purposes.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any trustee, or officer of the Corporation, or to any other private person, 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 its purposes as set forth in these Articles of Incorporation.

FIFTH: No 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 candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on other activities not permitted to be carried on by a corporation

organized and operated exclusively for exempt purposes and which is a public charity described in Section 509(a)(1), (2) or (3) of the Code.

SIXTH: The term of existence of the Corporation shall be perpetual.

SEVENTH: The Corporation shall be organized on a nonstock basis.

EIGHTH: The Association shall be the sole member of the Corporation and shall have such rights as are set forth from time to time in Pennsylvania law, these Articles and the Bylaws of the Corporation.

NINTH: The Corporation shall have a Board of Trustees, in which Board there shall be vested all the power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation subject to the provisions of Articles Eighth, Eleventh and Twelfth hereof. To the extent consistent with these Articles, the rights, powers and privileges of the Trustees shall be fixed in the Bylaws of the Corporation.

TENTH: The following persons have agreed to serve as Trustees of the Corporation until the first annual meeting of the Trustees and until their successors are duly elected and qualified:

Richard S. Scott, Esq.
V. K. Warren Tashjian
Alan R. Abeson

ELEVENTH: The Board of Directors of the Association may approve or disapprove the Trustees elected by the Corporation in accordance with procedures set forth in the Bylaws.

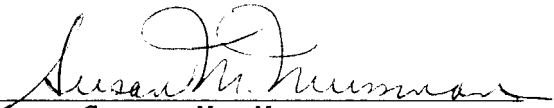
TWELFTH: The Board of Directors of the Association shall have the right to approve all amendments to the Bylaws and Articles of Incorporation of the Corporation and to require the dissolution of the Corporation in accordance with the Bylaws and Pennsylvania law.

THIRTEENTH: In the event of the dissolution of the Corporation or in the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the Corporation have been paid or provided for shall be conveyed or distributed by the Board of Trustees to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Code and, if possible and practical, to the

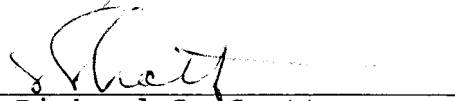
Association or an organization or organizations created and operated for nonprofit purposes similar to those of the Association as the Board of Trustees of this Corporation, subject to approval by the Board of Directors of the Association may determine. Any such assets not so distributed shall be disposed of pursuant to an order by a Court of Common Pleas of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine.

FOURTEENTH: The names and addresses of the incorporators are Susan M. Mussman, Esq., 1500 Oliver Building, Pittsburgh, PA 15222 and Richard S. Scott, Esq., 1320 Frick Building, Pittsburgh, PA 15219.

IN TESTIMONY WHEREOF, THE INCORPORATORS HAVE SIGNED AND SEALED THE ARTICLES OF INCORPORATION THIS 9th DAY OF March, 1988.



Susan, M. Mussman



Richard S. Scott